

**NATIONAL ALUMNI ASSOCIATION OF THE CINCINNATI SCHOOL
FOR CREATIVE AND PERFORMING ARTS, INC.**

BY-LAWS

ARTICLE I NAME

The name of this organization is the National Alumni Association of the Cincinnati School for Creative and Performing Arts, Inc. ("The Association"). The Association is non-commercial, non-sectarian, and non-partisan.

ARTICLE II PURPOSE

Section 1. The Association's Mission is to strengthen connections among and between the School's alumni, current students, faculty, and staff; to provide valued services, as defined by the policies adopted by the Association's Board of Directors from time to time; to provide ongoing financial support for the School; and to support the School's mission of fostering academic and artistic excellence.

Section 2. The Association will promote and provide social and cultural opportunities for alumni, students, faculty, and their families.

ARTICLE III GENERAL POLICIES

Section 1. **Charitable Purpose.** The Association is organized exclusively for charitable and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In that capacity, the Association will conduct any lawful activity consistent with the purposes set forth in this Article III, the nonprofit corporation law of the State of Ohio, and Section 501(c)(3) of the Code.

Section 2. **No part of the net earnings** of the Association shall inure to the benefit of its officers, directors, members or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for service rendered to the Association and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 3. **Non-discrimination.** The Association shall not discriminate against any Member or employee on the basis of race, color, age, gender, creed, national origin, religion, sexual orientation, gender identity or gender expression.

Section 4. **Conflict of Interest.** The Board from time to time shall create and promulgate a conflict of interest policy, a social media policy, and a whistleblower policy.

Section 5. **Dissolution.** Upon dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the Association will

distribute any remaining assets to the School for Creative and Performing Arts of Cincinnati, Ohio ("The School"), or its support entity, the SCPA Fund. If in the event the School for Creative and Performing Arts or the SCPA Fund no longer exist, the Association will distribute any remaining funds to one or more non-profit funds, foundations, or associations that have established their tax exempt status under Section 501(c)(3) of the Code and whose purposes are in accordance with the purposes of the Association.

ARTICLE IV MEMBERSHIP

Section 1. **Alumni Members.** Any graduate of the School who pays annual dues, will be considered an Alumni Member of the Association. Alumni Members shall be eligible to vote on matters brought before the members of the Association, including elections, serve on the Board of Directors of the Association, hold office in the Association, chair committees of the Board or serve as committee members.

Section 2. **Associate Members.** Any former student of the School who did not graduate from the School and who pays annual dues, will be considered an Associate Member. Associate Members shall be eligible to vote on matters brought before the members of the Association, including elections, and may be appointed by the Board to serve on and chair ad hoc committees of the Association.

Section 3. **Basic Members.** All former students of the School who do not pay annual dues, but who have registered with the Association, will be considered a Basic Member. Basic Members shall have no right to vote, to hold office in, or to serve on the Board of the Association, or on any committees of the Association.

Section 4. **Supporting Cast Members.** Any parents of former students and former administrators and teachers of the School, who pay annual dues will be considered Supporting Cast Members. Supporting Cast Members have no right to vote, to hold office in, or to serve on the Board of the Association. Supporting Cast Members may be appointed to serve on ad hoc committees by the Board (but may not chair a committee).

Section 5. **Honorary Members.** There shall be an honorary membership class consisting of persons, selected by the Board from time to time at a regularly scheduled meeting, who have made significant contributions to the School or the Association but did not attend the School. Honorary Members shall have no right to vote, to hold office in, or to serve on the Board of the Association and shall not have to pay dues. Honorary Members may be appointed by the Board to serve on committees but may not chair a committee.

Section 6. **Dues.** The dues schedule shall be determined, from time to time, by the Board.

Section 7. **Resignation.** Any member of the Association may resign by giving written notice to the Secretary.

ARTICLE V MEETINGS

Section 1. **Annual Meeting.** The Annual Meeting of the membership shall be held on such date and at such time and place each year as may be determined by the Board of Directors. Written notice stating the place, day, and hour of such meeting shall be given to each member not more than fifty (50) days nor less than seven (7) days before the meeting. Any matter relating to the affairs of the Association may be brought up for action at any annual meeting provided that, unless stated in the written notice of a meeting, no matter other than the election of directors may be brought up which requires the vote of the membership pursuant to Chapter 1702 of the Ohio Revised Code.

Section 2. **Special Meetings.** Special meetings of the membership may be called by the Board of Directors, or upon written petition of 2% of the members of the Association directed to the President; upon such a call from the Board of Directors or from the Association Members, the President shall call a special meeting for the purpose(s) specified in such petition and cause notice thereof to be given. No special meeting shall be called without written notice, and such notice shall state the place, day and hour of the meeting and the general purpose(s) for which it is called, and no other business shall be transacted at the meeting. Such notice shall be given to each member not more than fifty (50) days nor less than seven (7) days before the meeting.

Article VI OFFICERS

Section 1. **Number and Title.** The officers of the Association shall be: a President; one (1) or more Vice Presidents; a Secretary; and a Treasurer. This group comprises the Executive Committee; this Executive Committee shall also include the immediate Past President.

Section 2. **Election, Term of Office, and Vacancies.** The officers of the Association shall be elected at a meeting of the Board of Directors held within the thirty (30) days immediately prior to the annual meeting of the membership for a term of one (1) year each, and they shall take office immediately following said annual meeting of the membership. A vacancy among the officers shall be filled as provided hereinafter in these bylaws. All officers shall be, and remain during their term, Alumni Members of the Association as defined in Article IV.

Section 3. **Duties and Powers.** The duties of the officers shall be as follows:

- a. **President.** The President shall be the principal officer of the Association and shall preside at all meetings of the membership and the Board of Directors. The President shall oversee the resolutions of the membership,

ensure that the actions of the Board of Directors are carried into effect, and report to them the conduct and management of the affairs of the Association. The President shall perform such duties as are usual to this office.

- b. **Vice President(s).** In the absence of the President, or in the event of that officer's inability or refusal to act, the Vice President(s), in order of seniority in that position if there are more than one, shall perform the duties of the President, and when so acting, shall have all of the powers of, and be subject to all the restrictions upon, the President.
- c. **Secretary.** The Secretary shall keep minutes of the proceedings of the membership and the Board of Directors; give, or cause to be given, all notices in accordance with the provisions of these bylaws or as required by law; and be custodian of the Association records and the seal of the Association. The Secretary shall keep, or cause to be kept, at the registered office or principal place of business of the Association a written record of the members of the Association and their addresses, and in general shall perform all duties as may be assigned by the President and/or Board of Directors.
- d. **Treasurer.** The Treasurer shall have custody of the corporate funds and shall keep, or cause to be kept, correct and complete books and records of account, including full and accurate accounts of receipts and disbursements, in books belonging to the Association, and in general shall perform all duties as may be assigned by the President and/or Board of Directors.

Article VII BOARD OF DIRECTORS

Section 1. **Composition and Duties.** The property, affairs, and business of the Association shall be managed by the Board of Directors. The Board of Directors shall consist of the officers of the Association (4) and eleven (11) members at large; total of fifteen (15) Board Members. Past Presidents of the Association shall be deemed honorary directors with voice but no vote. The Board of Directors shall exercise all of the powers of the Association, except such as are by law, or by Certificate of Incorporation, or by the bylaws, conferred upon, or reserved to, the members. The Board of Directors shall, at least thirty (30) days before each Annual Meeting of the membership, set the dues for the following year.

Section 2. **Election and Term of Office.** The members at large of the Board of Directors shall be elected at a time and manner of the Governance committee's choosing, not to occur earlier than ninety (90) days or later than forty-five (45) days preceding the Annual Meeting of the membership of the Association, for a term

of three (3) years each. The term office of one third (1/3) of the members at large shall expire at each Annual Meeting of the membership. All directors shall hold office until their successors are duly elected. Directors shall serve no more than two (2) consecutive three (3) year terms. This provision, however, shall not preclude a retired director from additional service as a director or officer in the fulfillment of an unexpired term nor from election as a director or officer a minimum of one year after the conclusion of any second consecutive three year term. All directors shall be, and remain during their term, Alumni Members of the Association as defined in Article IV.

Section 3. **Vacancies.** Vacancies in the Board of Directors may be filled until the next Annual Meeting of the membership by vote of the remaining directors.

Section 4. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at the call of the President, or at such times and places as the Board of Directors shall, by resolution, appoint. No notice need be given of regular meetings of the Board of Directors held at the time and on the date as the Board of Directors may have appointed.

Section 5. **Special Meetings.** Special meetings of the Board of Directors may be called by the President, and shall be called by the President upon the written request of one third (1/3) of the directors stating the purpose of such meeting. Reasonable notice of each such meeting shall be given to each director by mail, email, telephone, or personal communication.

Section 6. **Waiver of Notice.** No notice of a directors' meeting need be given to any director who attends such meeting in person or who waives such notice in writing executed and filed with the Secretary of the Association either before or after such a meeting.

Section 7. **Quorum and Voting.** Eight (8) directors shall constitute a quorum, and the act of a majority of the directors present at any meeting shall be the act of the whole Board of Directors unless otherwise required by these bylaws, Chapter 1702 of the Ohio Revised Code, or the Certificate of Incorporation, provided that a majority of the directors present at any meeting, if less than a quorum, may adjourn the same from time to time without notice until a quorum shall be present.

Section 8. **Compensation.** Directors shall not receive any compensation for their services in such capacity, but may be reimbursed by the Association for their reasonable expenses and disbursements on behalf of the Association.

Section 9. **Informal Action by Directors.** Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall

be signed by all of the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. Any such action may be signed by such directors by counterpart. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date.

Section 10. **Attendance by Conference Telephone.** Members of the board of directors or of any committee of the board of directors may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute attendance and presence in person at the meeting by the person or persons so participating. Any hard copy exhibits or documents introduced or referenced in the meeting shall be distributed prior to the meeting within a reasonable time for participants to review.

ARTICLE VIII STANDING COMMITTEES AND AD HOC

Section 1. The President shall appoint the chairs of standing or ad hoc committees of the organization as deemed necessary or required.

Section 2. The Association shall have the following standing committees:

- a. **Executive:** The Executive Committee shall consist of the Officers of the Association and the Immediate Past President. The committee shall be chaired by the President. The committee shall have all the authority of the Board, except as prohibited by law, to conduct the affairs of the Association between regular meetings of the Board in situations where an assembly of a quorum of the Board would be impractical or impossible.
- b. **Finance/Budget/Administration:** The Finance/Budget/Administration Committee shall be responsible for the Association's budgeting, auditing functions, income, expenses and investments.
- c. **Governance:** The Governance Committee shall be responsible for nominations, elections, by-laws and parliamentary procedure.
- d. **Development:** The Development Committee shall be responsible for a fund-raising program that will seek donors from entry level to major gifts and estate planning.

e. **Marketing and Communications:** The Marketing and Communications Committee shall be responsible for all communications through electronic, print media, public relations, promotions, publicity, special events, alumni relations and donor recognition. The Marketing and Communications Committee shall also be responsible for the formation of the Association's regional and international chapters.

Section 3. **Reporting.** Committees are expected to report at Executive Board meetings and at regular Board meetings, as requested.

ARTICLE IX MEMBER MEETINGS

Section 1. **Scheduled Meetings.** The Board of Directors shall establish the dates and times of the year's general meetings and Annual meeting during its first regular meeting and shall give effective notice of this schedule to all members seven days in advance of the scheduled dates.

Section 2. **Unscheduled Meetings.** The President or the Board of Directors may call for unscheduled meetings of the general membership for special purposes if (a) a majority of the Board concurs, and (b) all members are given notice of the meeting seven days in advance. Business and voting decisions at a special meeting shall be limited to those purposes for which the meeting was called.

Section 3. **Agenda.** The President shall introduce an agenda at the beginning of each Board or regular Association meetings.

Section 4. **Voting.** All members of the Association may vote on issues at general meetings. Only Board of Directors members may vote on issues at Board of Directors' meetings.

Section 5. **Notice.** Notice of all meetings shall be provided at least 7 days in advance of the meeting. The Executive Committee shall send email notifications and shall publish notice via social media, the school calendar, and by any other means appropriate to notify members. Changes to published meeting times shall be communicated as quickly as possible.

Section 6. **Annual Meeting.** There will be an Annual Meeting as set by the Board of Directors at which time there will be an installation of new Board Members and Officers, reports of Standing Committees, recognition and honors deemed appropriate for the event.

Section 7. **Reunions.** The Board of Directors will acknowledge all regional and local reunions, and provide as much administrative support as possible.

ARTICLE X FINANCIAL POLICIES

Section 1. **Fiscal Year.** The fiscal year of the Association will be the same as the calendar year, January 1 through December 31.

Section 2. **Annual Budget.** The Treasurer shall develop a draft annual budget with the Board of Directors in the first two months of the fiscal year. Upon approval by a majority of the Executive Board, the annual budget shall be presented to the members at the first regular meeting of the school year. Copies of the draft budget shall be available to the members electronically. At the second regular meeting of the school year, the draft budget shall be discussed and, if possible, approved. The annual budget may be amended at any regular meeting, providing that the proposed amendment was presented at a prior meeting.

Section 3. **Deposit of Funds.** All funds shall be kept in a checking account in the name of the Association and held at a local financial institution. All checks must be co-signed by two (2) Officers. Officers shall not co-sign any check written to reimburse that Officer.

Section 4. **Accounting.** All financial activity shall be recorded in a computer-based or manual accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The Association shall arrange an independent review of its financial records each year.

Section 5. **Distribution of Funds.** The Association shall leave a minimum of 5% of the Annual Budget in the treasury at the end of each fiscal year. The excess, if any, will be distributed as described in Article III, Section 5.

Section 6. **Contract Authority.** Authority to sign contracts is limited to the President or the President's designee. If the President designates someone else to sign contracts on behalf of the Association, such designation shall be in writing and a copy of the designation shall be provided to the Treasurer and appended to the copy of the contract.

Section 7. Draft and final budgets, financial reports, and contracts shall be made available to the public.

ARTICLE XI PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of *Robert's Rules of Order, newly Revised*, shall provide the rules of order for proceedings of the Association and its Committees, except where those rules are in conflict with these By-Laws.

Section 2. The Association may adopt any special rules or by-laws, which may supersede the parliamentary rules.

Section 3. The President may appoint a parliamentarian to advise the Association on matters relating to parliamentary procedure.

ARTICLE XII INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. The Association shall indemnify and reimburse any person who then is or shall have been a Director, Officer, Member or Employee of the Association, or who then is serving or shall have served at its request as a Director, Officer, Member or Employee of another Corporation, Limited Liability Company, Partnership, Joint Venture, Trust or other enterprise, for expenses (including attorneys' fees), judgments, decrees, fines, penalties or settlements incurred or paid in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he or she then is or may be made a party by reason of being or having been such Director, Officer, Member or Employee, other than an action by or in the right of the Association; provided that:

- a. it shall be determined that he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association or other corporation or entity of which he or she then is or shall have been a Director, officer or employee; and
- b. in any matter the subject of a criminal action, suit or proceeding, it shall be determined that he or she had no reasonable cause to believe that his or her conduct was unlawful.

The determination with respect to (1) or (2) of the preceding paragraph, shall be made as follows:

- a. By the Board of Directors of the Association acting at a meeting at which a quorum consisting of Directors who shall not be parties to or threatened with any such action, suit or proceeding shall be present, provided that any Director who shall be a party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination.
- b. If a quorum of qualified Directors cannot be obtained to vote on such determination, it shall be made by independent legal counsel, selected by the Directors, in the form of a written opinion.

The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which such person may be entitled, and shall inure to the benefit of the heirs, executors and administrators of such person. The Association may purchase and maintain insurance against any liability asserted against or incurred by any person who, in his or her capacity of being or having been a Director, Officer, Member or employee as aforesaid, may be indemnified or reimbursed pursuant to the provisions of this Article XII,

whether or not the Association would have the power to indemnify or reimburse such person under the provisions of this Article XII.

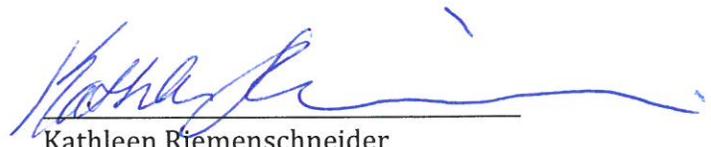
ARTICLE XIII AMENDMENT, RESTRICTIONS AND REPEAL

Section 1. Amendments. These bylaws may be amended, repealed, or added to, and new bylaws not inconsistent with the purposes described in the Certificate of Incorporation or law may be adopted at any annual or special meeting of the members by the affirmative vote, in person or by proxy as herein provided, of a majority of the members entitled to vote, except as provided in Section 2 of this Article XIII. Any notice of a meeting of the members at which bylaws are to be amended, repealed, or added to, or new bylaws are to be adopted, shall include notice of such proposed action.

Section 2. Restrictions to Amendment. These bylaws shall not be altered or amended in such manner as to permit any member, officer, or employee of the Association to receive profit from the operations of this Association, except for reasonable compensation for services actually rendered to the Association in effecting one or more of its purposes, or to receive any part of the property or assets of the Association upon its dissolution or termination, or to permit any substantial part of the activities of the Association to consist of attempting to influence legislation, or of engaging in any political campaign for or against a candidate for public office.

ARTICLE XIV EFFECTIVE DATE

These amended Bylaws shall be effective on October 1, 2018. June 3, 2017. The original bylaws enacted and effective on May 23, 2016, as amended on June 3, 2017, were in effect until the October 1, 2018 amendment date.



Kathleen Riemenschneider
2018 Secretary for The Association