

BYLAWS
OF
CHRISTIAN BROTHERS HIGH SCHOOL HALL OF FAME

ARTICLE I
GENERAL PROVISIONS

Section 1. Name. The name of the organization shall be The Christian Brothers High School Hall of Fame (the "Association").

Section 2. Purpose. To foster greater understanding of the Christian Brothers at Christian Brothers High School ("CBHS") and to lend assistance to the Brothers, both financially and personally, to awaken a greater interest and cooperation tending to aid, improve, or develop the aims established at CBHS.

Section 3. Principal Office. The principal office of the Association shall be 5900 Walnut Grove Road, Memphis, Tennessee 38120-1274.

ARTICLE II
MEMBERSHIP

Section 1. Qualifications. The general requirements of a nominee for induction into the Christian Brothers High School Hall of Fame are as follows:

1. Generally a CBHS graduate though not mandatory.
2. Commands respect and attention within his chosen field of endeavor.
3. Devoted to the aims of CBHS.
4. Willingness to contribute to the betterment of CBHS in terms of monetary and time usages.
5. Possesses those characteristics in high school generally associated with being an above average student - scholastically and extra-curricularly.
6. High moral standards to the credit of CBHS.

Section 2. Admission. Membership in the Association shall be granted by the Board of Directors to any qualified individual duly elected by the membership at an annual membership election established by the Board of Directors.

Section 3. Membership Fees and Dues. The Board of Directors of the Association shall have the power and duty to establish annual dues and appropriate assessments as it shall deem reasonably necessary to carry out the purposes of the Association. Non-payment of dues or assessments on the terms called for by the Board of Directors of the Association may be cause for termination or suspension of any or all rights of membership.

Section 4. Termination of Membership. Any member may voluntarily terminate his membership at any time upon written notice to the President at the principal office of the Association. Termination for non-payment of dues shall be in the discretion of the Board of Directors. The Board of Directors may suspend any member for a specific period of time or terminate the membership of any member for conduct which is prejudicial to the best interests of the Association.

Section 5. Rights of Membership. All members shall have these rights and obligations with respect to all of the functions and activities of the Association.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the members of the Association shall be held in November at a time immediately preceding or following the annual meeting of the Board of Directors of the Association, or at such other place and time as maybe determined by the Board of Directors. At the annual meeting, the President of the Association shall report on the activities of the Association and the Treasurer shall report on the financial condition of the Association. The members may also consider and act upon such other matters as may be raised consistent with the notice requirements of these by laws.

Section 2. Special Meetings. A special meeting of the members may be called at any time by the President by four (4) or more of the directors of the Association, or upon the signed, dated, written application of at least ten percent (10%) of the members of the Association, delivered to the President at the principal office of the Association. Any such call or application shall state the day, hour, place, and purpose of such meeting and shall be delivered to the President at the principal office of the Association not less than thirty (30) days in advance of the designated date of the special meeting. All special meetings shall take place at the principal office of the Association or at such other location as may be determined by a majority vote of the Board of Directors. The President shall, upon receipt of such call or application, cause notice of such special meeting to be issued, consistent with these by laws.

Section 3. Notice of Meetings. The President shall cause written notice of any annual or special meeting of the members of the Association to be given by United States mail, postage prepaid to every member of the Association at the most current address shown on the records of the Association at least ten (10) days and not more than sixty (60) days before the meeting date. The notice shall state the day, hour, place, and purposes of the meeting.

Section 4. List of Members. Prior to each annual meeting of members, the Association shall prepare a current, alphabetical list of members who are entitled to notice of and/or to vote at such meeting.

Section 5. Quorum Requirements and Voting. Two percent (2%) of the living members of the Association shall constitute a quorum at any annual or special meeting of the members. Once a quorum is obtained, the meeting may be adjourned, despite the loss of a quorum, by the remaining members in attendance.

Each member of the Association shall be entitled to one (1) vote on any question which may properly come before the membership at any annual or special meeting, which vote may be exercised in person or by proxy appointed in accordance with these bylaws. Except as may be otherwise required by law or these Bylaws, action on a matter is approved if the number of votes cast in favor of the action exceeds the number of votes cast against the action.

Section 6. Action by Written Ballot. Any action which may be taken at any annual or special meeting of members may be taken without a meeting if the Association delivers, by United States -postage prepaid, a solicitation for votes and written ballot to every member entitled to vote on the matter. The written ballot shall set forth and provide an opportunity to vote for or against each proposed action. The solicitation for votes shall indicate the number of responses required to meet the quorum requirements, shall (except as concerns the election of directors) state the percentage of approvals necessary to approve each matter, and shall specify a time not less than fifteen (15) days after the mailing date by which the ballot must be received by the Association in order to be counted. Action taken by written ballot shall be valid only if the number of votes cast by ballot equal & or exceeds the number required to constitute a quorum at a meeting of members and the number of approvals equals or exceeds the number of votes which would be required to approve the action at a meeting of members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition. The business and affairs of the Association shall be conducted by a Board of Directors consisting of no fewer than five (5) nor more than thirteen (13) persons elected by and from among the members of the Association. The President of CBHS and any other member of the CBHS Administration as recommended by the President and approved by the Hall of Fame Board shall be an ex-officio member of the Board of Directors. A separate category of Board of Directors shall be known as "Board of Directors Emeritus" whose member shall be a non-voting member of the Board of Directors. This category of member shall be held by former Board members selected by the regular Board of Directors to honor such members for their distinctive and longtime service. The immediate Past President shall automatically become a member of the Board of Directors for a term of one (1) year.

Section 2. Term. The Association's first Board of Directors shall be those individuals listed on Exhibit A attached here to, who shall serve until their successors are duly elected and qualified as provided for herein. Directors shall thereafter be elected by the membership for terms of three (3) years each, beginning at the close of the annual meeting at which they are elected, and continuing until their successors are duly elected and qualified. Notwithstanding the foregoing, the terms of the first elected Board of Directors may be of unequal duration not to exceed three (3) years each, as determined by the Board of Directors, so as to establish staggered terms for future elections.

Section 3. Method of Election. The method of election of directors of the Association

Shall be as follows:

- (a) Nominating Committee. The President shall establish a Nominating Committee for the purpose of selecting candidates for election to the Board of Directors. The Nominating Committee shall consist of no fewer than three (3) members of the Board of Directors.
- (b) Meeting of Nominating Committee. The Nominating Committee shall meet each year in advance of the annual meeting for the purpose of making its nominations. The Nominating Committee shall exercise its discretion in selecting such nominees as it determines will best serve the interests of the Association, consistent with these bylaws,, and shall contact each nominee and verify that the nominee is able and willing to serve if elected. The Nominating Committee shall nominate a number of candidates at least equal to the number of anticipated vacancies.
- (c) Preparation of Slate of Candidates. The Nominating Committee shall prepare a slate of candidates listing the names of the nominees and the number of positions vacant.
- (d) Vote at Annual Meeting. . The slate of candidates shall be presented at the Annual Meeting of the members of the Association, at which time additional nominations may be made from the floor. A member making a nomination from the floor shall attest that he or she has contacted such nominee and verified that the nominee is able and willing to serve if elected. Directors shall be elected by a plurality of the votes cast at such Annual Meeting.

Section 4. Resignation and Removal. Any director may resign at any time by written notice delivered to the President, Secretary or Board of Directors of the Association at the principal office of the Association. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective. The Board may remove any director for missing three (3) consecutive meetings of the Board of Directors, by majority vote of the directors then in office.

Section 5. Vacancy. In the event of a vacancy on the Board of Directors, the vacancy may be filled by the affirmative vote of a majority of the directors remaining in office for the remainder of the unexpired term of the vacancy.

ARTICLE V
OFFICERS

Section 1. Officers. The Association shall have the following officers elected by and from among the members of its Board of Directors: a President, a Vice President, and a Secretary/Treasurer. One person may hold more than one office in the Association, except that one person may not hold both the offices of President and Secretary. The officers shall be chosen annually by the affirmative vote of a majority of the members of the Board of Directors. One or more of the officer positions of the Association may be made a moving position as established by the Board of Directors.

Section 2. Resignation and Removal; Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed from office at any time, with or without cause, by a two-thirds (2/3) vote of the directors then in office.

Section 3. Vacancy. In the event of a vacancy in any office, the vacancy may be filled by the affirmative vote of a majority of the directors remaining in office.

ARTICLE VI DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the membership of the Association and at meetings of the Board of Directors, shall have the general powers and duties usually vested in the office of the President, and shall have such other powers and duties as may be prescribed by the Board of Directors. The President shall, subject to the control of the directors, have general supervision, direction, and control of the affairs of the Association including, but not limited to, signing checks and making withdrawals from the Association's bank account.

Section 2. Vice-President. The Vice President shall have such duties and authority as the President may from time to time assign to him or her. In the absence of the President, the Vice President shall perform the duties and exercise the authority of the President, unless the Board of Directors shall otherwise provide for the assignment of such duties and authorities.

Section 3. Secretary/Treasurer. The Secretary/Treasurer shall (i) keep, or cause to be kept, a record of the proceedings of the meetings of the membership and the Board of Directors; and (ii) shall keep and maintain or cause to be kept and maintain adequate and correct accounts of the properties and financial business transactions of the Association. The Secretary/Treasurer shall also have such other powers and perform such other duties as may be presented by the Board of Directors.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting in June of each year at the principal office of the Association, or at such other time and place as may be determined by the Board of Directors. Regular meetings shall be held at least quarterly at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called for any purpose at any time by the President or by any four (4) directors. Notice of the day, time, and place of any special meeting shall be communicated by any reasonable means to the directors at least forty-eight (48) hours prior to the meeting. All special meetings shall take place at the principal office of the Association unless another location is selected by the President. Notice of a special meeting may be waived by either filing with the minutes of the meeting a written waiver signed by the director(s) entitled to notice, or by such director(s) attendance at and participation in such meeting without objection.

Section 3. Meeting by Telephone. Any or all directors may participate in any regular or special meeting by telephone, provided that all participating directors can simultaneously hear each other at all times during the meeting. A director participating by telephone shall be deemed for all purposes to be present in person at the meeting at all times during which such director is in simultaneous contact with every other director participating in the meeting.

Section 4. Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the directors consent in writing and if such action is approved by the affirmative vote of a majority of the directors. The action must be evidenced by a written consent, executed in one (1) or more counterparts by each director, describing the action to be taken and indicating the vote of each director for or against such action, filed with the records of the Association. Such action is effective when the last director signs the consent, or at such other date as specified in the consent.

Section 5. Quorum Requirements and Voting. The attendance of a majority of the directors in office shall constitute a quorum for the transaction of business. Except as may be otherwise required by law or these Bylaws, action on a matter is approved if the number of votes cast in favor of the action exceeds the number of votes cast against the action.

ARTICLE VIII COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Creation of Committees. The President may establish such committees (including but not limited to a By-Laws Nomination. Special Projects Finance and Banquet committees) as he or she deems necessary and appropriate for the conduct of the business and affairs of the Association. The members of such committees may be members of the Board of Directors or other members of the Association, who shall serve at the pleasure of the President. The President shall designate a chairman for each such committee.

Section 2. Limitation of Authority. Each committee shall have the powers and authority delegated to it by the President, provided that no committee shall be empowered or authorized to do any of the following: (a) elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; (b) adopt, amend, or repeal the Charter or these bylaws; (c) dissolve the Association; (d) take any action

otherwise prohibited by these bylaws or by law, or expressly reserved to the Board of Directors or the members of the Association.

Section 3. Meetings of Committees. The committees of the Board of Directors shall meet on an as-needed basis, on the call of the chairman of the committee, the Board of Directors, or the President. Committees may meet and members may participate by telephone to the same extent and in the same manner as provided in these bylaws for meetings of the Board of Directors. The attendance of a majority of the members of the committee shall constitute a quorum at any committee meeting.

Section 4. Induction Committee Guidelines. The induction committee shall be charged with the responsibility of overseeing the process relating to the nomination, election, and induction of the new members of the Association at the annual induction ceremonies conducted in January of each year. In this regard, the committee shall adhere to the following guidelines:

1. No inductee will be considered who has not graduated from high school more than twenty (20) years prior to the current year.
2. The Board of Directors will make the decision on the number of nominees by year classification based on recommendations from the Induction Committee.
3. The Induction Committee will submit to each member of the Association a data sheet to be completed by the member for each recommended inductee. There shall be no limit to the number of inductees each member can nominate. No nominee will be eligible for election without the prior receipt by the Induction Committee of the data sheet for each nominee.
4. The Induction Committee, upon receipt of data sheet, will review each nominee data sheet for completeness and secure any additional nominee data needed.
5. The Induction Committee, upon receipt of satisfactory data, will submit to the membership of the Association all resumes received for the membership's voting.
6. All members must return his or her ballot to the Induction Committee prior to the date established by the Induction Committee.
7. Ballots may be cast by mail or at the membership election meeting, but not by both.
8. The induction committee of the Hall of Fame will count ballots.
9. After the results of the balloting are made known to the Inductees by the President of CBHS and the Inductees' acceptance of such election, the results will be made known to the membership of the Association.
10. Any nominee who is not selected in the year of proposal shall have his or her name automatically resubmitted for two (2) additional years as a nominee.

11. Current members should refrain from discussing a nominee for membership with the proposed nominee.

12. Members are restricted from nominating immediate family members or speaking on their behalf on election night.

13 Board members may submit nominations except for immediate family members and must refrain from endorsing or speaking for the proposed candidates.

ARTICLE IX INDEMNIFICATION

The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person against any claim made, or threatened to be made, any suit or proceeding by reason of the fact that he or she is or was a director, officer, employee or other agent of the Association, or of any other organization served by him or her in any capacity at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE X MISCELLANEOUS

Section 1. Records of Meetings. Summaries of the proceedings of all regular and other meetings of the Board of Directors shall be maintained and made available to any member of the Board of Directors.

Section 2. Inspection of Bylaws. The Association shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, which shall be open to inspection by the members of the Association or any member of the Board of Directors at all reasonable times during office hours.

ARTICLE XI
AMENDMENTS

These bylaws may be amended, repealed, or altered, in whole or in part, and additional bylaws may be adopted by 75% of the Board of Directors or two-thirds (2/3) vote of the membership attending the annual or special meeting called for such purpose.

Tim Moran

Signature

Date 9/1/14

CHRISTIAN BROTHERS HIGH SCHOOL

HALL OF FAME