



THE ALUMNI ASSOCIATION OF READING HIGH SCHOOL  
P.O. Box 14722  
Reading, Pennsylvania 19612  
<https://readinghighschoolalumni.org/>

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## PROPOSED BYLAWS REVISION

March 2025

Dear members,

The Alumni Association Executive Committee has reviewed the Bylaws, as amended in 1997, 1999, and 2013, and has determined that they should be revised. This document explains why and recommends what changes will be considered at the Annual Meeting in May 2025.

### **Bylaws**

Bylaws are the basic rules and governance framework an organization establishes to regulate itself. They generally provide for meetings, elections of a board of directors and officers, filling vacancies, notices, types and duties of officers, committees, dues, and other routine conduct. Bylaws are focused on the big picture, while policies and procedures are adopted for routine operations. Bylaws are, in effect, a contract among members and must be formally adopted, amended, or revised.

### **Amendments vs. Revision**

An amendment changes individual provisions within the bylaws. The Bylaws may be amended by approval of the Executive Committee, followed by a vote of approval by two-thirds of the Association's Active members present at the annual business meeting.

Best practices for non-profit association governance suggest that revising our Bylaws might be a better approach if many changes need to be made.

Since that is the case, we recommend a Bylaws revision rather than numerous amendments.

### **Rationale**

Reviewing the current bylaws revealed that changes were needed throughout the document. Many style changes were required, such as correcting punctuation and grammar and reducing legalese. Additionally, many articles and sections must be updated to match current operating conditions. The current Bylaws do not cover issues such as conflict of interest, indemnification, and dissolution.

We provide you with the following:

- A summary of notable changes is below.

- The current Bylaws.
- The proposed revised Bylaws.
- A side-by-side, article-by-article comparison of the current and proposed Bylaws.

Members can submit questions on the revision before the Annual meeting when it will be considered and voted upon.

### **Notable changes.**

- The revised Bylaws have changed the term “Executive Committee” to “Board of Directors” throughout.
- A new ARTICLE I. was added to specify the association’s name and mission.
- A new ARTICLE II. was added to specify the association’s office and fiscal year.
- These additions resulted in changing the numbering of all subsequent articles.
- CURRENT ARTICLE I. MEMBERSHIP becomes ARTICLE III., and Active Members are changed to Life Members since we now only offer life membership with a one-time dues payment.
- ARTICLE III. MEMBERSHIP., Section 3. Associate Members changed “teacher” to “employee,” opening associate membership to a larger group.
- ARTICLE VII. OFFICERS AND DUTIES., Section 3. Secretary. Combines the current “Recording” and “Corresponding” secretaries into one position and details the duties.
- ARTICLE VII. OFFICERS AND DUTIES., Section 3. Treasurer. Details the duties.
- ARTICLE VII. OFFICERS AND DUTIES., Section 6. Terms of Office. Specifies dates.
- ARTICLE VII. BOARD OF DIRECTORS., Adds Section 5. Voting Between Meetings. Permits the Board of Directors to vote on time-sensitive matters between meetings and specifies the procedures to be used.
- ARTICLE VIII. BOARD OF DIRECTORS. Adds Section 6. Removal from Office. Provides an option that did not exist.
- ARTICLE VIII. BOARD OF DIRECTORS., Section 7. Emeritus Status. More clearly defines the qualifications to receive emeritus status.
- ARTICLE X. FUNDS. More clearly articulates what comprises each fund and how those funds may be used.
- ARTICLE XII. CONFLICT OF INTEREST. This new article specifies how the board of directors will protect the association in matters where directors and committee members may have a conflict of interest. Non-profit organization governance best practices call for this language.
- ARTICLE XIII. INDEMNIFICATION. This new article specifies that officers and board members will be protected from liability for actions taken or failure to act. Non-profit organization governance best practices call for this language.

- ARTICLE XIV. DISSOLUTION. This new article lists what happens to the association's assets upon the dissolution of the association. Non-profit organization governance best practices call for this language. This language comes from the Articles of Association executed and filed in October 2007.

The Executive Committee considered these revisions at a duly called meeting on November 14, 2024, and voted to recommend them to the membership for approval at the Annual meeting on May 17, 2025.

Comments and questions may be submitted in writing by March 31, 2025.

Please send comments and questions to:

Governance Committee  
Alumni Association of RHS  
P.O. Box 14722  
Reading, PA 19612-4722

Email may be sent to the governance committee chair at [chuck.broad@gmail.com](mailto:chuck.broad@gmail.com)

Sincerely yours,

***Executive Committee***  
Alumni Association of  
Reading High School

enc.

1. Current Bylaws
2. Article-by-Article Comparison of Current and Proposed Bylaws
3. Proposed Bylaws

**THE ALUMNI ASSOCIATION OF READING HIGH SCHOOL**  
**Reading, Pennsylvania**

**BY-LAWS**

**ARTICLE I. MEMBERSHIP**

**Section 1. Active Members.** Any graduate of the Reading High School shall become an active member of this Association upon payment of the proper dues.

**Section 2. Honorary Members.** Any person may become an Honorary Member of this Association upon recommendation of the Executive Committee.

**Section 3. Associate Members.** A teacher in the public schools of Reading, not a graduate of Reading High School, or the wife or husband of any member of the Alumni Association, upon the payment of dues, may become an Associate Member and have privileges of the Association, except voting and holding office.

**Section 4. Life Members.** Any person eligible for membership in the Association may become a Life Member upon the payment of the current Life Membership dues.

**ARTICLE II. DUES**

The dues shall be set annually by the Executive Committee.

**ARTICLE III. MEETINGS OF THE ASSOCIATION**

**Section 1. Annual Meeting.** The business meeting of the ssoociation shall be held annually at a place designated by the Executive Committee.

**Section 2. Special Meetings.** Special Meetings of the Association shall be held at such other times and places as may be designated by the President or the Executive Committee.

**Section 3. Quorum.** Twenty (20) active members shall constitute a quorum at all meetings.

**Section 4. Notice.** At least five (5) days' notice shall be given of all meetings.

**ARTICLE IV. ELECTIONS**

**Section 1. Nominations.** Nominations for Officers and Executive Committee members shall be made by a Nominating Committee of not fewer than three members, appointed by the President prior to each election. Other nominations may be made at the

annual meeting prior to the actual balloting.

**Section 2. Elections.** Election for Officers and Executive Committee members shall be held at the annual business meeting. The person receiving the highest number of votes shall be declared elected, and in the case of a tie vote, another ballot shall be taken.

**Section 3. Tenure.** No Officer shall be eligible to hold an office for more than two successive terms except on approval by a two-third (2/3) vote of the Executive Committee.

## **ARTICLE V. OFFICERS AND DUTIES**

**Section 1. President.** The President shall preside at all meetings of the Association and the Executive Committee and shall serve as an alternate signatory to all Association accounts and shall cast the deciding vote in case of a tie, except at elections, and shall serve as an ex-officio member of all committees and perform all usual duties of a president.

**Section 2. Vice-President.** The Vice-President shall act in the absence of the President.

**Section 3. Recording Secretary.** The Recording Secretary shall be responsible for the minutes and maintain files of them.

**Section 4. Corresponding Secretary.** The Corresponding Secretary shall originate and reply to official correspondence of the Association as directed by the President.

**Section 5. Treasurer.** The Treasurer shall collect the dues, shall keep true and correct accounts of the money of the Association; and make a written report of the financial standing at each meeting of the Association and the Executive Committee; shall keep the money of the Association deposited in the name of the Association in a depository designated by the Executive Committee for the faithful performance of the duties and shall make all disbursements of money of the Association by check.

**Section 6. Terms of Office.** All officers, except as otherwise provided, shall hold office from their election until the next annual meeting, or until their successors are regularly chosen and qualified.

## **ARTICLE VI. EXECUTIVE COMMITTEE**

**Section 1. Executive Committee.** The Executive Committee's duty shall be to carry out all the work assigned to it by the Association and such other duties as are by law herein prescribed or may be prescribed by the Association, shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and no more than twenty (20) additional members elected by the Association. The Principal of Reading Senior High School shall be an ex-officio member of the Executive Committee with all voting privileges but shall not be counted to constitute a quorum. The faculty recognized Parent

Association of Reading High School may send an advisory, non-voting representative to Board meetings.

**Section 2. Meetings.** The Executive Committee shall meet at least twice yearly in addition to the business meeting, or more often as needed.

**Section 3. Special Meetings.** Special meetings may be called by the President or upon written request by three members of the Executive Committee.

**Section 4. Quorum.** A quorum shall consist of five members, one of whom must be a regularly elected officer of the Association.

**Section 5. Emeritus Status.** Emeritus status of a committee member may be granted by majority vote of the Executive Committee. This person should be a member of the Executive Committee who has faithfully served the Association and is no longer able to serve. He/she may attend Executive Committee meetings but will not have voting privileges.

## **ARTICLE VII. COMMITTEES**

**Section 1.** Committees may be appointed by the President as he/she may deem necessary.

**Section 2.** The work of all Committees shall be subject to the approval of the Executive Committee.

## **ARTICLE VIII. FUNDS**

**Section 1. Scholarship Fund.** All money arising from memberships and scholarship contributions shall be placed in an interest-bearing account under the custody of the Executive Committee of the Association. The income from this fund shall be disposed of by the Treasurer in the awarding of Alumni Scholarships to graduates of the Reading High School under such regulations as the Executive Committee may prescribe. Money from this fund may also be transferred to the General Fund at the discretion of the Executive Committee.

**Section 2 - General Fund.** Money arising from other sources shall be placed into a General Fund intended for the efficient dispersal of money as required for the operation and best interest of the Association and shall be at the discretion of the Executive Committee.

## **ARTICLE IX. VACANCIES**

Any vacancy occurring, through death or otherwise, shall be filled by the President, with the approval of the Executive Committee, until the next annual election.

## **ARTICLE X. AMENDMENTS**

The By-Laws may be amended by approval of the Executive Committee, followed by a vote of approval by two-thirds of the Association members present at the annual business meeting.

Amendment I. ARTICLE VI., Section 1. amended to change the maximum membership of the Executive Committee from four officers and twelve additional members to four officers and sixteen additional members. Approved at the Annual Meeting May 8, 1997.

Amendment II. ARTICLE VI., Section 1. amended to include the RHS Principal and the Parent Association in Board meetings. Approved by the Association April 29, 1999.

Amendment III. ARTICLE V., Sections 3. and 4. amended to add the offices of Recording Secretary and Corresponding Secretary. ARTICLE VI., Section 1. amended from 16 additional members to 20 additional members. ARTICLE VI. Amended to add Section 5. established Emeritus membership of the Executive Committee. Approved at the Annual Meeting May 9, 2013.

**THE ALUMNI ASSOCIATION OF READING HIGH SCHOOL**  
**Reading, Pennsylvania**

**BYLAWS COMPARISON**

<i><b>CURRENT (2013)</b></i>	<i><b>PROPOSED REVISION</b></i>
	<b>ARTICLE I. NAME AND MISSION</b>
	<p><b>Section 1. Name.</b> The name of this organization shall be “The Alumni Association of Reading High School.”</p> <p><b>Section 2. Mission.</b> The primary mission of this Association is to award scholarships to graduating seniors of Reading High School, Reading, Pennsylvania, under regulations established by the Board of Directors, to honor distinguished alumni, promote class reunions, to raise funds to accomplish the mission and to pay the expenses necessary to operate the association.</p>
	<b>ARTICLE II. OFFICES AND FISCAL YEAR</b>
	<p><b>Section 1. Registered Office.</b> The registered mailing address of the Association is P. O. Box 14722, Reading, Pennsylvania 19612, unless and until amended by a majority vote of the Board of Directors.</p> <p><b>Section 2. Other Offices.</b> The Association may also have offices elsewhere, as the Board of Directors may appoint or as the Association's business requires.</p> <p><b>Section 3. Fiscal Year.</b> The fiscal year of the Association shall be the calendar year.</p>
<b>ARTICLE I. MEMBERSHIP</b>	<b>ARTICLE III. MEMBERSHIP</b>
<p><b>Section 1. Active Members.</b> Any graduate of the Reading High School shall become an active member of this Association upon payment of the proper dues.</p> <p><b>Section 2. Honorary Members.</b> Any person may become an Honorary Member of this Association upon recommendation of the Executive Committee.</p> <p><b>Section 3. Associate Members.</b> A teacher in the public schools of Reading, not a graduate of Reading High School, or the wife or husband of any member of the Alumni Association, upon the payment of dues, may become an Associate Member and have privileges of the Association, except voting and holding office.</p> <p><b>Section 4 - Life Members:</b> Any person eligible to membership in the Association may become a Life Member upon the payment of the current Life Membership dues.</p>	<p><b>Section 1. Life Members.</b> Any graduate of Reading High School shall become a Life Member of this Association upon payment of dues.</p> <p><b>Section 2. Honorary Members.</b> Any person may become an Honorary Member by a majority vote of the Board of Directors.</p> <p><b>Section 3. Associate Members.</b> An employee in the public schools of Reading, not a graduate of Reading High School, or the spouse of any member of the Alumni Association, upon the payment of dues, may become an Associate Member and have privileges of the Association, except voting and holding office.</p>
<b>ARTICLE II. DUES</b>	<b>ARTICLE IV. DUES</b>
The dues shall be set annually by the Executive Committee.	The dues shall be set annually by the Board of Directors.
<b>ARTICLE III. MEETINGS OF THE ASSOCIATION</b>	<b>ARTICLE V. MEETINGS OF THE ASSOCIATION</b>
<p><b>Section 1 - Annual Meeting:</b> The business meeting of the Association shall be held annually at a place designated by the Executive Committee.</p> <p><b>Section 2 - Special Meetings:</b> Special Meetings of the Association</p>	<p><b>Section 1. Annual Meeting.</b> The Association’s business meeting shall be held annually at a time and place designated by the Board of Directors.</p>



<p>shall be held at such other times and places as may be designated by the President or the Executive Committee.</p> <p><b>Section 3 - Quorum:</b> Twenty (20) active members shall constitute and quorum at all meetings.</p> <p><b>Section 4 - Notice:</b> At least five (5) days notice shall be given of all meetings.</p>	<p><b>Section 2. Special Meetings.</b> Special meetings of the Association shall be held at other times and places designated by the President or the Board of Directors.</p> <p><b>Section 3. Quorum.</b> Twenty (20) Life Members shall constitute a quorum at all meetings.</p> <p><b>Section 4. Notice.</b> At least five (5) days' notice shall be given of all meetings.</p>
<p><b>ARTICLE IV. ELECTIONS</b></p>	<p><b>ARTICLE VI. ELECTIONS</b></p>
<p><b>Section 1 - Nominations:</b> Nominations for Officers and Executive Committee members shall be made by a Nominating Committee of not fewer than three members, appointed by the President prior to each election. Other nominations may be made at the annual meeting prior to the actual balloting.</p> <p><b>Section 2 - Elections:</b> Election for Officers and Executive Committee members shall be held at the annual business meeting. The person receiving the highest number of votes shall be declared elected, and in the case of a tie vote, another ballot shall be taken.</p> <p><b>Section 3 - Tenure:</b> No Officer shall be eligible to hold an office for more than two successive terms except on approval by a two-third (2/3) vote of the Executive Committee.</p>	<p><b>Section 1. Nominations.</b> Nominations for Officers and Board Members shall be made by a Nominating Committee of not fewer than three members appointed by the President before each election. Other nominations may be made at the Annual meeting before the actual balloting.</p> <p><b>Section 2. Elections.</b> An election for Officers and Board Members shall be held at the Annual meeting. The person receiving the most votes shall be declared elected. In the case of a tie vote, another ballot shall be taken.</p> <p><b>Section 3. Tenure.</b> No Officer shall be eligible to hold an office for more than two successive terms except on approval by a two-thirds (2/3) vote of the Board of Directors.</p>
<p><b>ARTICLE V. OFFICERS AND DUTIES</b></p>	<p><b>ARTICLE VII. OFFICERS AND DUTIES</b></p>
<p><b>Section 1.</b> A President, who shall preside at all meetings of the Association and the Executive Committee and shall serve as an alternate signatory to all Association accounts and shall cast the deciding vote in case of a tie, except at elections, and shall serve as an ex-officio member of all committees, and perform all usual duties of a president.</p> <p><b>Section 2.</b> A Vice-President who shall act in the absence of the President.</p> <p><b>Section 3.</b> A Recording Secretary who shall be responsible for the minutes and maintain files of them.</p> <p><b>Section 4.</b> A Corresponding Secretary who shall originate and reply to official correspondence of the Association as directed by the President.</p> <p><b>Section 5.</b> A Treasurer, who shall collect the due; shall keep true and correct accounts of the money of the Association, and make a written report of the financial standing at each meeting of the Association and the Executive Committee; shall keep the money of the Association deposited in the name of the Association in a depository designated by the Executive Committee for the faithful performance of the duties and shall make all disbursements of money of the Association by check.</p> <p><b>Section 6.</b> All officers, except as otherwise provided, shall hold office from their election until the next annual meeting, or until their successors are regularly chosen and qualified.</p>	<p><b>Section 1. President.</b> The President shall preside at all meetings of the Association and the Board of Directors, shall serve as an alternate signatory to all Association accounts and shall cast the deciding vote in case of a tie, except at elections, and shall serve as an ex-officio member of all committees and perform all usual duties of a President.</p> <p><b>Section 2. Vice President.</b> The Vice President shall act in the President's absence and perform duties as may be assigned by the President.</p> <p><b>Section 3. Secretary.</b> The Secretary shall:</p> <ol style="list-style-type: none"> <li>a. Attend meetings of the Association and the Board of Directors and shall record the votes of the members and the minutes of the meetings.</li> <li>b. Timely distribute copies of the minutes to the Board of Directors and Association members as appropriate.</li> <li>c. See that notices are given, records and reports are properly kept and filed as required by law, and, in general, shall perform all duties incident to the office of the Secretary and other duties as may be assigned by the President.</li> </ol> <p><b>Section 4. Treasurer.</b> The Treasurer shall:</p> <ol style="list-style-type: none"> <li>a. Collect and receive, or provide for the collection and receipt, of membership dues and other funds due to or received by the Association and shall deposit all Association funds in such banks or other places of deposit as the Board of Directors may designate.</li> <li>b. Pay invoices and disburse funds as approved by the Board of Directors.</li> </ol>

	<p>c. Render an account showing the financial transactions and the Association's financial condition at each meeting of the Association and the Board of Directors or whenever required by the Board.</p> <p>d. Prepare and file the annual tax returns and other required documents and perform other duties as may be assigned by the President.</p> <p><b>Section 6. Terms of Office.</b> The term of office for all Officers and Board members shall be July 1 to June 30.</p>
<p><b>ARTICLE VI. EXECUTIVE COMMITTEE</b></p>	<p><b>ARTICLE VIII. BOARD OF DIRECTORS</b></p>
<p><b>Section 1.</b> An Executive Committee whose duty it shall be to carry out all the work assigned to it by the Association and such other duties as are by law herein prescribed or may be prescribed by the Association, shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and no more than twenty (20) additional members elected by the Association. The Principal of Reading Senior High School shall be an ex-officio member of the Executive Committee with full voting privileges but shall not be counted to constitute a quorum. The faculty recognized Parent Association of Reading High School may send an advisory, non-voting representative to Board meetings.</p> <p><b>Section 2.</b> The Executive Committee shall meet at least twice yearly in addition to the business meeting, or more often as needed.</p> <p><b>Section 3.</b> Special meetings may be called by the President or upon written request by three members of the Executive Committee.</p> <p><b>Section 4.</b> A quorum shall consist of five members, one of whom must be a regularly elected officer of the Association.</p> <p><b>Section 5.</b> Emeritus status of a committee member may be granted by majority vote of the Executive Committee. This person should be a member of the Executive Committee who has faithfully served the Association and is no longer able to serve. He/she may attend Executive Committee meetings but will not have voting privileges.</p>	<p><b>Section 1. Board of Directors.</b> The Board of Directors' duty shall be to carry out all the work assigned to it by the Association and such other duties as are by law herein prescribed or may be prescribed by the Association. The Board shall consist of the President, Vice President, Secretary, Treasurer, and no more than twenty (20) additional members elected by the Association. The Principal of Reading Senior High School shall be an ex-officio member of the Board of Directors with all voting privileges but shall not be counted to constitute a quorum.</p> <p><b>Section 2. Meetings.</b> The Board of Directors shall meet at least four times yearly in addition to the Annual meeting or more often as needed.</p> <p><b>Section 3. Special Meetings.</b> Special meetings may be called by the President or upon written request by three Directors.</p> <p><b>Section 4. Quorum.</b> A quorum shall consist of five members, one of whom must be an elected officer of the Association.</p> <p><b>Section 5. Voting Between Meetings.</b> Voting between meetings is permitted to ensure timely decision-making when time-sensitive matters arise and when deemed necessary by the President or by written request by three Board members. Votes may be conducted via electronic communication methods such as email, secure online voting platforms, or any method agreed upon by the Board. All Board members must be notified of the vote 48 hours in advance. The notification should include the motion to be voted on and any relevant supporting documents. As defined in Section 4 above, a quorum must participate in the vote to be valid. The voting period shall remain open for 72 hours or until all Board members have cast their votes, whichever comes first. Votes shall be recorded by the Secretary and included in the next scheduled Board meeting minutes. Decisions made through voting between meetings must be ratified at the next Board meeting and officially recorded in the minutes.</p> <p><b>Section 5. Removal from Office.</b> A Director may be removed from office by a two-thirds majority vote at a regularly scheduled board meeting where the item was placed on the written agenda distributed at least one week ahead.</p> <p><b>Section 6. Emeritus Status.</b> A majority vote of the Board of Directors may confer Emeritus status on highly respected members who have served on the Board of Board members for a significant time, have contributed to the success of the Association, and have ended their duties but remain connected to the Association. They may attend Board meetings but will not have voting privileges.</p>
<p><b>ARTICLE VII. COMMITTEES</b></p>	<p><b>ARTICLE IX. COMMITTEES</b></p>
<p><b>Section 1.</b> Committees may be appointed by the President as he/she may deem necessary.</p>	<p><b>Section 1.</b> The President may appoint standing, ad-hoc, and other committees.</p>

<p><b>Section 2.</b> The work of all Committees shall be subject to the approval of the Executive Committee.</p>	<p><b>Section 2.</b> The work of all committees shall be subject to the approval of the Board of Directors, and the committees shall report their progress at each Board meeting.</p>
<p><b>ARTICLE VIII. FUNDS</b></p>	<p><b>ARTICLE X. FUNDS</b></p>
<p><b>Section 1 - Scholarship Fund:</b> All money arising from memberships and scholarship contributions shall be placed in an interest-bearing account under the custody of the Executive Committee of the Association. The income from this fund shall be disposed of by the Treasurer in the awarding of Alumni Scholarships to graduates of the Reading High School under such regulations as the Executive Committee may prescribe. Money from this fund may also be transferred to the General Fund at the discretion of the Executive Committee.</p> <p><b>Section 2 - General Fund:</b> Money arising from other sources shall be placed into a General Fund intended for the efficient dispersal of money as required for the operation and best interest of the Association and shall be at the discretion of the Executive Committee.</p>	<p><b>Section 1. Scholarship Fund.</b> All scholarship contributions shall be placed in an interest-bearing account under the custody of the Board of Directors. The Treasurer shall disburse money from this fund by awarding scholarships to Reading High School graduating seniors under rules the Board of Directors may prescribe. Income from this fund may be transferred to the General Fund by a majority vote of the Board of Directors.</p> <p><b>Section 2. General Fund.</b> Money received from membership dues and other sources shall be placed into a General Fund intended for the operation and best interest of the Association and shall be expended by majority vote of the Board of Directors.</p>
<p><b>ARTICLE IX. VACANCIES</b></p>	<p><b>ARTICLE XI. VACANCIES</b></p>
<p>Any vacancy occurring, through death or otherwise, shall be filled by the President, with the approval of the Executive Committee, until the next annual election.</p>	<p>Any Officer or Board member vacancy occurring shall be filled by appointment by the President, with the approval of the Board of Directors, until the next annual election.</p>
<p><b>ARTICLE XII. CONFLICT OF INTEREST</b></p>	<p><b>ARTICLE XII. CONFLICT OF INTEREST</b></p>
	<p><b>Section 1: Purpose.</b> The purpose of this article is to protect the Association’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Board member of the Association or result in a possible excess benefit transaction. This article is intended to supplement but not replace applicable state and federal laws governing conflict of interest relevant to nonprofit and charitable organizations.</p> <p><b>Section 2: Definitions</b></p> <ul style="list-style-type: none"> <li>a. Interested Person. Any Officer, Board member, or committee member with board-delegated powers with a direct or indirect financial interest, as defined below, is an interested person.</li> <li>b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: <ul style="list-style-type: none"> <li>1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement.</li> <li>2. A compensation arrangement with the Association or any entity or individual with which the Association has a transaction or arrangement.</li> <li>3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect</li> </ul> </li> </ul>

remuneration and gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person with a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be allowed to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosing the financial interest and all material facts and after any discussion with the interested person, they shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  1. An interested person may present at the Board of Directors or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving a possible conflict of interest.
  2. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the Board of Directors or committee shall determine whether the Association can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Board members whether the transaction or arrangement is in the Association's best interest, for its benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall decide whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Article**
  1. If the Board of Directors or committee has reasonable cause to believe a member has failed

	<p>to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and allow the member to explain the alleged failure to disclose.</p> <p>2. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.</p> <p><b>Section 4. Records of Proceedings.</b> The minutes of the Board of Directors and all committees with board-delegated powers shall contain the following:</p> <p>a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee’s decision as to whether a conflict of interest existed.</p> <p>b. The names of the persons present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.</p>
	<p><b>ARTICLE XIII. INDEMNIFICATION</b></p>
	<p><b>Section 1. Limitation of Personal Liability.</b> An Officer or Board member of the Association shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:</p> <p>a. The Officer or Board member has breached or failed to perform the duties of their office under these Bylaws or</p> <p>b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.</p> <p>The provisions of this article shall not apply to:</p> <p>a. The responsibility or liability of an Officer or Board member under any criminal statute or</p> <p>b. The liability of an Officer or Board member for paying taxes under local, state, or federal law.</p> <p><b>Section 2. Standard of Care and Justifiable Reliance.</b></p> <p>a. An Officer or Board member shall stand in a fiduciary relationship to the Association and shall perform their duties as an Officer or Board member, including their responsibilities as a member of any committee of the Association upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interest of the Association, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence</p>

would use under similar circumstances. In performing their duties, an Officer or Board member shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (1) One or more Officers or Board members of the Association whom the Board member reasonably believes to be reliable and competent in the matters presented.
- (2) Legal counsel, public accountants, or other persons as to matters that the Board member reasonably believes to be within the professional or expert competence of such person.
- (3) A committee of the Association upon which he does not serve, duly designated by law, as to matters within its designated authority, which committee the Board member reasonably believes to merit confidence.

- b. An Officer or Board member shall not be considered acting in good faith if they knew the matter would cause their reliance to be unwarranted.
- c. In discharging the duties of their respective positions, Officers, Board members, and committees of the Association may, in the best interest of the Association, consider the effects of any action upon employees, persons with whom the Association has business and other relations, and all other pertinent factors. The consideration of the preceding shall not constitute a violation of subsection (a) of this Article.
- d. Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an Officer or Board member, or any failure to take any action shall be presumed to be in the Association's best interest.

**Section 3. Indemnification in Third-Party Proceedings.**

The Association shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because they are or were a representative of the Association, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding, if they acted in good faith and in a manner reasonably believed to be in the best interests of the Association and, concerning any criminal act or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or in a manner which they reasonably believed to be in the best interest of the Association and, concerning any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

**Section 4. Mandatory Indemnification.** Notwithstanding any contrary provisions of these Bylaws, to the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to herein, shall be indemnified

	<p>against expenses (including attorney’s fees), actually and reasonably incurred by them in connection therewith.</p> <p><b>Section 5. Determination of Entitlement to Indemnification.</b> Unless ordered by a court, any indemnification hereunder shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because they have met the applicable standards of conduct set forth herein. Such determination shall be made:</p> <ul style="list-style-type: none"> <li>a. By a majority vote of a quorum of the Association consisting of members who are not parties to such action, suit, or proceeding.</li> <li>b. If a quorum is not obtainable because of the number of Association members who are parties to such action, suit, or proceeding by a majority vote of Association members who are not parties to such action, suit, or proceeding.</li> </ul> <p><b>Section 6. Insurance.</b> The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, or agent of the Association against any liability asserted against such person and incurred by such person in any capacity or arising out of such person’s status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.</p> <p><b>Section 7. Reliance on Provisions.</b> Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this article.</p>
	<b>ARTICLE XIV. DISSOLUTION</b>
	<p>Upon the dissolution of the Association, the assets of the Association shall be distributed to an association, fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to state or local government, for a public purpose.</p>
<b>ARTICLE X. AMENDMENTS</b>	<b>ARTICLE XV. AMENDMENTS</b>
<p>The By-Laws may be amended by approval of the Executive Committee, followed by a vote of approval by two-thirds of the Association members present at the annual business meeting.</p>	<p>The Bylaws may be amended by approval of the Board of Directors, followed by a vote of approval by two-thirds of the Association’s Life Members present at the Annual meeting.</p>

**THE ALUMNI ASSOCIATION OF READING HIGH SCHOOL**  
**Reading, Pennsylvania**

**BYLAWS**

**ARTICLE I. NAME AND MISSION**

**Section 1. Name.** The name of this organization shall be “The Alumni Association of Reading High School.”

**Section 2. Mission.** The primary mission of this Association is to award scholarships to graduating seniors of Reading High School, Reading, Pennsylvania, under regulations established by the Board of Directors, to honor distinguished alumni, promote class reunions, to raise funds to accomplish the mission and to pay the expenses necessary to operate the association.

**ARTICLE II. OFFICES AND FISCAL YEAR**

**Section 1. Registered Office.** The registered mailing address of the Association is P. O. Box 14722, Reading, Pennsylvania 19612, unless and until amended by a majority vote of the Board of Directors.

**Section 2. Other Offices.** The Association may also have offices elsewhere, as the Board of Directors may appoint or as the Association's business requires.

**Section 3. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

**ARTICLE III. MEMBERSHIP**

**Section 1. Life Members.** Any graduate of Reading High School shall become an active Life Member of this Association upon payment of dues.

**Section 2. Honorary Members.** Any person may become an Honorary Member by a majority vote of the Board of Directors.

**Section 3. Associate Members.** An employee in the public schools of Reading, not a graduate of Reading High School, or the spouse of any member of the Alumni Association, upon the payment of dues, may become an Associate Member and have privileges of the Association, except voting and holding office.

**ARTICLE IV. DUES**

The dues shall be set annually by the Board of Directors.

**ARTICLE V. MEETINGS OF THE ASSOCIATION**



**Section 1. Annual Meeting.** The Association's business meeting shall be held annually at a time and place designated by the Board of Directors.

**Section 2. Special Meetings.** Special meetings of the Association shall be held at other times and places designated by the President or the Board of Directors.

**Section 3. Quorum.** Twenty (20) Life Members shall constitute a quorum at all meetings.

**Section 4. Notice.** At least five (5) days' notice shall be given of all meetings.

## ARTICLE VI. ELECTIONS

**Section 1. Nominations.** Nominations for Officers and Board members shall be made by a Nominating Committee of not fewer than three members appointed by the President before each election. Other nominations may be made at the Annual meeting before the actual balloting.

**Section 2. Elections.** An election for Officers and Board members shall be held at the Annual meeting. The person receiving the most votes shall be declared elected. In the case of a tie vote, another ballot shall be taken.

**Section 3. Tenure.** No Officer shall be eligible to hold an office for more than two successive terms except on approval by a two-thirds (2/3) vote of the Board of Directors.

## ARTICLE VII. OFFICERS AND DUTIES

**Section 1. President.** The President shall preside at all meetings of the Association and the Board of Directors, shall serve as an alternate signatory to all Association accounts and shall cast the deciding vote in case of a tie, except at elections, and shall serve as an ex-officio member of all committees and perform all usual duties of a President.

**Section 2. Vice President.** The Vice President shall act in the President's absence and perform duties as may be assigned by the President.

**Section 3. Secretary.** The Secretary shall:

- a. Attend meetings of the Association and the Board of Directors and shall record the votes of the members and the minutes of the meetings.
- b. Timely distribute copies of the minutes to the Board of Directors and Association members as appropriate.
- c. See that notices are given, records and reports are properly kept and filed as required by law, and, in general, shall perform all duties incident to the office of the Secretary and other duties as may be assigned by the President.

**Section 4. Treasurer.** The Treasurer shall:

- a. Collect and receive, or provide for the collection and receipt, of membership dues and other funds due to or received by the Association and shall deposit all Association funds in such banks or other places of deposit as the Board of Directors may designate.
- b. Pay invoices and disburse funds as approved by the Board of Directors.
- c. Render an account showing the financial transactions and the Association's financial condition at each meeting of the Association and the Board of Directors or whenever required by the Board.
- d. Prepare and file the annual tax returns and other required documents and perform other duties as may be assigned by the President.

**Section 6. Terms of Office.** The term of office for all Officers and Directors shall be July 1 to June 30.

**ARTICLE VIII. BOARD OF DIRECTORS**

**Section 1. Board of Directors.** The Board of Directors' duty shall be to carry out all the work assigned to it by the Association and such other duties as are prescribed by law or may be prescribed by the Association. The Board shall consist of the President, Vice President, Secretary, Treasurer, and no more than twenty (20) additional members elected by the Association. The Principal of Reading Senior High School shall be an ex-officio member of the Board of Directors with all voting privileges but shall not be counted to constitute a quorum.

**Section 2. Meetings.** The Board of Directors shall meet at least four times yearly in addition to the Annual Meeting or more often as needed.

**Section 3. Special Meetings.** Special meetings may be called by the President or upon written request by three Board members.

**Section 4. Quorum.** A quorum shall consist of five members, one of whom must be an elected officer of the Association.

**Section 5. Removal from Office.** A Board member may be removed from office by a two-thirds majority vote at a regularly scheduled Board meeting, where the item was placed on the written agenda distributed at least one week ahead of time.

**Section 6. Emeritus Status.** A majority vote of the Board of Directors may confer Emeritus status on highly respected Board members who have served on the Board of Directors for a significant time, have contributed to the success of the Association, and have ended their duties but remain connected to the Association. They may attend Board meetings but will not have voting privileges.

## ARTICLE IX. COMMITTEES

**Section 1.** The President may appoint standing, ad-hoc, and other committees.

**Section 2.** The work of all committees shall be subject to the approval of the Board of Directors, and the committees shall report their progress at each Board meeting.

## ARTICLE X. FUNDS

**Section 1. Scholarship Fund.** All scholarship contributions shall be placed in an interest-bearing account under the custody of the Board of Directors. The Treasurer shall disburse money from this fund by awarding scholarships to Reading High School graduating seniors under rules the Board of Directors may prescribe. Income from this fund may be transferred to the General Fund by a majority vote of the Board of Directors.

**Section 2. General Fund.** Money received from membership dues and other sources shall be placed into a General Fund intended for the operation and best interest of the Association and shall be expended by majority vote of the Board of Directors.

## ARTICLE XI. VACANCIES

Any Officer or Board member vacancy occurring shall be filled by appointment by the President, with the approval of the Board of Directors, until the next annual election.

## ARTICLE XII. CONFLICT OF INTEREST

**Section 1: Purpose.** The purpose of this article is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Board member of the Association or result in a possible excess benefit transaction. This article is intended to supplement but not replace applicable state and federal laws governing conflict of interest relevant to nonprofit and charitable organizations.

### **Section 2: Definitions**

- a. **Interested Person.** Any Officer, Board member, or committee member with board-delegated powers with a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement.

2. A compensation arrangement with the Association or any entity or individual with which the Association has a transaction or arrangement.
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration and gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person with a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be allowed to disclose all material facts to the Board of Directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosing the financial interest and all material facts and after any discussion with the interested person, they shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  1. An interested person may present at the Board of Directors or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving a possible conflict of interest.
  2. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the Board of Directors or committee shall determine whether the Association can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Board members whether the transaction or arrangement is in the Association's

best interest, for its benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall decide whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Article

1. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and allow the member to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the Board of Directors and all committees with board-delegated powers shall contain the following:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee's decision as to whether a conflict of interest existed.
- b. The names of the persons present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### ARTICLE XIII. INDEMNIFICATION

**Section 1. Limitation of Personal Liability.** An Officer or Board member of the Association shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:

- a. The Officer or Board member has breached or failed to perform the duties of their office under these Bylaws or
- b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this article shall not apply to:

- a. The responsibility or liability of an Officer or Board member under any criminal statute or

- b. The liability of an Officer or Board member for paying taxes under local, state, or federal law.

**Section 2. Standard of Care and Justifiable Reliance.**

- a. An Officer or Board member shall stand in a fiduciary relationship to the Association and shall perform their duties as an Officer or Board member, including their responsibilities as a member of any committee of the Association upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interest of the Association, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, an Officer or Board member shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
  - (1) One or more Officers or Board members of the Association whom the Board member reasonably believes to be reliable and competent in the matters presented.
  - (2) Legal counsel, public accountants, or other persons as to matters that the Board member reasonably believes to be within the professional or expert competence of such person.
  - (3) A committee of the Association upon which he does not serve, duly designated by law, as to matters within its designated authority, which committee the Board member reasonably believes to merit confidence.
- b. An Officer or Board member shall not be considered acting in good faith if they knew the matter would cause their reliance to be unwarranted.
- c. In discharging the duties of their respective positions, Officers, Board members, and committees of the Association may, in the best interest of the Association, consider the effects of any action upon employees, persons with whom the Association has business and other relations, and all other pertinent factors. The consideration of the preceding shall not constitute a violation of subsection (a) of this Article.
- d. Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an Officer or Board member, or any failure to take any action shall be presumed to be in the Association's best interest.

**Section 3. Indemnification in Third-Party Proceedings.** The Association shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal,

administrative, or investigative, because they are or were a representative of the Association, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding, if they acted in good faith and in a manner reasonably believed to be in the best interests of the Association and, concerning any criminal act or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or in a manner which they reasonably believed to be in the best interest of the Association and, concerning any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

**Section 4. Mandatory Indemnification.** Notwithstanding any contrary provisions of these Bylaws, to the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to herein, shall be indemnified against expenses (including attorney's fees), actually and reasonably incurred by them in connection therewith.

**Section 5. Determination of Entitlement to Indemnification.** Unless ordered by a court, any indemnification hereunder shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because they have met the applicable standards of conduct set forth herein. Such determination shall be made:

- a. By a majority vote of a quorum of the Association consisting of members who are not parties to such action, suit, or proceeding.
- b. If a quorum is not obtainable because of the number of Association members who are parties to such action, suit, or proceeding by a majority vote of Association members who are not parties to such action, suit, or proceeding.

**Section 6. Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board member, Officer, employee, or agent of the Association against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.

**Section 7. Reliance on Provisions.** Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this article.

## **ARTICLE XIV. DISSOLUTION**

Upon the dissolution of the Association, the assets of the Association shall be distributed to an association, fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to state or local

government, for a public purpose.

**ARTICLE XV. AMENDMENTS**

The Bylaws may be amended by approval of the Board of-Directors, followed by a vote of approval by two-thirds of the Association’s Life Members present at the Annual meeting.

Adopted at the Annual meeting this \_\_\_\_\_ day of May 2025 by a two-thirds vote of the Members and effectively rescinds any Bylaws previously adopted by the Association.

**THE ALUMNI ASSOCIATION OF  
READING HIGH SCHOOL**

By: \_\_\_\_\_  
Cynthia M. Becker, President

Attest: \_\_\_\_\_  
John C. Kramer, Secretary