

CONSTITUTION AND BY-LAWS DOCUMENT

Constitution of the Alumni Association Hudson Catholic High School, Inc.

ARTICLES

I NAME

II MISSION

III MEMBERSHIP

IV OFFICERS

V ADMINISTRATION

VI ELECTIONS

VII INCOME

VIII MEETINGS

IX COMMITTEES

X AMENDMENTS

ARTICLE I -NAME

This Corporation shall be known as the Alumni Association Hudson Catholic High School, Inc., hereinafter termed the Association, and is a volunteer organization formed exclusively for non-profit and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. For purposes of the Constitution and By Laws all references to Hudson Catholic High School refer to Hudson Catholic Regional High School, in Jersey City, NJ and or its successors.

ARTICLE II -MISSION

Section 1. The Association's mission ("the Mission") is to establish, maintain, and cultivate among its Members and the community a sentiment of high regard for one another and the students and community of Hudson Catholic High School, our Alma Mater. To achieve the Mission, the Association and its Members shall commit to the educational, spiritual and financial support of the Hudson Catholic High School community through services and efforts to be delivered by team-oriented, responsible, committed and ethical volunteers in the "Tradition of St. John Baptist de LaSalle".

Section 2. This shall be accomplished through activities conceived and executed to promote an environment of goodwill among the alumni, administration, faculty, parents, community, and other friends of Hudson Catholic. These activities shall include, but not be limited to, activities which are social, fundraising, and or "Lasallian - 'In the

Tradition of St. John Baptist de LaSalle" in nature. In conjunction with said activities, the Association shall endeavor to maintain communication among all alumni, the school and its administration.

Section 3. The Association dedicates itself to serving both the short and long term needs of the Hudson Catholic High School community.

Section 4. It is further acknowledged and intended that the Association will endeavor to serve the needs of its alumni and student constituents by embarking upon activities and events, and providing services, that are of interest and benefit to the Hudson Catholic community, for example in the areas of alumni social activities; alumni professional services; or student support services.

ARTICLE III -MEMBERSHIP

Section 1. Graduates of the regular courses of Hudson Catholic High School shall be Members of the Association. Members shall have the right to vote for the Officers of the Association and to hold elected office of the Association.

Section 2. Any Member may be expelled from the Association for cause, as provided for in Section 12 of the By-Laws.

ARTICLE IV -OFFICERS

Section 1. The Officers of the Association shall be President, Vice President, Secretary, and Treasurer. They must be Members of the Association. Each shall be elected for a term of three years. The three year term of office will begin on August, 1st and end on July, 31st of the third year/term.

Section 2. No Officer of the Association shall receive remuneration for serving as an Officer or be compensated for expenses incurred to attend meetings of the Association.

ARTICLE V-ADMINISTRATION

Section 1.

(a) There shall be four Officers of the Association who shall exercise powers and assume the duties of executive management, as outlined in this Constitution and the By-Laws. There shall also be an Alumni Liaison, appointed by the President and/or Principal of Hudson Catholic High

School to represent the school and advise the Officers of the Association.

(b) The Officers of the Association will endeavor to solicit a volunteer Brother Advisor to participate in the events and activities of the Association. Preferably this volunteer should come from among the Brothers who have worked at Hudson Catholic or who may be known to the Officers of the Association. This request should be made in writing to the Brother Visitor of the District of Eastern North America as the need arises.

(c) The Officers of the Association will endeavor to solicit an Alumni Association Legal Counsel. This position shall be a voluntary position fulfilled by one or more Members of the Association. The request for volunteers to fulfill the position of Alumni Legal Counsel shall come from the Officers of the Association to all qualified Members of the Association.

Section 2. All Members of the Association are afforded voting privileges for items on the agenda, presented by the President or the presiding officer at each Regular or Special Meeting of the Association.

Section 3. The President shall provide the necessary and customary leadership to the Association through the offering of policy and strategy in all Association activities. The President shall also have the authority to establish Working Committees and appoint Members to such committees subject to confirmation by a majority vote of the Officers of the Association. The President shall set the agenda for all regular and or special meetings of the Association.

Section 4. The Vice President shall perform all the duties of the President during the absence of the President from regular or special meetings or at alumni-sponsored activities and events. Further succession order consists of the Secretary, then Treasurer.

Section 5. While the Officers of the Association shall be responsible for the investment and care of the funds of the Association, the Treasurer shall render a report on interim financial activities of the Association, no less than every 60 days, at regularly scheduled meetings. The Treasurer shall also work with the Association's independent CPA to construct and submit all required financial and statutory documents to government authorities. The Treasurer shall prepare monthly Financial Reports (FRP's) to be presented at each regularly scheduled monthly meeting of the Association. The Treasurer shall also provide an annual summary of

Income and Expenses based upon the Association's fiscal year to the Officers and Members of the Association.

Section 6. The Secretary shall perform all duties of a recording and corresponding nature including but not limited to maintaining accurate records of Association meetings, disseminating the minutes thereof, notifying Members of the meeting dates and agenda, as well as announcing procedures for nominating and electing Association Officers, or Member petitioning of any type.

Section 7. The Officers of the Association and all Members shall operate according to the By-Laws of the Association, which shall govern all procedures under this Constitution. Such By-Laws may be amended by a majority of the votes cast by Members at a stipulated meeting. The text of any proposed Amendment to the By-Laws shall be provided by electronic means and published on the website, www.hawkalumni.org. They shall be made publicly available at www.hawkalumni.org to each of the Members at least 30 days before the meeting at which the vote is conducted and tallied. This is to allow appropriate time for consideration by the Members and floor discussion at the Regular Meeting preceding the meeting at which the vote is conducted and tallied.

ARTICLE VI -ELECTIONS

Section 1. The elected Officers of the Association shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Every three years the Officers of the Association shall prepare a slate of nominees for each of the elective officer positions.

Section 3. Additional nominations may be made by petition. The names of such nominees shall be placed on the official ballot provided that the petition is signed by at least ten Members and that petition is received by the Secretary one week prior to the scheduled April nominating meeting. The Secretary shall have the responsibility of certifying the validity of petitions. The petition may be transmitted electronically via email or delivered to the office of the Association no later than one week (7 days) prior to the date of the April Nomination Meeting.

Section 4. The Officers of the Association shall have the responsibility for seeing that the election is held according to the provisions of this Constitution. The President shall appoint two Members to act as the Vote Tabulation Committee, whose duties shall be to oversee and conduct the counting of all votes. None of the Members of the Vote Tabulation Committee appointed by the Association President shall be a

nominee on the election ballot. The Vote Tabulation Committee's sole function shall be to count all of the votes submitted. The deadline for electronic voting and the casting of Electronic Ballots, shall be at 11:59 PM of the Friday before the June Election Meeting.

Section 5.

(a) Voting on a proposed petition to amend the Constitution and By-Laws shall be conducted as detailed in Article VI.

(b) Election Ballots shall be sent via electronic means (Email) to all Members of the Association no later than 45 days prior to the date of the June Election Meeting. Access to vote on the Hawk Alumni website at WWW.HAWKALUMNI.ORG, (or its successor) shall be likewise provided no later than 45 days prior to the June Election Meeting date. The period of Electronic Voting shall have a cut off date as per Article VI Section 4.

(c) No Member may vote more than once. The Vote Tabulation Committee shall verify the standing of the voters and shall be responsible for counting all ballots which are cast. Such actions will be subject to verification by the Officers of the Association and the Association's Legal Counsel to ensure the propriety of the election.

(d) Any nominee for an Officer position shall have the right to challenge the validity of any ballots cast and will consult with the Vote Tabulation Committee in ruling on such ballots to ensure the propriety of the election when the Vote Tabulation Committee makes its report of the results of the voting at the Election Meeting.

Section 6.

(a) REMOVAL FROM OFFICE: An Officer of the Association may be removed from office for any one of the following reasons.

1. Breach of fiduciary responsibility.
2. Abdication or abandonment of official obligations and duties of office.
3. For conflict of interest.
4. Having been convicted in a State or Federal Court of a felony crime.

(b) The process of removal of an Officer shall entail seven steps:

1. A comprehensive statement ("petition for removal") of the reason(s) for removal of an Officer(s) shall be developed by an Officer or Officers of the Association. All Members of the

Association shall have the right to petition the Officers of the Association for the removal from office of any officer(s) based upon the reasons stated in Article VI Section 6 (a). A Member of the Association must provide in writing, a petition to remove an officer(s) based upon the reasons stated in Article VI Section 6 (a), which bears the names and signatures of twelve Members of the Association in addition to the name and signature of the Member making the ("petition for removal"), to the Officers of the Association.

2. Said statement ("petition for removal") of removal shall be submitted in writing to all Officers. The subject(s) of the statement ("petition for removal") shall be given notice, in writing, at least ten days prior to the Association meeting at which the statement ("petition for removal") will be scheduled for discussion and vote.

3. The ("petition for removal") shall be taken up as New Business on the meeting agenda of a regular or special meeting of the Association, at which time the subject of the ("petition for removal") shall be given an opportunity to address the Association.

4. The matter will be scheduled for a vote at a subsequent Regular Meeting of the Association or a Special Meeting called by the President, no less than thirty days hence, to allow for development of additional information pertinent to and in consideration of the charges stated in the ("petition for removal") of the charged officer(s).

5. At the meeting referenced in Article 6 - Section 6 (b) step #4. a vote will be held among the remaining Officers, and a majority vote will effect a result for or against the ("petition for removal"). The officer named in the ("petition for removal") shall be denied voting privileges at this meeting. In the case of a majority vote, by the remaining Officers of the Association, to uphold the ("petition for removal") from office, the presiding officer shall call for a vote by all Members of the Association in attendance at the meeting on the matter at hand, the ("petition for removal"). The vote by all Members of the Association present at the meeting shall be conducted by a secret ballot. The presiding officer shall appoint two Members to count and verify the results of the secret balloting on the ("petition for removal") of the officer. A simple majority of the votes cast, not inclusive of abstentions, by the

Members voting by secret ballot at the meeting shall determine whether the officer(s) named in the petition are to be, "removed from-(REMOVED)" or "to remain in-(REMAIN)", their office.

6. Should a ("petition for removal") pertain to multiple officers, simultaneously, then the remaining Officer(s) shall vote, to carry or defeat the motion. In the event such vote results in a tie, the deciding vote, on the ("petition for removal") will be cast by the Alumni Association's Legal Counsel if in attendance. If the Association's Legal Counsel is not in attendance or abstains from voting on the ("petition for removal"), then a simple majority of the votes cast, not inclusive of abstentions, by the Members in attendance at the meeting, shall determine to uphold or dismiss the ("petition for removal").

7. Removal from office shall be effective immediately upon the result of a simple majority of the votes cast, not inclusive of abstentions, by the Members voting by secret ballot at the meeting.

(c) In the event of the removal of, or resignation from office by the President, the interim succession process shall proceed immediately in accordance with the rules prescribed in Article V, Section 4 herein. In the event of the removal of, or resignation from office by any other elected Officers of the Association, the President will confer with the remaining officers and then appoint a successor to fill the office for the remaining term of office.

(d) In the event of the resignation or removal from office of all four Officers of the Association, the Association's Legal Counsel will call for a Special Election in conference with a committee of Past Presidents of the Association to facilitate the conduct of a Special Election.

ARTICLE VII -INCOME

Section 1. The income of the Association shall be derived from various events and or fundraising activities as may be sponsored and operated by the Association on its own behalf, and/or from gifts and donations to the Association.

ARTICLE VIII -MEETINGS

Section 1. The meetings of the Association shall be held at such times and places as may be selected by the Officers of the Association. An effort will be made to hold meetings at Hudson Catholic High School or a location determined suitable for the purpose of conducting the business of the Association by the Officers of the Association. The Officers of the Association will endeavor to conduct regular Membership meetings of the Association a minimum of six times per year in person and/or via audio/video teleconferencing.

Section 2. Voting at the meetings of the Association shall be limited to Members, as described in Article III, Section 1.

Section 3. Three out of the four Officers of the Association shall constitute a quorum at any regular or special meeting of the Association.

Section 4. Meetings of the Association may be held at such times as are necessary to carry out the provisions of this Constitution. They shall be held at such times as indicated in Article VIII Section 1.

Section 5. The method of calling special meetings is specified in Section 3. of the By-Laws.

ARTICLE IX -COMMITTEES

Working Committees shall be appointed by the President in accordance with the provisions set forth in Section 13 of the By-Laws. Such appointments are subject to review and confirmation by the Officers of the Association.

ARTICLE X -AMENDMENTS

Section 1. Amendments to this Constitution may be proposed by the Officers of the Association and or a petition by any Member of the Association who has acquired thirteen (13) signatures of Members of the Association. Said petition shall be presented in writing to the President of the Association and shall include specifics of the proposed change in the Amendment. No Member of the Association shall be permitted to propose an Amendment which shall result in a personal benefit to him or her self or any other Member of the Association.

Section 2. Upon receipt, by the President, of a petition in writing, to amend the Constitution and or By Laws of the Association, the President shall place said petition on the agenda of a regular or special meeting of the Association no later than forty-five days from the date of receipt. The opportunity for debate and discussion by the Officers of the Association and the Members who are the presenting signatories of the petition shall be an item of "New Business" on the agenda of the aforementioned meeting.

Section 3. The text of the petition shall be made available to all Members of the Association on the Association's website, www.hawkalumni.org, or its successor, by the Secretary of the Association. The text of the petition shall be posted on the Association's website within seventy-two hours of the receipt of the petition by the President of the Association.

Section 4. The vote to accept or reject the proposed language of the petition to amend the Constitution and or By-Laws of the Association shall take place at the next regular meeting of the Association following the meeting date at which the petition was presented as an Agenda item of "New Business".

Section 5. Voting rights on the proposed petitions language to amend the Constitution and By Laws shall be conducted as detailed in Article VI, Section 5.

Section 6. The President shall appoint three Members of the Association present at the meeting (one of which to be a petitioner of the amendment, if possible), as a Vote Tabulation Committee whose sole duty is to count the votes cast by a secret ballot of all those present at the meeting. The Vote Tabulation Committee shall report the results of the vote to accept or reject the language of the proposed change of the Association's Constitution and By Laws. Accepting the proposed change shall be by a "YEA" vote in writing. Rejecting the proposed change shall be by a "NAY" vote in writing.

Section 7. The proposed Amendment's language change of the Constitution and By Laws of the Association shall become effective immediately upon determination that the "YEA" votes have a plurality of the votes cast.

**BY-LAWS OF THE ALUMNI ASSOCIATION
HUDSON CATHOLIC HIGH SCHOOL, INC.**

MEMBERSHIP RESPONSIBILITIES AND PRIVILEGES

Section 1. Each Member should promptly notify the Alumni Office of any change in contact information including, USPS address, email address and phone number(s). All notices and communications from the Alumni Association may be sent to the latest USPS address and/or email address of each Member. Members shall be held to have received notices from the Alumni Association three days after USPS mailing or electronic transmission.

Section 2. The Officers of the Association as a means of ongoing communications to and among the Association's Membership utilize the Association's web site for all notices and events that they deem to be of general interest to all Members. The Alumni Association's "Official" website shall be the primary method of posting notices.

Section 3.

(a) Dates and places for Regular Meetings and/or Special Meetings of the Association shall be determined by the Officers of the Association. Notices of such meetings shall be posted by the Secretary on the Alumni Association's web site and social media outlets. Notices of an upcoming meeting will be posted at least 7 days (one week) prior to the date of the Association's Meeting.

(b). Petitions from Members for Special Meetings of the Association shall be received by the Secretary. A valid petition requires the signatures of at least five Members. Petitions shall be submitted in writing. Arrangements for the meeting shall be made by the Secretary in consultation with the other Officers of the Association. The Officers of the Association shall determine if the petition is valid and if so, the Secretary shall provide notice of a Special Meeting to all Members within 30 days of the approval of the petition by the Officers.

(c). The method of voting at meetings shall be determined by the presiding officer. Whenever the vote is by secret ballot, the Secretary shall preside over the distribution of ballots, counting the votes, and

otherwise conducting the operation of the vote by secret ballot, subject to verification by a second Officer of the Association.

Section 4. The Office of The Alumni Association Hudson Catholic High School, Inc. shall be at Hudson Catholic High School or a location determined to be appropriate by the Officers of the Association.

Section 5. All Members of the Association shall be eligible for election to any Office of the Association upon graduation from Hudson Catholic High School. There are no term limits to the position of Vice President, Secretary and Treasurer. The President shall not be eligible for election for more than two successive terms.

Section 6. The President shall normally preside at all meetings of the Association. The Vice President shall discharge the duties of the President in the event of his/her absence or during a vacancy in the Office. The President may call Special Meetings of the Association. The President shall also call Special Meetings of the Association whenever so petitioned in writing by five or more Members of the Association upon approval by a majority of the Officers of the Association. The President shall provide a minimum of 7 days notice, if possible, for the call of a Special Meeting of the Association.

Section 7. The President, Vice President, Secretary, and Treasurer are empowered to sign written contracts and obligations provided any two such Officers affix their signatures upon a contract. A contract signed by only one Officer of the Association is void.

Section 8. The Secretary shall:

(a) Have the Minutes and records of the Association ready for inspection by the officers of the Association as well as by any Member of the Association.

(b) Facilitate the ways and means for the Association to assemble and maintain current records of the names, addresses and other contact information of the Members of the Association.

(c) Publish or communicate no later than each third January, a request for Officer nomination petitions and reproduction of Article VI, of the Constitution.

(d) Publish or communicate, no later than each third April, subsequent to the receipt of nominating petitions and conduct of the Nominating Meeting, as prescribed in Article VI, a notice stating a valid nominated

slate(s) of candidates for those offices. This shall be accompanied by a reproduction of Article VI, of the Constitution.

(e) Work with the other officers to ensure election ballots are provided in accordance with existing provisions in Article 6, Section 5b of the Constitution and By-Laws.

(f) Conduct any other correspondence of the Association as may be appropriate.

Section 9. The Treasurer shall:

(a) Have oversight of all of the funds of the Association, including receipts and disbursements, and maintain full and accurate records.

(b) Make recommendations to the Officers of the Association regarding investment vehicles and transaction timing.

(c) Make a report of the financial condition of the Association at no less than every second meeting. Provide upon request by any Member of the Association, to the Officers of the Association, access to review any and all public filings of financial and statutory documents.

(d) Perform all other duties pertaining to the Office of the Treasurer not otherwise defined.

Section 10. The Officers of the Association shall:

(a) Have executive management authority of the affairs of the Association.

(b) Have an independent review of the Association's books and records of accounts rendered at the end of each fiscal year by a CPA.

Section 11. The Officers of the Association shall establish such Working Committees as they see fit to effectively and efficiently carry out the mission of the Association. Conversely, such Working Committees may also be disbanded upon the actions of the Officers of the Association. The duties of Working Committees appointed by the President and confirmed by the officers shall be those described by the titles and as assigned by the President and by these By-Laws.

Section 12. The Officers of the Association shall propose at a regular membership meeting the names of any Members of the Association whom they may recommend for termination of membership. A

comprehensive statement of the reasons therefore shall accompany the proposal.

The Member named for termination of membership in the Association must be given notice in writing by, the Officers of the Association, at least 30 days prior to the meeting, at which the vote to terminate their membership will be called for.

The Member named for termination will be given the opportunity to address the Offices of the Association and all Members in attendance at the meeting where the vote to terminate his or her membership will take place.

The vote by all Members of the Association present at the meeting shall be conducted by a secret ballot. The presiding officer shall appoint two Members to count and verify the results of the secret balloting on the question of termination of the Member. A simple majority of the votes cast, not inclusive of abstentions, of the Members voting by secret ballot at the meeting shall determine whether the Member named shall be "removed from-(REMOVED)" or "to remain in-(REMAIN)", in the Association.

Terminated Members may apply for reinstatement to status on each anniversary of the original vote terminating their membership by submitting their names for consideration to the Officers of the Association. Reinstatement will be voted on as provided for in Section 3 (c) of these By-Laws at the next regular Association meeting. The petitioner will be notified as to the result of the vote by the Secretary of the Association.

Section 13.

(a) The Dissolution of the Association shall occur only on the occurrence of either of the following:

- i. At a regularly or specially scheduled meeting, the Officers of the Association may make a motion for discussion and affirmative vote by those present, a resolution for dissolving the association.
- ii. Upon the presentation to the Officers of the Association of a petition signed by not less than 300 of the Members of the Association.

Where the motion and subsequent vote by the association members is brought by a petition of Members, the statement of reasons in favor of dissolution shall be presented to the Officers of the Association 30 days

before the ballots are to be provided to the Members, so that the Officers of the Association may consider whether to include a statement with the ballot.

The Secretary shall make available a list of the Members to any Member(s) who requests it for the purpose of soliciting fellow Members to sign the dissolution petition. Such member(s) shall bear all costs associated with acquiring the requisite number of signatures. The petitioners shall bear all costs associated with conducting the vote of the question. Any costs incurred by the Association in this effort must be prepaid to the Treasurer of the Association.

(b) In either occurrence, dissolution will be voted by the Members of the Association. Dissolution shall occur only if two-thirds or more of the votes cast favor dissolution. If no vote is provided by a Member of the Association that vote, by default, will revert to the President of the Association, acting as a proxy to vote on behalf of the individual(s).

(c) The ballot that is provided to all Members shall include the legend: **"IMPORTANT: VOTE ON ISSUE OF DISSOLUTION OF THE ALUMNI ASSOCIATION HUDSON CATHOLIC HIGH SCHOOL, INC "**, in underscored bold block letters at the top center of the first page and will include a comprehensive statement of reasons why dissolution is sought. A statement in opposition, if offered, must be included as well.

(d) To the extent a matter is not addressed in this Section, the vote shall be conducted in the same manner as the vote for the election of the officers of the Association.

Section 14.

(a) In the event the Association fails to hold a meeting for twenty-four (24) consecutive months, then dissolution shall occur automatically on the first business day of the twenty-fifth (25th) month after the occurrence of the most recent meeting of the Association.

(b) Dissolution shall not occur merely by the fact that the Association fails to qualify, for any reason, under Section 501(c) (3) of the Internal Revenue Code of 1986, either presently or as that statute may be amended. The fact that the Association fails to qualify under said statute may, however, be cited by any person who requests a vote on the issue of dissolution under Section 13 a-ii, of this section.

(c) In the event the Association is dissolved, any funds possessed by the Association at such time shall be distributed as follows, in order:

i. To pay all outstanding validly incurred debts of the Association.

ii. To the general operating fund of the Hudson Catholic Regional High School, or its successor, for disposition according to the administration of Hudson Catholic Regional High School.

In the event that Hudson Catholic Regional High School is not in existence, then to the Brothers of The Christian Schools FSC/DENA, **(The Brothers of the Christian Schools District of Eastern North America , 444-A Route 35, South Eatontown, NJ 07724)**, for disposition only, to one or more schools operated by and/or affiliated with the Brothers of The Christian Schools FSC/DENA.

(d) In the event funds remain, then to any other organization(s) that qualifies under Internal Revenue Code Section 501(c)(3) and whose primary mission is educational in nature. Such organization may be designated by a majority vote of the Officers of the Association and all Members present at a "Special Meeting" called by the Officers of the Association. In the event a quorum of the Officers of the Association cannot be convened, then the designation may be made by the person(s) having legal custody of such funds.