Bellows Free Academy (BFA) Alumni Association  
St. Albans, Vt.  
Mission Statement and By-Laws

MISSION

ARTICLE 1: NAME

The name of this organization shall be the Bellows Free Academy Alumni Association of St. Albans (hereafter referred to as the Association)

ARTICLE 2: PURPOSE AND FUNCTION

A. To foster community support for the Association  
B. To maintain communication between the school and alumni  
C. To unite alumni and members of the Association in all activities of the Association  
D. To maintain a sense of history of school activities in St. Albans  
E. To oversee the work of the Association Committees

BY-LAWS

ARTICLE 1: MEMBERSHIP

Qualifications

Regular

All graduates of BFA who agree to abide by these bylaws shall be regular voting members. Regular voting members shall be eligible to hold elective office.

Associate

All individuals who have attended BFA for a period of at least three (3) years but did not graduate from BFA who complete an Associate Membership application, and agree to abide by these bylaws shall be Associate members. Associate members shall not be eligible to vote or hold elective office.
Honorary

Honorary life membership may be conferred upon individuals at such time and under such terms as the Board of Directors shall determine. They shall not be eligible to vote or hold elective office.

Membership Fee

There may be membership fees as established and determined from time to time by the Board of Directors of the Association.

Benefits and Responsibilities

A. Each regular member shall be entitled to vote for members of the Board Directors of the Association.
B. If any member of the Association used his/her membership in an unethical way, the Board of Directors shall have the power to take action as it may see fit, including removal of membership privileges.

ARTICLE 2: GOVERNANCE

Section 1

The Board of Directors shall consist of 7 voting members that are elected at the annual meeting by the Association members at large. The Officers of the Board of Directors shall be selected by the 7 Directors at their first meeting after the annual meeting. The makeup of the Board of Directors shall be a President, Vice President, Secretary, Treasurer and three Directors. The Board of Directors shall be the principal decision making body of the Association to include promoting the growth, effectiveness and general welfare. The Board of Directors shall have the power to adopt, alter or amend the Association By-Laws. The Board of Directors, by definition, shall also be the Trustees of the ST. ALBANS HIGH SCHOOL – BFA ALUMNI IRREVOCABLE SCHOLARSHIP TRUST and will perform the duties as defined in the trust document.

A. President: The President of the Association shall preside over all business of the Association and shall be the primary spokesperson for the membership of the Association. The President shall exercise general supervision over the Association’s officers and membership and may appoint subcommittees and call for special meetings. The President will be the Registered Agent of the Association.

B. Vice-President: The Vice-President of the Association shall act in the President’s absence when appropriate or when requested to do so. Other specific duties of the Vice-President are as specified by the President or as assigned by the Board of Directors.

C. Secretary: The Secretary shall oversee the proper recording of proceedings of all meetings of the Association and the Board of Directors. The Recording Secretary
shall also maintain all minutes for archives, keep a current copy of the Constitution and Bylaws, and have it present at all meetings of the Association. The Recording Secretary shall accept mail for the Association, distribute it accordingly, and answer inquiries for information.

D: Treasurer: The Treasurer shall be responsible for all funds of the Association and shall oversee the receipt and disbursement of the monies of the Association, subject to the approval of the Board of Directors. The Treasurer shall present an annual financial statement to the Board of Directors and shall provide other financial records or reports as requested. The Treasurer shall not disburse funds without the approval of the Board of Directors.

Section 2

Election

Members of the Board of Directors shall be nominated and elected by ballot at the annual meeting to be held in June. The Directors shall serve a 4 year term with one or two Directors being replaced or reappointed each year at the annual meeting.

Quorum

Four members of the Board of Directors shall be considered a quorum for the purposes of voting. Either the President or Vice-President must be present for the quorum to be met. All votes shall be decided by a majority.

Vacancies

Any vacancy on the Board of Directors created by a member that does not complete his/her term, may be filled by a majority vote of the remaining members of the Board or by a ballot vote at the annual meeting.

If, after notice and discussion by the Board, a Board member is determined by a two-thirds (2/3) vote of the Board to be negligent in the performance of assigned duties, that member shall be removed from the Board.

Meetings

The Association shall meet annually in June at such time and places as shall be fixed by the President or by the Board. Meetings may be called upon by petition of any three members of the Board to the Association. Because of the potential geographical dispersion of the board, business may be conducted via conference calls and/or the internet. Members of the board are expected to participate in all meetings.

Rules of Order

Meetings of this organization shall be governed by the current Robert’s Rules of Order except when in conflict with these By-Laws.
COMMITTEES AND APPOINTED POSITIONS

ARTICLE 1 Nominating Committee

The President shall appoint with the approval of the Board of Directors a Nominating Committee which shall consist of three (3) regular voting members. At least one member of the Nominating Committee shall be reappointed to the following year's Nominating committee to insure continuity.

At the Annual meeting, the Nominating Committee shall present a list of nominees to fill the opening of the Directors completing a 4 year term and if any, other vacancies on the Board of Directors.

ARTICLE 2 St. Albans High School – BFA Alumni Irrevocable Scholarship Trust Committee

The Trustees of the St. Albans High School - BFA Alumni Irrevocable Scholarship Trust Committee are the 7 duly elected directors of the Association. They are responsible for awarding scholarships to graduates of BFA with goals of furthering their education and learning. THE ST. ALBANS HIGH SCHOOL - BFA ALUMNI IRREVOCABLE SCHOLARSHIP TRUST document defines the process. The number of scholarships and their award amounts are determined by the Trustees. Disbursement dates and eligibility requirements are also set by the Trustees.

ARTICLE 3 Membership committee

This Committee shall maintain and strive to build membership through member solicitations. This Committee shall also work with PCI and the High School Alumni contact person to update and maintain the Association Membership list. This committee is responsible for confirming membership at all annual and special meetings.

ARTICLE 4 IT Committee

This Committee is responsible for creating and maintaining all social media for the Association. This includes the Alumni webpage presence on the www.maplerun.org site and on Facebook.

ARTICLE 5 At Large Members Committee

This Committee will interface with representatives of all generations of graduates in order to enhance communications between graduates and the Association. This Committee will also be the prime interface for reunion activities.

ARTICLE 6 Alumni & Scholarships Fund Raising
This Committee is responsible for generating and initiating activities to raise funds to support Alumni events, for example banquets, and to increase the funds for the St. Albans High School – BFA Alumni Irrevocable Scholarship Trust.

MEETING OF MEMBERS AND VOTING

ARTICLE 1. Annual Meeting

The Annual Meeting of the Association shall be held in June.

ARTICLE 2. Special Meetings

Special meetings of the Association may be called at any time by the President or by petition of any three Board Members of the Association. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

ARTICLE 3. Notice of Meetings

Section 1

Notice of the Annual Meeting and any Special meetings of the Association at which Association business is to be transacted shall be posted in the local newspaper, sent to members who have provided an E-mail address, posted on the BFA St. Albans website and posted on Facebook, no less than ten (10) days nor more than forty (40) days before the date of the meeting.

Section 2

Any emergency rescheduling of the Annual meeting or a Special meeting may be determined by the board of Directors who shall attempt to meet requirements of Section 1 above but are not required to do so. At least a (5) day notice will be provided.

ARTICLE 4. Voting

At all meetings of the Association, each regular member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority of those regular members present and voting shall govern. All attendees will sign in prior to the meeting to confirm eligibility.

ARTICLE 5. Quorum
At an Annual Meeting or special meeting of members, a quorum shall consist of the voting members present. All action taken by said members shall be implemented by the Board of Directors.

AMENDMENTS

ARTICLE 1. Proposing

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by fifteen (15) percent of the active members. The Board of Directors shall present all such proposals to the regular members in good standing.

ARTICLE 2. Approval

Amendments to the Constitution and Bylaws shall be approved by a majority affirmative vote of the members present and voting at the Annual Meeting or special meeting of the Association duly called, provided written notice of proposed changes have been sent by the Association Board of Directors thirty (30) days in advance of said meeting. In addition, copies of proposed changes shall be made available for members review.

INDEMNITY OF DIRECTORS AND OFFICERS

Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a party to, or in which they may become involved, by reason of their being or having been a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged liable for negligence or misconduct in the performance of their duties such as director, officer, or employee.

This paragraph shall not indemnify Directors, officers with respect the following:

A. Any breach of the Director’s or officer’s duty of loyalty to the Association or its members.

B. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law.

C. Any transaction from which the Director, officer or both derived an improper Personal benefit.

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The current BYLAWS were approved on 06/04/2018 as spelled out in Article 2 of the Amendments.

Signatures:

Reginald Godin  President  8/27/2018
Reginald Godin  Title  Date

Larry Bouchard  Vice President & Secretary  8/27/2018
Larry Bouchard  Title  Date

Curt Swan  Treasurer  8/27/2018
Curt Swan  Title  Date

Sally Smith Sargent  Director  8/27/18
Sally Smith Sargent  Title  Date

Louise Luneau Haynes  Director  8/27/18
Louise Luneau Haynes  Title  Date

Donna Anderson Corrigan  Director  8/27/18
Donna Anderson Corrigan  Title  Date

Katherine McGinn Hall  Director  8/27/18
Katherine McGinn Hall  Title  Date