

BY-LAWS
OF
JOHNSON HIGH SCHOOL, JAPAN, ALUMNI ASSOCIATION

The Johnson High School, Japan, Alumni Association (hereinafter referred to as the Association) was formed on October 7, 2012. The Association is organized in accordance with the laws of the State of California. The Association's assets and income are used solely for the purposes described below. The Association will not carry out any activity not permitted by the laws of California or Section 501 (c)(7) of the United States Internal Revenue Code.

The purpose of the Association is to foster friendship among individuals who were students or faculty during the period Johnson High School was open, 1959 to 1973, inclusive. The goal of the Association is to stimulate a continuing interest in maintaining personal ties through a reunion of all classes to be held every three years in varying locations throughout the United States (Tri-Annual Reunion). Membership in the Association is not limited to those who graduated from Johnson High School; rather, membership is open to individuals who attended or were faculty anytime during the period.

A membership business meeting shall be held during the Tri-Annual Reunion for the purpose of installing the newly elected Association Board of Directors and for the transaction of such other business as may be required. A simple majority will determine the outcome of all votes on matters conducted during the business meeting.

ARTICLE I
BOARD OF DIRECTORS

The Association Board of Directors shall consist of five elected members and the immediate past Tri-Annual Reunion chairman and the next Tri-Annual Reunion chairman, for a total of seven. Nomination and election of Board members by the Association membership shall be held either prior to the Tri-Annual Reunion by electronic means or at the Tri-Annual Reunion membership meeting itself, at the discretion of the Board. In the event a reunion chairman is also elected to the board, the un-elected candidate receiving the highest number of votes for Board membership shall be added to the Board. In the event there are no such candidates, the Board shall name additional Board members until a total of seven is reached.

- A. Any vacancy that occurs on the Board may be filled by the Board using the method described above.

- B. The Board may appoint temporary or permanent committees, and designate the membership, duties, powers and authority of such committees. In each such instance, a Board member shall be designated as Chairman of the appointed committee.
- C. The Association's Board of Directors shall meet within thirty days after their election for the purpose of choosing its new chairman and officers, and transacting such other business as may be deemed appropriate. Meetings, and notice of meetings, may be conducted in person or by electronic means at the discretion of the Chairman.
- D. Special meetings may be called at any time by the Chairman. A member may request a special meeting, which will be set by the Chairman within fifteen days of the date of the request. Notice of all meetings will be provided to the members by the Secretary, as directed by the Chairman, at least seven days prior to the date of the meeting.
- E. Five members will constitute a quorum at any Board meeting. Board actions shall require a vote of the majority of the members present.
- F. The Board shall keep permanent written minutes of its proceedings.

ARTICLE II OFFICERS

- A. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer. The Secretary and Treasurer positions may be filled by a single individual.
 - 1. The President shall be the chief executive officer and shall run the day-to-day operations of the Association.
 - 2. The Vice-President shall perform the duties of the President in the President's absence, and shall assist the President as directed.
 - 3. The Secretary shall give notice of all meetings of the Board, maintain the minutes of Board meetings and committee meetings, and certify records or copies of records as official records of the Association.
 - 4. The Treasurer is responsible for conducting the financial affairs of the Association as directed by the Board and shall provide reports of Association finances as required.
- B. The officers shall be elected by the Board of Directors at the first meeting of the Board. Each officer shall serve a three-year term or until a successor has been elected.
- C. The Board shall have the power to remove an officer. Any vacancy that occurs for any reason may be filled by the Board.

ARTICLE III REUNIONS

- A. **Tri-Annual All Classes Reunions** are the central event for the Association. Ideally they will be held in various locations throughout the United States. To make the event accessible to as many Association members as possible, the intention is that the reunion be sited alternatively between the eastern, central and western regions of the country. Locations with easy and affordable air and ground transportation are preferred.
1. Members wishing to host a future Tri-Annual Reunion should form a reunion committee and inform the Board at least 90 days prior to the next scheduled Tri-Annual Reunion. At least one member of that committee should be present and prepared to brief the Association membership on their proposal during the membership meeting at the Tri-Annual Reunion preceding their desired date. At the discretion of the Board, the selection of a future Tri-Annual Reunion date and location shall be decided by majority vote of the membership at the Tri-Annual Reunion membership meeting or by electronic means subsequent to it.
 2. A reunion committee whose proposal is selected by the Association membership shall submit their reunion proposal and any request for funding, in a format prescribed by the Board, not later than twelve months prior to the proposed reunion date.
- B. **Mini Reunions** are encouraged and may be organized in various parts of the country to allow for Association members in widely dispersed locations to gather on a more frequent basis at less cost. The overall intent of mini reunions is to bring former Johnson High School attendees together and encourage their future attendance at Tri-Annual Reunions. Attendance at mini reunions is open to any Association member who wishes to attend.

ARTICLE IV

TRI-ANNUAL REUNION FUNDING

- A. The Board of Directors may authorize seed monies for the Tri-Annual Reunions. Seed monies are intended to cover long lead-time expenses such as deposit costs required for hotel reservations, room blocking, banquet locations, entertainment, refreshments and snacks, and website creation and maintenance.

- B. The reunion committee may charge Association members attending a reunion a registration fee sufficient to recover costs, to include seed monies provided by the Board.
- C. Within ninety days after the conclusion of the reunion, all bills will be settled and the remainder of the funds, including any seed monies authorized by the Board, will be returned to the Treasurer for use in subsequent reunions. Additionally the reunion committee will submit a final financial report to the Board. The Board will make such report available to the Association membership.

**ARTICLE V
REVISION OF BY-LAWS**

The By-Laws may be amended by the Board of Directors at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten days before the meeting. Proposed substantial changes may be submitted to the membership for information or comment prior to a vote by the Board.

**ARTICLE VI
INDEMNIFICATION**

Any Director or Officer who is involved in litigation by reason of his or her position as a Director or Officer of the Association shall be indemnified and held harmless by the Association to the fullest extent of the law, limited only by the extent of the Association's financial resources.

**ARTICLE VII
DISSOLUTION**

- A. As the membership of the Association is limited to those who were students or faculty members at Johnson High School from 1959 to 1973, the Association will eventually reach a point where future reunions are no longer feasible. At such point, dissolution of the Association should be considered.
- B. The Association may be dissolved only with approval of the Board of Directors given at a special meeting called for that purpose, and with the subsequent approval of no less than two-thirds of the voting membership.

- C. In the event of a membership vote in favor of dissolution, the Association members will by majority vote designate charities or entities designated an A+ veteran or military charity by the American Institute of Philanthropy as the recipient of Association assets.
- D. Following the vote for dissolution, all remaining Association liabilities and obligations shall be paid or satisfied. Once this has been completed, any remaining funds will be passed to the charities or entities designated by the Association's membership.

CERTIFICATION

We certify that the foregoing is a true and correct copy of the revised By-Laws of the Johnson High School, Japan, Alumni Association, as adopted by the Association's Board of Directors on April 21, 2016.

Kay Boudreaux Weaver

Kay Boudreaux Weaver, President and Chairman of the Board

Joseph Wildinger

Joseph Wildinger, Vice President

Alicia Marshall

Alicia Marshall, Secretary

Richard Lininger

Richard Lininger, Treasurer