

FIRST AMENDMENT AND RESTATEMENT OF
THE BYLAWS OF THE ST. MARY'S HIGH SCHOOL
ALUMNI ASSOCIATION, INC.

ARTICLE I
NAME AND OFFICE

1. The name of the Corporation is St. Mary's High School Alumni Association, Inc. The principal office of the Corporation is 4701 South Grand Boulevard, St. Louis, Missouri 63111.

ARTICLE II
DEFINITIONS

2. As used in these Bylaws, the following terms shall be defined as follows:

“Corporation” shall refer to St. Mary's High School Alumni Association, Inc., a non-profit corporation organized under Section 355 of the Revised Statutes of Missouri.

“School” / “St. Mary's” shall refer to St. Mary's High School.

“Board” shall refer to the Board of Directors of St. Mary's High School Alumni Association, Inc.

“Member” shall refer to members of St. Mary's High School Alumni Association, Inc.

ARTICLE III
PURPOSE AND RESTRICTIONS

The purposes and restrictions of this Corporation are:

3.1. To promote and preserve a close relationship between the alumni and the St. Mary's community;

3.2. To promote and preserve communication, socialization and unity among the alumni;

3.3. To encourage enrollment at St. Mary's;

3.4. To promote good relations between St. Mary's and the community at large.

3.5. To support the Marianist Mission at the St. Mary's family; and

3.6. To provide a source of input, financial assistance and support in the continued growth of St. Mary's.

3.7. The Corporation shall not participate in any political activity or attempt to influence legislation.

3.8. The Corporation shall not be financially accountable to any other entity or person.

3.9. The Corporation shall not borrow or lend money.

ARTICLE IV MEMBERSHIP

4.1. Membership in the Corporation may be regular or honorary.

4.2. Regular membership is available to any graduate of St. Mary's High School or any former student who attended St. Mary's High School for at least one year and left in good standing.

4.3. Honorary membership may be conferred with the approval of the Board upon persons displaying an interest in this Association and who have been of special service to the School.

4.4. The Corporation may assess dues if deemed appropriate by the Board.

4.5. Members may serve as members of Committees established by the Board to further the purposes of the Corporation.

ARTICLE V BOARD OF DIRECTORS

5.1. Management. The affairs of the Corporation shall be governed by the Board. The Board shall consist of not fewer than fifteen (15) persons selected by the Board from persons listed on a ballot nominated (i) by a Nominating/Bylaws Committee of the Board, or (ii) by Members of the Corporation, in addition to any *ex officio* Directors which may be provided for in these Bylaws or the Articles of Incorporation.

5.2. Term and Election of Directors. Except for the *ex officio* Directors, each Director shall be elected for a term of three (3) years at a meeting of the Board. One-third (1/3) of the Board shall be elected each year. The election shall take place in the Annual Meeting in February of each year, and the newly elected Directors shall take office in the April meeting. Vacancies occurring on the Board, including vacancies due to an increase

in the number of Directors, may be filled by the Directors then in office. Any Director may succeed himself indefinitely; *provided, however*, Directors completing the third year of their terms shall not be eligible to vote in the election.

5.3. Compensation and Expenses. No Director shall be entitled to compensation for his attendance at any meeting of the Board or of any committee. The Directors may receive reimbursement for reasonable expenses incurred in attending meetings and in rendering services to the Corporation in the administration of its affairs as the Board may hereafter establish or authorize.

5.4. Ex Officio Directors. The President of the School and the School Director of Advancement are *ex officio*, voting, members of the Board. The School Director of Constituent Relations is an *ex officio*, non-voting, member of the Board.

5.5. Telephone Conference. Members of the Board, or of any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

5.6. Action without meeting. Any action which is required to be or may be taken at a meeting of the Directors, or of any committee of the Directors may be taken without a meeting if consents in writing or by e-mail, setting forth the action so taken, are signed by all of the members of the Board or of the committee, as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board or of the committee, as the case may be.

5.7. Standing Committees. The Board shall establish an Executive Committee comprised of the President, Vice-President, Secretary, and the Treasurer. The Executive Committee shall set the direction of the Board, and shall meet at least prior to the Annual Meeting and each regular meeting of the Board. In addition, the Board shall establish a Nominating /By-Laws Committee and the President shall appoint the members.

5.8. Other Committees. The President and/or the Board may establish other *Ad Hoc* or Task committees from time to time, by resolution adopted by a majority of the Directors in office under such terms and with such powers as shall be specified in the resolution. The committees may make recommendations to the Board, a committee of the Board, or the President of the School. The committees shall perform such other functions as requested, but shall not be empowered to act on behalf of the Board.

ARTICLE VI MEETINGS

6.1. Annual meeting. The annual meeting of the Corporation shall be held on the third Thursday of February of each year, or such other date as the Board may provide. The annual meeting shall be held for the purpose of electing Officers and Directors and transacting such other business as may come before the meeting. The Corporation shall give notice to Directors, and to the Members in good standing, of the date, time, and place of the meeting and the description of the matters to be considered at the meeting.

6.2. Regular meeting. Regular meetings shall be held on the third Thursday in each August, October, February and April, and on the first Thursday in December of each year, or such other dates as the Board may provide.

6.3. Special meeting. Special meetings shall be held on not less than five (5) days prior thereto by written notice (i) delivered personally or (ii) by e-mail or (iii) by or (iv) by mail to each Director at such Director's business or home address or e-mail address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, postage prepaid. Special meetings may be called by, or at the request of, the President, or in the President's absence, by the Vice President or by any two Directors.

6.4. Notice. Notice of any annual or special meeting shall be given at least five (5) days prior thereto by written notice (i) delivered personally, (ii) by e-mail, or (iii) by courier, or (iv) by mail to each Director at such Director's business or home address or e-mail address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting.

6.5. Quorum. Eight (8) Directors, including voting ex-officio Directors, shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board unless a greater number is required under the Articles of Incorporation or any applicable laws of the State of Missouri.

ARTICLE VII OFFICERS

7.1. Number and Election. The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, all of which must be a member of the Board of Directors. The Board may also elect one or more additional Vice Presidents, Assistant Secretaries or Assistant Treasurers. All Officers shall be elected at the Annual Meeting of the Board by a majority of those Board members present including newly-elected members, and said Officers shall hold office at the pleasure of the Board for a term of two (2) years or until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term.

Any two or more offices, except the offices of President and Vice President or President and Secretary, may be held by the same person.

7.2. President. The President shall be the chief executive Officer, of the Corporation. The President shall preside at all meetings of the Board, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, the President shall perform all such other duties incident to the office of President and chief executive Officer and such other duties as may from time to time be prescribed by the Board.

7.3. Vice President. The Vice President shall act as chief executive Officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the Board. The Vice-President shall serve as the chairman of the Nominating/By-Laws Committee.

7.4. Secretary. The Secretary shall record and preserve the minutes of the meetings of the Board and all committees of the Board, shall cause notices of all meetings of the Board and committees to be given, and certify that a meeting quorum was achieved. In addition the Secretary shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board or by the President. The Assistant Secretary shall assist the Secretary as requested, and shall act in the absence of the Secretary.

7.5. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, shall deposit such funds in such bank or banks as the Board may from time to time determine, and shall make reports to the Board as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial

transactions of the Corporation that reports of such transactions are presented promptly to the Board, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board or the President may from time to time determine. The Assistant Treasurer shall assist the Treasurer as requested, and shall act in the absence of the Treasurer.

7.6. Removal and Resignation. Any Officer may be removed, with or without cause, by the vote of a majority of the entire Board at any meeting of the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VIII AMENDMENT

8.1. Amendment. These Bylaws may be amended, repealed, or restated by two-thirds (2/3) majority vote of the entire Board and with the approval of the President of the School.

ARTICLE IX DISSOLUTION

9.1. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to the School, if then existing. If the School does not exist, the Corporation shall dispose all of the remaining assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of the City of St. Louis, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.