

Governor Morehead School Alumni Association, Inc.

Constitution

Article I Name

The name of this organization shall be: Governor Morehead School Alumni Association, Inc. hereafter referred to as the Association.

Article II Purpose

The purposes of the Association shall be:

1. To call meetings for the gathering and benefit of members,
2. To promote goodwill among the blind and deaf communities,
3. To work with The Governor Morehead School for the betterment of the student body,
4. to provide merit and charitable awards and scholarships to blind and deaf students who are pursuing vocational training or post-secondary education or for other charitable or educational purposes as established and governed by the Association or any committee that is empowered by the Association or its Board of Directors, and
5. To promote and encourage the education of blind and deaf children and adults throughout North Carolina.

Article III Membership

Section 1

Members of the Association shall include the following:

any person who has attended the Governor Morehead School, any campus of the North Carolina State School for the Blind and Deaf, any school that may be established by the state of North Carolina for the express purpose of educating blind or deaf children, and Any person, organization or business entity that is interested in helping the Association accomplish its purposes.

Section 2

A membership in the Association is expired if:

(1) The member has not paid annual dues prior to the convening of the general business meeting of the year in which dues are to be paid. The member who has an expired membership because of failure to pay dues, once the required dues for the current year are paid, the membership of that person is automatically reinstated.

(2) A member who is causing significant harm to the Association by his/her conduct will cease to be a member by a two-thirds (2/3) vote of the Board of Directors. The Secretary shall communicate with the former member explaining the action of the Board of Directors and giving the reason(s) the membership was terminated. This communication shall be in written form. The person may apply

to the Board of Directors for reinstatement of his/her membership. The membership may be reinstated by a two-thirds (2/3) vote of the Board of Directors.

#### Article IV Organizing Board of Directors

The organizing Board of Directors shall consist of three (3) or more persons interested in forming the Association. The officers of the organizing Board of Directors shall be president, vice-president, secretary, treasurer. The positions of secretary and treasurer may be combined on the organizing Board if needed. Up to seven (7) additional board members of the organizing Board of Directors may be elected by a majority vote of those currently serving on the organizing Board of Directors. The organizing Board of Directors or any of its members as directed by said Board may perform any duties or functions of any standing or special committee described in the Constitution or Bylaws without organizing, establishing or appointing any standing or special committee. This organizing Board of Directors shall cease to exist upon the election of a new Board of Directors immediately following the ratification of this Constitution. Any member having served on the organizing Board of Directors may run for election to the Board of Directors in the election immediately following the ratification of this Constitution. One is not considered to have served a term of office which would limit future service by serving on the organizing Board of Directors.

#### Article V Officers and Board of Directors

##### Section 1

The officers of this association shall be President, Vice President, Secretary, Assistant Secretary (as of 08/02/2008), Treasurer and seven (7) Board members. The terms of the first election shall be as follows: President, three (3) years; Vice-president, two (2) years; Secretary, two (2) years; and Treasurer, three (3) years. Three (3) of the Board members shall serve a one-year term, two (2) shall serve a two-year term, and two (2) shall serve a three-year term. In all subsequent elections officers and Board members shall serve a three-year term. No officer or board member shall serve more than two (2) consecutive terms in the same office but may run for that particular office after absenting that office for one term. Any member shall be permitted to run for any office at any time provided that he/she does not violate the term limits previously stated. No person may serve more than one elected office concurrently.

##### Section 2

In the event the President is unable to complete the designated term, the Vice-President shall automatically assume the office of President and serve out the unexpired portion of the term.

##### Section 3

This Association shall be governed by a Board of Directors elected from the

regular members. Among its other duties, The Board shall approve and oversee an annual budget for the Association.

#### Section 4

A vacancy on the Board may be filled by a majority vote of the Board of Directors at any special or regular meeting of the Board, provided the appointee shall serve only for the remainder of the term. A member of the Association who qualifies to serve in a vacated office may be nominated for that office either by a member of the Board of Directors or by the nominating committee or both as the Board of Directors so chooses. More than one member may be nominated for a vacated office.

#### Section 5

The Board shall have such regular and special meetings as the bylaws specify, but not less than one (1) per year. Meetings may occur in person or by telephonic or other means of electronic communication.

#### Article VI Committees

All standing and special committees shall be appointed according to guidelines set forth in the Bylaws of the Association.

#### Article VII Alumni Chapters

The members of the Alumni Association may organize local Chapters established on the basis of a geographical area. The name of such Chapters shall be (the name of the geographical area) Chapter of the Governor Morehead School Alumni Association, Inc. Guidelines for the establishment, governance, and dissolution of local chapters shall be developed and promulgated by the Board of Directors of the Association.

#### Article VIII Quorum

##### Section 1 General or Special Meeting of the Membership

A quorum shall consist of at least fifteen (15) members of the Association who are convening at a duly called annual or special meeting of the entire membership for the purpose of conducting Association business. All votes shall be by majority vote except to amend the Constitution or Bylaws or as otherwise stated in the Constitution or Bylaws.

##### Section 2 Board of Directors Meeting

A quorum for the board of directors shall consist of a majority of its members who

are meeting to conduct the business of the Association. All votes shall be by majority vote except as otherwise stated in the Constitution or Bylaws.

#### Article IX Moneys

The signature of the Treasurer and authorization by the President shall be required for all checks and withdrawals for this organization. An exception to this rule is the use of an Association debit or credit card by an officer or Board member of the Association. Any expense made by an Association member using personal funds may be reimbursed if the member making the expense has received prior approval from the current Treasurer and submits a written request for reimbursement with documentation explaining or verifying the expense within thirty (30) days of the date of the expense. All expenses made by anyone using Association funds or credit lines must be on behalf of or in the conducting of Association business.

#### Article X Bylaws

The organizing Board of Directors by two-thirds (2/3) affirmative vote shall establish bylaws for the governing, management, and conduct of the business and affairs of this Association consistent with this constitution. The bylaws may be amended by a two-thirds (2/3) vote at any business meeting wherein the full membership is invited to attend by oral, written or electronic communication. The bylaws may provide for an executive committee which shall exercise authority and function on behalf of the Board of Directors in a manner specified by the bylaws.

#### Article XI Limitations on Association Powers

1. The duration of this Association shall be perpetual.
2. No part of the activities of this Association shall consist of carrying on propaganda, nor shall it engage in any activities that are unlawful for charitable or educational organizations to engage in under either the laws of the United States of America or of any state; nor shall it engage in any transaction prohibited under the Internal Revenue Code of the United States of America.
3. No compensation or payment shall ever be made or paid to any member, officer, trustee, or organizer of this Association, except as a reasonable allowance for expenditures or for services rendered. Neither the whole nor part of the assets for the income of this Association shall ever be distributed to or divided among any such persons, nor shall this Association afford any pecuniary gain to its members.
4. The members of this Association shall have no personal liability whatsoever for

its obligations.

5. In the event of the liquidation or dissolution of this Association, its net assets shall be distributed to another corporation or organization qualified for exemption under Section 501(c) (3) of the Internal Revenue code having charitable or educational purposes similar to those of this organization.

## Article XII Amendments

This Constitution and Bylaws shall be adopted by a two-thirds (2/3) vote of the organizing Board of Directors. It shall be ratified, as noted in the minutes of the Association, by a two-thirds (2/3) vote of the members in attendance at a meeting duly called for that purpose. Subsequent to its ratification, this Constitution may be amended by a two-thirds (2/3) vote at any business meeting wherein the full membership is invited to attend by oral, written or electronic communication. An oral or written announcement of the proposed amendment must be given at least fifteen (15) days before the vote on the amendment is cast.

This Constitution is hereby adopted by a two-thirds (2/3) vote of the organizing Board of Directors on January 4, 2007 and ratified by a two-thirds (2/3) vote of the membership at the first general business meeting on August 11, 2007. This Constitution was amended by a two-thirds (2/3) vote of the membership in attendance at a duly called meeting of the Association on August 2, 2008. This Constitution was amended by a two-thirds (2/3) vote of the membership in attendance at a duly called meeting of the Association on August 6, 2011. This Constitution was amended by a two-thirds (2/3) vote of the membership in attendance at a duly called meeting of the Association on August 3, 2013. This Constitution was amended by a two-thirds (2/3) vote of the membership in attendance at a duly called meeting of the Association on August 2, 2014.

This Constitution was amended by a two-thirds (2/3) vote of the membership in attendance at a duly called meeting of the Association on August 8, 2015.