BYLAWS
OF
CHRISTIAN BROHERS HIGH SCHOOL HALL OF FAME

ARTICLE I
GENERAL PROVISIONS

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

Section 2. Purpose.
The purpose of the Association is to foster a greater understanding of the Christian Brothers at Christian Brothers High School ("CBHS") and to help 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 will 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. The nominee is generally a CBHS graduate, though not mandatory.
2. The nominee commands respect and attention within his chosen field of endeavor.
3. The nominee is devoted to the aims of CBHS.
4. The nominee is willing to contribute to the betterment of CBHS.
5. The nominee was an above average student involved in co-curricular activities at CBHS.
6. The nominee possesses high moral standards to the credit of CBHS.

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

Section 3. Membership Fees and Dues.
The Board of Directors of the Association has the power and duty to establish annual dues and appropriate assessments as it deems 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/her 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 at the discretion of the Board of Directors of the Association. 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 I. Annual Meetings.
An annual meeting of the members of the Association will 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 may be determined by the Board of Directors. At the annual meeting, the President of the Association will report on the activities of the Association and the Treasurer will report on the financial condition of the Association. The members may also consider and act upon other matters as may be raised, consistent with the notice requirements of these Bylaws.

Section 2. Special Meetings.
A special meeting of the members may be called at any time by the President or 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 will state the day, hour, place, and purpose of such meeting and will 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 will 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 of the Association. The President will, upon receipt of such call or application, cause notice of such special meeting to be issued, consistent with these Bylaws.

Section 3. Notice of Meetings.
The President will cause written notice of any annual or special meetings of the members of the Association to be given by United States mail, postage prepaid, to every member of the Association at the 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 will state the day, hour, place, and purposes of the meeting.

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

Section 5. Quorum Requirements and Voting.
Two percent (2%) of the living members of the Association will constitute a quorum at any annual or special meetings 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 will 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 meetings 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 will set forth and provide an opportunity to vote for or against each proposed action. The solicitation for votes will indicate the number of responses required to meet the quorum requirements, will (except as concerns the election of Directors) state the percentage of approvals necessary to approve each matter, and will 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 will be valid only if the number of votes cast by ballot equals 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 will 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, will be ex-officio members of the Board of Directors. A separate category of Board of Directors will be known as "Board of Directors Emeritus," whose members will be non-voting members of the Board of Directors of the Association. This category of member will be held by former Board members selected by the regular Board of Directors of the Association to honor such members for their distinctive and longtime service. The immediate Past President will automatically become a member of the Board of Directors of the Association for a term of one (1) year.

Section 2. Term.
Directors will be elected by the membership for terms of three (3) years each, beginning at the close of the annual meeting at which they were elected, and continuing until their successors are duly elected and qualified.

Section 3. Method of Election.
The method of election of Directors of the Association will be as follows:

(a) Nominating Committee. The President will establish a Nominating Committee for the purpose of selecting candidates for election to the Board of Directors of the Association. The Nominating Committee will consist of no fewer than three (3) members of the Board of Directors of the Association.

(b) Meeting of Nominating Committee. The Nominating Committee will meet each year in advance of the annual meeting for the purpose of making its nominations. The Nominating Committee will 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 will nominate a number of candidates at least equal to the number of anticipated vacancies.

(c) Preparation of Slate of Candidates. The Nominating Committee will 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 will 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 will attest that he/she has contacted such nominee and verified that the nominee is able and willing to serve if elected. Directors will be elected by a majority 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 will take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation will not be necessary to make it effective. The Board of Directors of the Association may remove any Director for missing three (3) consecutive meetings of the Board of Directors of the Association, by majority vote of the Directors then in office.

Section 5. Vacancy.
In the event of a vacancy on the Board of Directors of the Association, 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 will 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/Treasurer. The officers will be chosen annually by the affirmative vote of a majority of the members of the Board of Directors of the Association. 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/Treasurer of the Association. Any such resignation will 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 will 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 will preside at all meetings of the membership of the Association and at meetings of the Board of Directors, will have the general powers and duties usually vested in the office of the President, and will have such other powers and duties as may be prescribed by the Board of Directors of the Association. The President will, 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 will have such duties and authority as the President may, from time to time, assign to him/her. In the absence of the President, the Vice President will perform the duties and exercise the authority of the President, unless the Board of Directors otherwise provides for the assignment of such duties and authorities.

Section 3. Secretary/Treasurer.
The Secretary/Treasurer will keep, or cause to be kept, a record of the proceedings of the meetings of the membership and the Board of Directors. The Secretary/Treasurer will keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and

financial business transactions of the Association. The Secretary/Treasurer may also have other powers and duties assigned by the Board of Directors of the Association.

ARTICLE VII
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual and Regular Meetings.
The Board of Directors of the Association will 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 will be held at least quarterly at such time and place as determined by the Board of Directors.

Section 2. Special Meetings.
Special meetings of the Board of Directors of the Association 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 will be communicated by any reasonable means to the Directors at least forty-eight (48) hours prior to the meeting. All special meetings will 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 Directors entitled to notice, or by such Directors attendance at and participation in such meeting without objection.

Section 3. Meeting by Telephone and Video Conference.
Any or all Directors may participate in any regular or special meetings by telephone or video conference, provided that all participating Directors can simultaneously hear each other at all times during the meeting. A Director participating by telephone or video conference will be counted present for 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 of the Association 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 will 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 committees including, but not limited to, Bylaws, Nominations, Special Projects, Finance, and Banquet, as he 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 of the Association or other members of the Association, who will serve at the pleasure of the President. The President will designate a Chairman for each committee.

Section 2. Limitation of Authority.
Each committee will have the powers and authority delegated to it by the President, provided that no committee will 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 of the Association or the members of the Association.

Section 3. Meetings of Committees.
The committees of the Board of Directors of the Association will 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 or video conference 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.
The Induction Committee will 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 each year in January. The members of the Induction Committee are as follows:

a) CBHS President
b) Appointed Ex Officio Members
c) Hall of Fame President
d) Hall of Fame Vice President
e) Hall of Fame Secretary/Treasurer
f) Four (4) At Large Hall of Fame Directors
g) Hall of Fame Immediate Past President
h) CBHS Alumni Board President (non-voting)
i) CBHS Director of Advancement (non-voting)

ARTICLE IX
NOMINATIONS AND ELECTION

Section 1. Guidelines.
The Induction Committee will adhere to the following guidelines when considering prospective members for the Association:

a) The Induction Committee will submit to each member of the Association a Nomination Form to be completed by the member for each nominee he/she wishes to recommend. There is no limit to the number of nominees each member may submit.

b) Nominations may be submitted by a.) members of the CBHS Hall of Fame, b.) the Induction Committee, c.) any CBHS Alumni, d.) CBHS faculty and staff with four (4) or more years of service to the school.

c) To be eligible for induction, the Induction Committee must be in receipt of a Nomination Form for each nominee.

d) To be eligible for induction, the nominee must be out of high school for twenty (20) years or more.

e) Members may not nominate immediate family members or speak on their behalf on election night.

f) Board members may submit nominations, except for immediate family members, and must refrain from endorsing or speaking for their nominee on election night.

g) Any nominee on the ballot who is not elected in the first year will have his/her name automatically resubmitted for the next two (2) consecutive years, if not elected.

Section 2. Nominations.

1. All members must return their Nomination Form, including any letters of recommendation or additional information, to the Induction Committee prior to the date established by the Induction Committee.

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

3. The Induction Committee, upon receipt of the Nomination Form, will review each form's completeness, review each form for adherence to the Guidelines established in Section 1, Article IX, the general requirements outlined in Section 1, Article II; and request any additional nominee data needed.

4. The Board of Directors of the Association will make the decision on the number of nominees by year classification based on recommendations from the Induction Committee.

5. Upon satisfactory review of the Nomination Form, the Induction Committee will establish the ballot of eligible candidates for consideration by the membership.

Section 3. Election.

1. The Induction Committee will submit to each member the approved ballot, along with a summary of the nominee's qualifications.

2. The Induction Committee will set the date of the "Election Night" and administer the Election Night proceedings.

3. Ballots may be cast by mail or on Election Night, but not by both. Any ballot submitted by mail must be received no later than the date established by the Induction Committee.

4. New members will be determined by a combination of the following and weighted accordingly:

    i. **Membership Vote**: the top vote recipient receives 50 points; the 2nd receives 45 points; the 3rd receives 40 points; the 4th receives 35 points; the 5th receives 30 points; the 6th receives 25 points, and the remainder receives 0 points. If there are fewer than six (6) candidates, the points will be assigned as outlined above. In the event of a tie, both candidates will receive the points attributed to their rank (i.e., both candidates will receive 40 points if tied for 3rd place in membership vote).

    ii. **Induction Committee Allocation**: A candidate is eligible to receive a total of 45 points from the Induction Committee Allocation process. Based on all information available to the Induction Committee, quantitative and qualitative considerations will be given to each nominee's accomplishments and the nominee will be awarded up to 15 points for each category below.

        a) **Time:** Involvement with or in CBHS or the greater community post-graduation.

        b) **Talent:** Key accomplishments and contributions: exceled during his/her time at CBHS; achieved success and distinction in his/her career; professional designations and accomplishments; general philanthropic activities.

        c) **Treasure:** Representing past history of financial support to CBHS. It should be noted this is not a "total dollar volume donated to the school" metric. This is a metric of continued, sustained support over the years. By example, the onetime $1 million donor and the donor that has donated $50 a year for 20 years will be considered equally.

iii. **Special Dispensation**: reserved for the occasion of an individual who has achieved extraordinary success but may not meet the prior point criteria. By example, an alumnus who has had no real involvement with the school since graduation but achieved the Nobel Peace Prize or some other rare achievement.

5. Nominees must achieve a score of 70 points to be considered for Induction.

6. Induction Committee Allocation process will be scored by the voting members of the Induction Committee, with input from the CBHS Alumni Board President and the CBHS Director of Advancement.

7. Any voting member of the Induction Committee must recuse himself/herself from the Induction Allocation Process prior to considering a nominee who is a family member or whom he nominated.

8. Final determination of election will be pursuant to a two-thirds (2/3) approval by the voting members of the Induction Committee. The voting members are:

    a) CBHS President
    b) Appointed Ex Officio Members
    c) Hall of Fame President
    d) Hall of Fame Vice President
    e) Hall of Fame Secretary/Treasurer
    f) Four (4) At Large Hall of Fame Directors
    g) Hall of Fame Immediate Past President

After the President of CBHS has notified the Inductees of their election and the Inductees have accepted, the results will be made known to the membership of the Association.

ARTICLE X
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 XI
MISCELLANEOUS

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

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 of the Association at all reasonable times during office hours.

ARTICLE XII
AMENDMENTS

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

Christian Brothers High School
Hall of Fame Board of Directors

By: _____

Name: Sam L. Possi, Jr

Its: President

Date: 10-25-22

Christian Brothers High School

By: Brother David Poos, FSC

Name: Brother David Poos, FSC

Its: President

Date: 10-25-22

Updated September 13, 2022