

SAINT FRANCIS XAVIER ALUMNAE ASSOCIATION
Amended and Restated Bylaws
March, 2010

ARTICLE I
NAME, PURPOSES, POWERS

Section 1. Name. The name of the association shall be the Saint Francis Xavier Alumnae Association (the "Association").

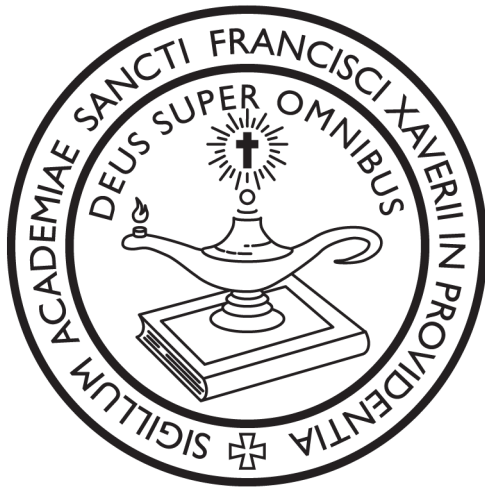
Section 2. Purposes.

The Association is organized for the following purposes:

- (a) to establish an organized body to represent graduates of Saint Francis Xavier Academy, formerly located in Providence, Rhode Island and Saint Xavier Academy, formerly located in Coventry, Rhode Island
- (b) to promote unity and good fellowship among the members of the Association
- (c) to award annual Scholarship(s)
- (d) to honor the 50 year classes on Homecoming Sunday

Section 3. Powers.

The Association shall have the power, either directly or indirectly, alone or in conjunction and/or cooperation with others, to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Association is organized. Notwithstanding the foregoing, the Association shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law or (b) by a corporation, the contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding provision of any future United States internal revenue law. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate or intervene in any political campaign on behalf of any candidate for public office.



ARTICLE I
NAME, PURPOSES, POWERS (continued)

Section 4. Nonprofit Status

The Association is not organized for profit and no part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member. On dissolution of the Association, any funds remaining after paying or making provision for the payment of all of the liabilities of the Association, shall be distributed to one or more charitable, educational, scientific or philanthropic organizations qualifying as an exempt organization under Section 501 (c) 3 of the Internal Revenue Code, as may be selected by the Executive Board.

ARTICLE II

OFFICES

Section 1. Principal Office and Post Office Box.

The principal office of the Association shall be located at the residence of the current President. The Association may have such other offices or places of business, either within or without the State of Rhode Island, as the business of the Association may require and as the Executive Board may, from time to time, establish. The Association also shall maintain a United States Post Office box.

ARTICLE III
EXECUTIVE BOARD AND ELECTIONS

Section 1. Executive Board.

The Executive Board of the Association shall consist of (a) a President; (b) a Vice President; (c) a Treasurer; (d) a Recording Secretary; (e) a Membership Secretary; (f) a Corresponding Secretary; (g) a Publicist; (h) the immediate past-president of the Association; (i) the members of the Board; and (j) past presidents of the Advisory Committee.

Section 2. Officers.

The officers of the Executive Board shall consist of the following members: (a) the President; (b) the Vice President; (c) the Treasurer; (d) the Recording Secretary; (e) the Membership Secretary; (f) the Corresponding Secretary; and (g) the Publicist. No person may be elected to hold more than one of the foregoing offices at the same time.

ARTICLE III
EXECUTIVE BOARD AND ELECTIONS (continued)

Section 3. Unexcused Absences. The unexcused absence of any member of the Executive Board from more than three (3) consecutive meetings of the Executive Board shall be considered to be the equivalent of resignation from the Executive Board and any office held thereon.

Section 4. Election and Term of Office. Officers shall be elected for a biennial term by the members of the Association at every other annual meeting of the members. Each officer shall hold office until a successor shall have been duly elected, or until such time as death, resignation, or removal has occurred. In the event that any of the above-mentioned circumstances occur, the President must appoint a pro tem from the Past President Advisory Committee. No officer shall be elected to the same office for more than one (1) consecutive term of two (2) years, with the exception of the office of Treasurer and Membership Secretary.

Section 5. President. The President shall be the principal executive officer and spokeswoman of the Association and shall promote the financial interests and spiritual welfare of the Association. It shall be her duty to preserve membership and stimulate progress. Subject to the direction and under the supervision of the Executive Board, the President shall have general charge of the business affairs and property of the Association. The President also shall notify the members of the Association of the annual meeting in accordance with the provisions of these Bylaws, unless such notice is delegated by vote of the Executive Board to one or more chairpersons of the Homecoming Committee.

The President shall preside at all meetings of the Association and the Executive Board. The President shall be the chairperson of the Advisory Committee for a two (2) year term following the expiration of her term as President and shall also be a member ex-officio of all committees of the Association. The President shall execute, on behalf of the Association, any bonds, contracts, or other instruments which the Executive Board has authorized to be executed, and shall have the authority to delegate such power of execution and signing to one or more members of the Executive Board, except in cases where the signing and execution or delegation to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of president and such other duties as may be assigned to the President by these Bylaws or by the Executive Board.

ARTICLE III
EXECUTIVE BOARD AND ELECTIONS (continued)

No person shall be nominated for the office of President unless she previously has served as Vice President of the Executive Board, except as provided in Section 6 of this Article III.

Section 6. Vice President.

In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall perform such other duties as, from time to time, may be assigned to the Vice President by the President or by the Executive Board. If the Vice President is unable or unwilling to serve as President, the Executive Board shall nominate one of the remaining officers of the Executive Board to the office of President.

Section 7. Treasurer.

The Treasurer shall (a) have charge and custody of, and be responsible for all funds of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever; (c) deposit all such monies in the name of the Association in such banks or other depositories as shall be designated by the Executive Board; (d) make disbursements only in the form of a check and only if such disbursements shall have been approved in advance by the President; (e) provide a complete treasurer's report at each meeting of the Executive Board; (f) provide a financial report to the Association at the annual meeting; (g) submit such reports to auditors selected by the Executive Board for review every other year and thereafter submit such auditor's report to the President; (h) provide a copy of all reports to the President and the Recording Secretary; and (i) in general, perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to the Treasurer by the President or by the Executive Board.

Section 8. Recording Secretary.

The Recording Secretary shall: (a) keep the minutes of the meetings of the Executive Board and the Association in one or more books provided for that purpose; (b) provide a complete report of affairs of the Association at the annual meeting; (c) provide a complete report at each meeting of the Executive Board of the minutes of the prior meeting; (d) provide a copy of all minutes and other reports to the President; and (e) in general, perform all duties incident to the office of the Recording Secretary and such other duties as from time to time may be assigned to the Recording Secretary by the President or by the Executive Board.

ARTICLE III
EXECUTIVE BOARD AND ELECTIONS (continued)

Section 9. Membership Secretary.

The Membership Secretary shall assist the Treasurer in the performance of the Treasurer's duties, keep a record of all dues paying members of the Association, and provide a complete report at the meetings of the Executive Board and Homecoming.

Section 10. Corresponding Secretary.

The Corresponding Secretary shall have charge of the official and "sunshine" correspondence of the Association and shall give notice of Executive Board meetings, in accordance with the provisions of Section 17 of this Article. The Corresponding Secretary also shall provide a complete report on any official correspondence and related matters of the Association at each meeting of the Executive Board and at the annual meeting.

Section 11. Publicist.

The Publicist shall notify the media, including without limitation, newspapers, radio stations, and cable access stations of upcoming activities and events of the Association. It also shall be her duty to provide a complete report on the publicity efforts of the Association at each meeting of the Executive Board.

Section 12. Advisory Committee.

The Advisory Committee shall consist of all past Presidents of the Association who may wish to act as liaisons between the Executive Board and the Association and shall, as may be necessary, in the judgment of the Executive Board, advise and assist the members of the Executive Board in the performance of their duties. The Advisory Committee shall have full voting rights.

Section 13. Alumnae Board Members.

The Alumnae Board members shall be responsible for such duties as shall be required by the Executive Board.

Section 14. Regular Meetings.

Regular meetings of the Executive Board shall be held as necessary during the months of January through December. The purpose of regular meetings is to plan the programs and events of the Association through the end of the fiscal year.

Section 15. Special Meetings. Special meetings of the Executive Board, for any purpose or purposes, may be called by the President and shall be called by the President, at the request of two-thirds (2/3) of the members of the Executive Board.

ARTICLE III
EXECUTIVE BOARD AND ELECTIONS (continued)

Section 16. Place of Meetings.

The Executive Board may designate any place as the place of meeting for any regular or special meeting. If no designation is made, the place of the meeting shall be the principal office of the Association as stated in Article II, Section 1.

Section 17. Notice of Meetings.

The Corresponding Secretary shall give notice, stating the place, day, and hour of any regular meeting or any special meeting, the purpose(s) for which the meeting is being called; and shall, unless otherwise prescribed by these Bylaws, deliver such notice not less than seven (7) nor more than fifteen (15) days before the date of the meeting, either personally, by mail, e-mail, or at the direction of the President or the persons calling the meeting. Such notice shall be sent to each member of record entitled to vote. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail and addressed to the member at the address which appears on the records of the Association, with postage prepaid thereon.

Section 18. Quorum.

Ten (10) members of the Executive Board, entitled to vote and personally present, shall constitute a quorum at a regular or special meeting of members. The affirmative vote of a majority of the quorum present at any meeting shall be necessary for action with respect to the matter voted upon.

Section 19. Voting.

Except as hereinafter provided, only members of the Executive Board shall be entitled to vote at Executive Board meetings and/or special meetings. Each member of the Executive Board shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members.

Section 20. Removal.

Any officer or other Executive Board Member may be removed, by a vote of a majority of the Executive Board, at any regular or special meeting of the Executive Board, upon prior written notice thereof by the Corresponding Secretary to the affected member of the Executive Board. Any member who has violated Article I Section 3 will be automatically removed from the Executive Board. Any member of the Executive Board also may be removed by a vote of a majority of the members of the Association at a special meeting called for that purpose, whenever in their judgment, the best interest of the Association will be served thereby.

ARTICLE III
EXECUTIVE BOARD AND ELECTIONS (continued)

Section 21. Resignations.

Any officer or member of the Executive Board may resign at any time by giving written notice thereof to the President or the Recording Secretary. The resignation shall take effect at the time specified in such notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 22. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled according to Article III Section 4.

Section 23. Duties of Officers.

Within one (1) month after the expiration of her term of office on the Executive Board, each outgoing officer shall deliver to her successor all property of the Association in her possession. A meeting of the outgoing and incoming officers shall be held at a time and place specified by the Executive Board to deliver such property and to assist incoming officers in the assumption and performance of their duties on the Executive Board.

ARTICLE IV

MEMBERS

Section 1. Membership.

Any woman who has been awarded a diploma from St. Francis Xavier Academy or St. Xavier Academy and who has not violated Article I Section 3 is eligible for membership in the Association and on the Executive Board and upon the payment of annual dues, pursuant to Article V of these Bylaws, shall become a member in good standing of the Association.

Section 2. Cancellation of Membership.

The membership of any member shall be cancelled automatically if such member shall not have paid annual dues as provided in Article V hereof.

ARTICLE IV
EXECUTIVE BOARD AND ELECTIONS (continued)

Section 3. Annual Meeting.

The annual meeting of the members of the Association, which shall be held on Homecoming Sunday, shall be at a date, time, and location as determined by the Executive Board. Such annual meeting shall be held for the transaction of business as may come before the meeting. Election of officers to serve on the Executive board shall occur at every other annual meeting. If, for any reason, the biennial election of officers to the Executive Board shall not be held on Homecoming Sunday, the Executive Board shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 4. Data Bases.

The membership data bases are the sole property of the Association and shall not be distributed or sold to any other entities.

ARTICLE V
DUES

Section 1. Dues.

The amount of the annual dues to be paid by the members of the Association shall be discussed annually by the Executive Board and any proposed increase or decrease thereof shall be voted upon at Homecoming. In no case shall such annual dues be less than \$10.00. Annual dues shall be due and payable no later than a date which shall be determined by the Executive Board.

Section 2. Failure to Pay.

Any member who fails to pay dues by the date established in Section 1 of this Article V shall be disqualified from voting at any meeting of the Executive Board or at any annual Homecoming or special meeting of the Association. No disqualified member may attend meetings of the Executive Board of the Association or hold any office in the Association after such disqualification. Any disqualified member may be reinstated to the full privilege of membership upon payment in full of the dues owing for the current year.

ARTICLE VI
COMMITTEES

Section 1. Ad Hoc Committees.

The Executive Board shall designate and appoint by vote ad hoc committees to advise the Executive Board on issues such as nominations for offices, public relations, fundraising, program evaluation, or any other issues that the Executive Board identifies. Each ad hoc committee shall consist of two (2) or more members of the Executive Board. The Executive Board shall have the power, at any time, to change the membership of any ad hoc committee, to fill vacancies in it or to discharge it.

Section 2. Chairwoman.

The President shall designate and appoint one (1) member of each ad hoc committee to serve as chairwoman of the committee. The chairwoman must provide a written report to the President, of all business transacted by such ad hoc committee, at the meeting of the Executive Board, following the transaction of business by such ad hoc committee.

Section 3. Resignations.

The unexcused absence of an ad hoc committee member from three (3) consecutive meetings, of said committee, shall be considered the equivalent to resignation from the ad hoc committee.

ARTICLE VII
CONTRACTS, LOANS, CHECKS, DEPOSITS, AND EXPENSES

Section 1. Contracts.

Subject to Article III, Section 5 of these Bylaws, the Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument, in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority shall be confined to specific instances.

ARTICLE VII
CONTRACTS, LOANS, CHECKS, DEPOSITS, AND EXPENSES (continued)

Section 3. Checks, Drafts or other Similar Orders.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer and/or the President of the Association and in such manner as shall, from time to time, be determined by the Executive Board.

Section 4. Deposits.

All funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the Association in such banks or other depositories, as the Executive Board may select.

Section 5. Expenses.

Expenses incurred by an officer of the Executive Board or other person designated by the Executive Board, on behalf of the Association, may be reimbursed to such officer, provided that such officer was authorized to incur such expense or such expense is ratified by the Board, and provided further, that an itemized bill and any supporting documentation evidencing such expense is presented to the Treasurer or the President before the end of the Association's fiscal year.

ARTICLE VIII
INDEMNIFICATION

The Association shall, to the extent legally permissible and only to the extent that the status of the Association as an association exempt under Section 501 (c) (3) of the Internal Revenue Code, as amended, is not affected thereby, indemnify persons against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding. The Executive Board may authorize the purchase and maintenance of insurance on behalf of any person who is or was an officer, agent or member of the Association against any liability asserted against such person and incurred by such person in any capacity or arising out of his or her status as such, but such insurance shall only cover such person to the extent such person purports to act on behalf of the Association.

ARTICLE IX
SCHOLARSHIP FUND, SCHOLARSHIP APPLICATIONS,
OPERATING FUND,
ANNUAL ASSOCIATION ACTIVITIES, AND
RECORDS INSPECTION

Section 1. Scholarship Fund.

The Association shall solicit annual contributions from the members of the Association for the St. Francis Xavier Alumnae Association Scholarship Fund. Such contributions shall be deposited by the Treasurer in an interest-bearing account in a financial institution acceptable to the Executive Board. The aggregate amount collected through the second Wednesday of October of such year shall be determined by the Treasurer and reported to the Executive Board at the October meeting.

The amount and number of scholarship(s) shall be determined annually by the Executive Board prior to Homecoming Sunday.

Section 2. Scholarship Applications

Scholarship Applications shall be available to up-to-date dues paying members of the Association. Applications shall be for the benefit of a child, grandchild, niece, nephew, and/or foster child of such members. The scholarship(s) shall be awarded on Homecoming Sunday.

The Scholarship application shall be based on need, merit, current attendance at a Catholic high school, and fulfillment of application criteria as shall be determined by the Executive Board. The applications shall be evaluated by an impartial selection committee of three persons who are not graduates of St. Francis Xavier Academy in order to ensure unbiased selection of Scholarship Award(s). Each selection committee member shall hold a degree from an accredited institution of higher education.

Section 3. Operating Fund.

All dues collected shall be used for operating expenses of the Association and may be used for the following purposes: security or reservation deposits for Association events, official mailings and other correspondence of the Association, receptions, officer installation ceremony, rental charges for the post office box, and any other events or programs deemed necessary, proper or convenient, by the Executive Board.

ARTICLE IX
SCHOLARSHIP FUND, OPERATING FUND,
ANNUAL ASSOCIATION ACTIVITIES, AND
RECORDS INSPECTION (continued)

Section 3. Annual Association Activities.

In addition to the Scholarship Fund solicitation referred to in Article IX, Section 1, hereof, the Association shall engage annually in the following activities, and other activities as may be determined from time to time by the Executive Board:

- a. All current dues paying members of the Association shall be invited to **Homecoming Sunday**, at which time, Scholarships shall be awarded. The number and amount of Scholarship(s) shall be determined by the proceeds of the Scholarship Fund, net proceeds from the previous Homecoming Sunday, and funds remaining after operating expenses.
- b. A **Requiem Mass for Living and Deceased Members of the Association** shall be offered in November on a date selected by the Executive Board, followed by a luncheon for all members of the Association. No funds of the Association may be used to pay any expenses of the luncheon.
- c. A **Christmas Party** shall be held in December on a date selected by the Executive Board for the members of the Executive Board and Class Representatives of the reunion years. No funds of the Association may be used to pay any expenses of the Christmas Party. Donations from attendees at this event shall be given to a charitable organization, determined prior to the party by the Executive Board.

Section 4. Records Inspection.

The original copies of the Bylaws, data bases, records of all meetings of the Executive Board, the Association or any ad hoc committee appointed pursuant to Article VI of these Bylaws, and the records which contain the names and addresses of all members, shall be kept at the principal office of the Association. They shall be available at all reasonable times for the inspection by any member for any proper purpose, which is in the interest of the member, relative to the affairs of the Association.

ARTICLE X
GENERAL PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Association shall end on June 30th of each year.

Section 2. Parliamentary Authority.

The parliamentary authority shall be Robert's Rules of Order to the extent that they are applicable and are not inconsistent with these Bylaws.

Section 3. Waiver of Notice.

Whenever any notice is required to be given to any person under the provisions of these Bylaws or under the provisions of applicable law, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person 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 Executive Board or the members of the Association need be specified in any written waiver of notice of such meeting.

Section 4. Severability.

If any provision of these Bylaws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by vote of a majority of the members of the Association present at any Homecoming or special meeting of the members (provided that the notice of such meeting states or summarizes the proposed amendments to the Bylaws) and/or by a ballot sent to members to be returned to the Association via mail.

* These Bylaws have been amended and restated as of March, 2010

ALMA MATER

HAIL, ALMA MATER, UNTO THEE
SING WE NOW IN LOYALTY,
OUR SONG OF PRAISE SWEET NOTES RESOUND
ECHOING OUR LOVE PROFOUND.
DOWN THROUGH THE AGES MAY OUR SONG
IN EVERY HEART THY LOVE PROLONG.
TO LINGER THERE AND LEAD US ON,
ON TO GOD AND VICTORY.

HAIL, ALMA MATER, AT THY NAME
LOYAL HEARTS ARE NOW AFLAME.
THROUGH ALL OUR DAYS AT S.X.A.
THOU HAS BEEN OUR GUIDE AND STAY.
OH, WHEN OUR DREAMS ARE REALIZED,
DREAMS THAT YOUTH SO DEARLY PRIZED,
THEN STILL WE CLING TO S.X.A.
SCHOOL THAT STOLE OUR HEARTS AWAY.

