

**NORTHFIELD MOUNT HERMON ALUMNI ASSOCIATION  
BYLAWS**

THESE BYLAWS of the Northfield Mount Hermon Alumni Association (“Association”) are made for the purpose of regulating the Association’s affairs. As set forth in the Constitution and these bylaws, the management of the Association is vested in the Alumni Council (“Council”).

**ARTICLE I  
MEMBERSHIP**

1.01. Voting Members.

The Association’s voting members shall include all former students of the Northfield Mount Hermon School (“School”), including the Northfield Seminary, the Northfield School for Girls, the Mount Hermon School for Boys, and the Northfield and Mount Hermon Schools. Each voting member shall have the right to vote on any matter duly presented for vote to the Association’s members.

1.02. Non-Voting Members.

The Association shall have two classes of non-voting members: (1) Associate Members; and (2) Honorary Members.

(a) Associate Members.

Unless he or she qualifies as a voting member, each of the following individuals is an associate member: (i) any individual who serves or has served as a member of the School’s Board of Trustees; and (ii) any individual who formerly was a member of the School’s faculty or staff.

(b) Honorary Members.

The Council may designate one or more individuals as honorary members; provided that such individuals do not otherwise qualify as voting members or associate members.

**ARTICLE II  
OFFICERS**

2.01. Officers.

The Association’s officers shall be a President, Vice President, and Secretary.

2.02. President.

The President is responsible for the affairs of the Association and shall have such duties as may be assigned to him or her by the Council and the Executive Committee. The President shall preside at each meeting of the Association, Council, and Executive Committee; provided, however, that the President may delegate any officer or committee chair to preside at one or more meetings of the Council. In accordance with the School’s governing instruments, the President shall serve as an ex officio member of the School’s Board of Trustees. Except as the Executive Committee otherwise may provide, the President and the Vice President jointly shall execute any contract or other legal document on behalf of the Association.

2.03. Vice President.

The Vice President shall serve as the chair of the Nominating Committee and shall preside at its meetings. In addition, the Vice President shall monitor and report to the Executive Committee the status of all standing and ad hoc committees, and the Vice President shall have such duties as may be assigned to him or her by the President.

2.04. Secretary.

The Secretary shall have charge of the Association's books, documents, and papers as the Executive Committee shall designate. The Secretary shall attend and keep minutes of all meetings of the Association and the Council.

2.05. Nomination of Officers.

The Nominating Committee may nominate an individual to serve as an officer of the Association.

2.06. Election of Officers.

By a majority vote of the voting members present during the Association's annual meeting, the Association's voting members shall elect each of the officers. The election of an individual to serve as an officer of the Association shall not create any contract rights in favor of such individual.

2.07. Terms of Office.

The President and Secretary shall serve for staggered three-year terms, which shall commence on the day following the Association's Annual Meeting. The Vice President shall serve for a two-year term, which shall commence on the day following the Association's Annual Meeting. An individual shall not serve for more than two consecutive terms in the same office.

2.08. Resignation.

An officer (other than the President) may resign by delivering his or her written resignation to the President. The President may resign by delivering his or her written resignation to the Vice President. An officer may deliver his or her resignation in person or by mail, facsimile transmission, or e-mail.

2.09. Removal.

The Executive Committee, by a two-thirds majority vote of its members, may remove any officer at any time for any reason (with or without cause). At least 30 days prior to any proposed removal of an officer, the Secretary shall provide written notice of the proposed removal to the members of the Executive Committee and the other members of the Council.

2.10. Vacancies.

If an office of the President, Vice President, or Secretary becomes vacant for any reason, then the Nominating Committee may nominate an individual to fill the vacancy. The Executive Committee may elect such nominee to fill the vacancy for the unexpired term of the office. For purposes of determining the majority of members of the Nominating Committee or the Executive Committee in connection with its role in filling of a vacancy under this Section 2.10, any vacancies in the committee shall be disregarded. This Section 2.10 governs only the filling of a vacancy in the office of the President, Vice President, or Secretary; Section 4.17 governs the filling of any vacancy in the position of a committee chair or other committee member.

**ARTICLE III  
ALUMNI COUNCIL**

3.01. Members.

The Council shall be composed of the following individuals: the President; the Vice President; the Secretary; the members of the Area Associations Committee; the members of the Awards Committee; the members of the Annual Fund Committee; the members of the Diversity Committee; the members of the Nominating Committee; the members of the Reunion Advisory Committee; the members of the Strategic Planning Committee; and the members of the Young Alumni Committee; and the School's alumni director.

3.02. Meetings.

The Council shall hold at least one meeting during each calendar year. At least 30 days before any meeting (but not more than 90 days before such meeting), the Secretary shall provide notice of the meeting to the Council's members.

3.03. Place of Meetings.

Except as the Council may otherwise designate, the place of any meeting shall be located on the School's campus.

3.04. Notice of Meetings.

The Secretary shall cause written notice of any annual or special meeting of the Council to be delivered (in person, by mail, or electronically) not less than five nor more than 60 days before the date of the meeting, to each of the members of the Council. The notice shall specify the place, day, and hour of such meeting.

3.05. Notice of Adjourned Meeting.

If any meeting of the Council is adjourned to a different date, time, or place, then notice need not be given of the new date, time, and place, so long as the new date, time, and place is announced at the meeting before adjournment.

3.06. Waiver of Notice.

A Council member may waive notice of any meeting before and after such meeting. A Council member who attends a meeting shall be deemed to have waived notice of the meeting, except where the Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

3.07. Voting.

Each Council member shall be entitled to one vote on each matter submitted to a vote of the Council. Except as otherwise provided by the Constitution or these bylaws, any action required or permitted to be taken by the Council members shall be made by the vote of a majority of the Council members.

3.08. Proxies Prohibited.

At all meetings of the Council, a Council member may vote in person, but not by proxy.

3.09. Quorum.

At any meeting of the Council, a majority of the Council members will constitute a quorum for the transaction of business. An act of a majority of the Council members present at any meeting at which there is a quorum shall be the act of the Council members, except as may be otherwise specifically provided by the Constitution or by these bylaws.

3.10. Presence through Communication Equipment.

A Council member may participate in a meeting of the Council by means of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation under such conditions shall constitute presence in person at the meeting.

3.11. Action Without a Meeting.

For any action that the Council could take at a meeting, the Council may take the action without a meeting provided that the action is evidenced by one or more written consents that describe the action taken and is signed by all of the members of the Council.

**ARTICLE IV  
COMMITTEES**

4.01. Standing Committees.

The Association shall have the following committees: the Executive Committee; the Area Associations Committee; the Awards Committee; the Annual Fund Committee; the Diversity Committee; the Nominating Committee; the Reunion Advisory Committee; the Strategic Planning Committee; and the Young Alumni Committee.

4.02. Executive Committee.

The Executive Committee shall ensure that the appropriate structures and personnel are in place for the Council to achieve its programmatic goals.

(a) Members.

The Executive Committee shall be composed of the following individuals: the President; the Vice President; the Secretary; the chair of the Area Associations Committee; the chair of the Awards Committee; the chair of the Annual Fund Committee; the chair of the Diversity Committee; the chair of the Reunion Advisory Committee; the chair of the Strategic Planning Committee; and the chair of the Young Alumni Committee.

(b) Co-Chairs.

If there is more than one chair of any of the committees for which their chairs compose the Executive Committee, then each of the committee's co-chairs shall serve as a member of the Executive Committee, but the co-chairs collectively shall have only a single vote in any matter presented to the Executive Committee for a vote.

4.03. Area Associations Committee.

In cooperation with the School's alumni office, the Area Associations Committee shall maintain active communication with regional and other types of "club" associations, represent the interests of those associations on the Council and the Executive Committee, and help to develop and implement programs for the enrichment of such existing and developing associations.

4.04. Awards Committee.

In cooperation with the School's alumni office, the Awards Committee shall recommend to the Executive Committee candidates for Association Awards. In making such recommendations, the Awards Committee shall identify individuals who have achieved distinction in their lives and their work, have shown generosity to their communities beyond their work, or have demonstrated exceptional loyalty and devotion through their volunteer service to the School. The Awards Committee shall maintain a continuous evaluation process of the awards program within the Association.

4.05. Annual Fund Committee.

The Annual Fund Committee shall focus its work on the NMH Annual Fund and shall encourage communication among the School's fund raising programs, Class Gift Chairs, and other volunteers. The Committee shall be chaired by the School's Chair of the Annual Fund, as appointed by the School administration with consideration of input from the Executive Committee. The Annual Fund Committee shall be composed of a number of Class Gift Chairs and other volunteers as recommended by the Annual Fund Chair and the Nominating Committee with the concurrence of the Executive Committee.

4.06. Diversity Committee.

The Diversity Committee shall focus its work on ensuring the participation in School and association activities by alumni of all racial, ethnic, and cultural backgrounds so as to reflect the rich diversity of the School's student body.

4.07. Nominating Committee.

The Nominating Committee shall search for potential candidates for the officers of the Association, chairs of the committees, and members of the committees. In the fall of each year, the Nominating Committee shall suggest to the Committee on Trustees of the Board of Trustees up to three alumni and up to three alumnae as potential candidates for filling openings on the Board of Trustees of the School. In accordance with Section 2.03, the Vice President shall serve as the chair the Nominating Committee and shall preside at its meetings.

4.08. Reunion Advisory Committee.

In cooperation with the staff of the School's alumni office, the Reunion Advisory Committee shall, assist reunion co-chairs and their class committees with the planning and execution of their reunions.

4.09. Strategic Planning Committee.

The Strategic Planning Committee shall focus its work on researching and developing ways in which the Association can support the strategic initiatives of the School as promulgated by the Board of Trustees and the Head of the School. The Committee shall also suggest initiatives for enhancing the work and unity of the Association.

4.10. Young Alumni Committee.

The Young Alumni Committee shall work with the School's alumni director or his or her designee to develop and coordinate activities for alumni who graduated at any time during the 15 years preceding the current calendar year.

4.11. Ad Hoc Committees.

The Executive Committee may establish one or more ad hoc committees, which shall have such rights and duties as the Executive Committee shall specify. The Executive Committee may appoint each of the members of any ad hoc committee for such term or terms as the Executive Committee shall specify. The Executive Committee may remove any member of an ad hoc committee. The Executive Committee may dissolve any ad hoc committee.

4.12. Nomination of Committee Chairs and Committee Members.

The Nominating Committee may nominate an individual to serve as a chair or other member of a committee.

4.13. Election of Committee Chairs and Committee Members.

The Council shall elect the chair (or chairs) and each of the other members of a committee. The election of an individual to serve as a chair or other member of a committee shall not create any contract rights in favor of such individual.

4.14. Terms.

Each chair or other member of a committee shall serve for a three-year term, which shall commence upon his or her election by the Council. An individual shall not serve for more than two consecutive terms as a member of a particular committee.

4.15. Resignation.

Any member of a committee may resign by delivering his or her written resignation to the President and the chair of the committee. Any chair of a committee may resign by delivering his or her written resignation to the President. A chair or other member of a committee may deliver his or her resignation in person or by mail, facsimile transmission, or e-mail.

4.16. Removal.

The Executive Committee, by a two-thirds majority vote of its members, may remove any chair or other member of a committee at any time for any reason (with or without cause). At least 30 days prior to any proposed removal of an officer, the Secretary shall provide written notice of the proposed removal to the members of the Executive Committee and the other members of the Council.

4.17. Vacancies.

If any position of chair or committee member becomes vacant for any reason, then the Nominating Committee may nominate an individual to fill the vacancy. The Executive Committee may elect such nominee to fill the vacancy for the unexpired term of the office. For purposes of determining the majority of members of the Nominating Committee or the Executive Committee in connection with its role in filling of a vacancy under this Section 4.17, any vacancies in the committee shall be disregarded.

4.18. Number of Members.

Each committee shall be composed of five to 16 alumni. Insofar as possible, committee membership will be broadly representative of the age, gender, racial, and geographical diversity of the School's alumni.

4.19. Minutes.

Each committee shall keep minutes of its meetings and shall distribute those minutes to its members and the Secretary. Subject to any reasonable limitations as the Council may impose, each committee's minutes shall be made available for inspection by any member of the Association.

4.20. Voting.

Each committee member shall be entitled to one vote on each matter submitted to a vote of a committee. Except as otherwise provided by the Constitution or these bylaws, any action required or permitted to be taken by the members of a committee shall be made by the vote of a majority of the members of the committee.

4.21. Quorum.

At any meeting of a committee, a majority of the members of the committee will constitute a quorum for the transaction of business. An act of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the members of the committee, except as may be otherwise specifically provided by the Constitution or by these bylaws.

4.22. Presence through Communication Equipment.

A committee member may participate in a meeting of the committee by means of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation under such conditions shall constitute presence in person at the meeting.

4.23. Action Without a Meeting.

For any action that a committee could take at a meeting, the committee may take the action without a meeting provided that the action is evidenced by one or more written consents that describe the action taken and is signed by all of the members of the committee.

**ARTICLE V  
LIAISONS**

After consultation with the Executive Committee, the President may appoint one or more liaisons from alumni groups outside the designated committee structure. Each liaison shall have such rights and duties as designated by the President. Each liaison shall serve for a one-year term, which shall commence upon the date of appointment. A liaison may resign by delivering his or her written resignation to the President. The Executive Committee may remove any liaison at any time for any reason (with or without cause).

**ARTICLE VI  
AMENDMENTS**

6.01. Amendment by the Council.

The Council shall have the power to make, amend, and repeal the bylaws. At least 30 days prior to any proposed action on the bylaws, the Secretary shall provide written notice of the proposed action to the members of the Council.

6.02. Amendment by the Executive Committee.

The Executive Committee, by a majority vote of its members, shall have the power to make, amend, and repeal the bylaws. At least 30 days prior to any proposed action on the bylaws, the Secretary shall cause written notice of the proposed action to be delivered (in person, by mail, or electronically) to the members of the Executive Committee and the other members of the Council.

6.03. Consistency with the Constitution.

Each of these bylaws (including any amendment to the bylaws) is valid only to the extent that it is consistent with the provisions of the Constitution.