

Sons' of Herb By-Laws

1) ARTICLE I – OFFICES

- a) The principal office of the corporation shall be in the City of Phoenix, in the State of Arizona. The corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the corporation may require.

2) ARTICLE II – PURPOSES

- a) The purposes for which this corporation has been organized are as follows:
 - i) To promote the interest of Calabar High School (hereinafter referred to as Calabar) in Jamaica, West Indies, and those who attended this institution.
 - ii) To uphold and perpetuate the teachings of the Honorable Herbert Henry “Herb” McKenley who devoted so much to Calabar.
 - iii) To engage in fundraising activities to obtain the means to assist student athletes and special projects at Calabar in Jamaica, West Indies

3) ARTICLE III – MEMBERSHIP

a) Qualifications for Membership

i) Classes of Membership

(1) There shall be three classes of membership:

- (a) Board of Directors (Governance)
- (b) Full Members (Staff)
- (c) Honorary Members

(i) Board of Directors

1. The five (5) original members of the Sons of Herb organization established on 04/09/2015
2. The Board of Directors must be made up of no more than five (5) voting members at all times
3. A member of the Board of Directors may choose to vacate his/her position at any time
4. The remaining members may choose to identify members to replace vacating members, but is not required to if all (100%) remaining members do not agree that a potential replacement does not share the same values ‘Like-Mindedness’ as the remaining members

(ii) Full Members

1. Any former student, current or former member of faculty or staff of Calabar High School may become a Full Member by enrolling or causing himself or herself to be enrolled, pursuant to these By-laws.
2. Any parent, guardian or immediate family member who has had at least one relative who attended Calabar High School may become a Full Member by enrolling or causing herself or himself to be enrolled, pursuant to these By-laws.

(iii) Honorary

1. The Board of Directors, on occasion, may elect persons Honorary Members who are not otherwise eligible to become Full Members.

ii) Membership Procedures

- (1) Any person meeting the requirements of this ARTICLE, shall become a Member or Honorary Member, by submitting an application to the Sons of Herb, together with

dues for the year in which he/she applies for membership. Dues shall be paid in accordance with a dues schedule as adopted from time to time by the Board of Directors.

iii) Membership Rights and Privileges

- (1) Board of Directors are the only voting members of the organization. The board is accountable for the policies of the organization and is given powers by the organizations' Articles of Incorporation. The board's work is coordinated by the chair and the board may organize itself into various committees responsible for carrying out different operations.
- (2) Members in good standing ("good standing" shall mean currently paid-up dues for at least fourteen (14) days prior to any date on which the status of membership shall be in question), shall be eligible to attend general meetings and be considered for Director positions. Members are not eligible to vote on matters submitted.
- (3) Honorary Members shall be not eligible to hold office or vote on matters submitted.

b) Membership Meetings

i) Board of Directors' Meetings

- (1) The Board of Directors, at a minimum, will meet quarterly. The chair may call additional meetings as needed based on operations
- (2) The presence of no less than of the five (5) members of the board shall constitute the quorum and shall be necessary to conduct business at the Board of Directors' meeting
- (3) Members of the Board of Directors' are eligible to vote on matters submitted

ii) All Members Meetings

- (1) All Membership Meetings shall be held 3 – 4 times per calendar year at a time and place set by the Boards of Directors.
- (2) The presence at All Membership Meetings of not less than ten (10), including Board, members shall constitute a quorum, and shall be necessary to conduct the business.
- (3) Members, regular and honorary, shall be ineligible to vote on matters submitted

c) Fiscal Year

- i) The Fiscal Year shall run concurrent with the calendar year January 1 to December 31, unless changed by the Board of Directors.

d) Action by Members With a Meeting

- i) Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by the members entitled to vote thereon.

e) Proxies

- i) No voting, expression of consent or dissent will take place without all five (5) voting members present. Therefore, no proxies are permitted.

f) Order of Business

- i) The order of business at all meetings of members shall be as follows:
 - (1) Roll Call
 - (2) Reading of the minutes of the preceding meeting
 - (3) Dues Update
 - (4) Reports of committees
 - (5) Reports of officers

- (6) Old and unfinished business
- (7) New business
- (8) Good and welfare
- (9) Adjournments

g) Membership Dues

- i) Dues shall be paid in accordance with a dues schedule as adopted Board of Directors.
- ii) The Board of Directors shall have the authority to pass upon an application for refund in any case where a member becomes ineligible.

4) Article IX – Directors

a) Management of the Corporation

i) Powers of Board of Directors

- (1) The Board of Directors shall have the power to do and perform all acts to further the basic objectives for which the corporation was formed. It shall have the power to establish committees not otherwise provided in these By-laws, with such powers and duties as it may prescribe.

ii) Meeting Dates

- (1) The meeting dates for Board of Directors meeting and All Members' meeting will be determined throughout the calendar year

b) Numbers, Elections and Terms of Directors

i) Numbers

- (1) The Board of Directors shall consist of five (5) directors made up of the original members of the SOH

ii) Elections and Terms of Directors

- (1) Director positions are voluntary. Service is in perpetuity or until a board member vacates his or her position, whichever comes first
- (2) Vacancies shall be filled as they occur

iii) Elections

- (1) Each of the remaining members of the board are allowed to nominate any number of Full Member for any Board of Director vacancies
- (2) All (100%) of the remaining members of the board of directors must vote in favor of the new board member

iv) Increase or Decrease in Number of Directors

- (1) The number of directors may be increased or decreased by vote of the Board of Directors. No decrease in number of directors shall shorten the term of any incumbent director.

(2) Vacancies

- (a) The Board of Directors shall promptly fill all vacancies on the Board of Directors by nomination and voting from among Full Members in good standing by any member of the board.

(3) Removal of Directors

- (a) Any or all of the directors may be removed for cause by action of the Board.

- (b) The following constitutes Mandatory Removal from office:
 - (i) No director may continue to hold office unless in good standing.
 - (ii) A director shall be deemed to have vacated his office after being absent for more than three (3) consecutive meetings of the Board of Directors without cause, upon the vote of a majority of the Board of Directors.

(4) Resignation

- (a) A director may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

(5) Quorum of Directors

- (a) Unless otherwise provided in the Certificate of Incorporation, all five (5) members shall constitute a quorum for the transaction of business or of any specified item of business.

(6) Action of the Board

- (a) The vote of a majority of the directors present at the time of the vote, which is the quorum, shall be the act of the Board. Each director shall have one vote.

(7) Place and Time of Board Meetings

- (a) The Board may hold its meetings virtually until such time where all members can be present at a designated location.

(8) Place and time of All Member Meeting

- (a) All member meetings will be held virtually until such time where all members can be present at a designated location.

(9) Notice of Meetings of the Board Adjournment

- (a) Regular meetings of the Board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors and may be called by the President upon three days' notice to each director either personally or by mail or by wire; special meetings shall be called by the President or by the secretary in a like manner on written request of two directors.
- (b) Notice of a meeting need not be given to any director who submits waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.
- (c) A majority of the directors present, whether or not a quorum is present may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

5) Article X – Disbursements

- a) All disbursements shall have the approval of the majority of the Board of Directors.

6) Article XI – Not For Profit

- a) Tax Exempt Status of the Corporation
 - i) Grant to Other Corporations

- (1) The Board of Directors shall review all requests for funds from other organizations.
 - (2) The Board shall require that such requests specify the use to which the fund will be put, and if the Board approves the request, it shall authorize payment of such funds to the approved grantee.
 - (3) The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expensed for the purposes that were approved by the Board.
 - (4) The Board, in its absolute discretion, may refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.
 - (5) After the Board of Directors has approved a grant to another organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization.
 - (6) The Board of Directors, at all times, shall have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes.
- ii) Not For Profit Purposes
- (1) Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1954. The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c) (3) or corresponding provisions of any subsequent Federal tax laws.
- iii) Dissolution
- (1) In the event of dissolution of the SOH, all remaining assets and properties of the SOH, after the necessary expenses, shall be distributed to Calabar.