



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 - THE ASSOCIATION

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.

Section 1.03 Annual Meeting

The Association’s members shall hold an annual meeting. At the annual meeting, the Association’s voting members shall elect the officers and shall transact such other business as the Association’s voting members deem appropriate. Due to extraordinary circumstances relating to public health and safety, to be determined by a 2/3 majority of the Executive Committee, a 2/3 majority of the Alumni Council may authorize the annual meeting of the Association to occur electronically in a way that enables simultaneous communication between all participants and verification of any and all other requirements for the meeting.

Section 1.04 Special Meetings

Upon the request of (i) the President or (ii) a written request of at least 50 of the voting members, the Secretary shall call a special meeting of the Association’s members.

Section 1.05 Notice of Meetings

The Secretary shall cause notice of any annual or special meeting of the Association’s members to be published at least 30 days before the meeting. The notice shall specify the

place, day, and hour of the meeting. The Secretary shall cause the notice to be published in the NMH Magazine (or any similar publication published by the School or the Association and having a comparable circulation among the Association's members), published on the School's or the Association's web site, or otherwise published or sent (either via mail or electronically) to as many of the Association's members by such means as the Council deems reasonably possible.

Section 1.06 Quorum

At any meeting of the Association's members, 200 voting members shall constitute a quorum for the transaction of business. In the event that the Annual Meeting is held electronically, pursuant to Article I, Section 1.03, and where proper notice of the meeting has been given in accordance with Article I, Section 1.05, no fewer than 100 voting members shall constitute a quorum. An act of a majority of the voting members present at any Annual Meeting shall be the act of the Association's members, except when the vote is taken to amend the constitution in which case a two-thirds majority of voting members is required. At a meeting of the Association's members, a member may vote in person, but not by proxy.

ARTICLE II - OFFICERS OF THE ASSOCIATION

2.01 Officers

The Association's officers shall be a President, up to three Vice Presidents, and a 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 the Executive Vice President to preside at one or more meetings of the Council as deemed necessary.

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

There shall be between one and three Vice Presidents, as the needs of the Council dictate. If there is more than one Vice President, one shall be the Executive VP who will take over if the President cannot fulfill his/her duties (see below). The Vice President/s shall be the liaisons between the President and Executive Committee, on the one hand, and the standing and ad hoc committees on the other, to monitor and mentor committee work. In addition, the Vice President/s shall have such other duties as the President may assign. If the President is unable to fulfill her/his duties, the Executive Vice President shall become acting President until such time as a new President is elected. An acting President shall not serve beyond the expiration of the President's term.

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 shall present to the Executive Committee candidates for the position of officers of the Association. Candidates for any officer position shall have previously served on the Alumni Council.

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 Officers shall serve for staggered three-year terms, which shall commence on July 1 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 Executive Vice President. An officer may deliver his or her resignation in person or by mail, facsimile transmission, or e-mail.

2.09 Removal

An officer may be removed from office if the Executive Committee determines that the individual is not adequately fulfilling the responsibilities required of their position, and ratifies the decision with a two thirds majority vote. 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 the office of 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 vote on the nominee to fill the vacancy for the unexpired term of the office by simple majority. For purposes of determining the majority of members of the Nominating Committee or the Executive Committee in connection with its role in filling a vacancy under this section 2.10, any vacancies on the committee shall be disregarded. This section 2.10 governs only the filling of a vacancy in the office of Vice President, or Secretary. Section 4.17 governs the filling of any vacancy in the position of a committee chair or other committee member, Section 2.03 covers the filling of the Presidency.

2.11 Modification of Officers' Terms due to Emergency

Due to extraordinary circumstances relating to public health and safety, to be determined by a 2/3 majority of the Executive Committee, an officer in their first term may have that term extended by one year. This extension is permitted with the approval of 2/3 of the Alumni Council and, if there is an annual meeting following the extension of the term, the officer must stand for election at that next annual meeting. No appointment to any officer position shall be permitted to exceed six years, bylaw 2.07 notwithstanding.

ARTICLE III - ALUMNI COUNCIL

3.01 Members

The Council shall be composed of the following individuals: the Officers of the Association, the Chairs and Members of the Standing Committees, as voting members; Members of ad hoc Committees and the School's alumni director as non-voting members.

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. Due to extraordinary circumstances relating to public health and safety, to be determined by a 2/3 majority of the Executive Committee, a 2/3 majority of the Alumni Council may authorize the annual meeting of the Council occur electronically in a way that enables simultaneous communication between all participants and verification of all requirements for the meeting.

3.04 Special Meetings

A special meeting of the Council may be called by the President with the consent of a majority of the Executive Committee. Members of the Council may call a special meeting by submitting a request for such meeting, signed by twenty percent of the Council members, to the President or the Executive Vice President.

3.05 Notice of Meetings

The Secretary shall cause written notice of any special meeting of the Council to be sent to each member of the Council no less than five nor more than 60 days before the date of the meeting. The notice shall specify the place, day, and hour of such meeting. Written notice may be given via electronic or paper communications.

3.06 Notice of Adjourned Meeting

If any meeting of the Council is adjourned to a different date, time, or place, then 30-day 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.

3.07 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.

3.08 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.

3.09 Proxies Prohibited

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

3.10 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.

3.11 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.

3.12 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 approved by at least 2/3 of the members of the Council.

ARTICLE IV - COMMITTEES

4.01 Standing Committees

The Association shall have the following committees: the Executive Committee; the Advancement Committee; the Area Clubs Committee; the Awards Committee; the Diversity, Equity, and Inclusion Committee; the Nominating Committee; the Reunion Advisory Committee; the Strategic Advisory 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 Association's Officers, the Chairs of the Standing Committees, and the School's alumni director as a non-voting member.

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 Advancement Committee

The Advancement Committee shall focus its work on encouraging members of the Association to support the material needs of the School, including through the NMH Fund and special or endowed funds as the School may request. The Advancement Committee may undertake additional fundraising activities as requested by the School and approved by the Executive Committee. The Committee also shall encourage communication among the School's fundraising programs, Class Gift Chairs, and other volunteers.

4.04 Area Clubs 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.

4.05 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.

4.06 Diversity, Equity, and Inclusion Committee

The Diversity, Equity, and Inclusion Committee shall focus its work on ensuring the participation in School and association activities by alumni of all gender, 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 present candidates for the officers of the Association, chairs of the committees, and members of the committees. The Nominating Committee may suggest to the Committee on Trustees of the Board of Trustees alumni and alumnae as potential candidates for the Board of Trustees of the School.

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 Advisory Committee

The Strategic Advisory 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 members of any ad hoc committee for such term or terms as the Executive Committee shall specify. Members of an Ad Hoc Committee may be alumnae/i or others with expertise in the subject of the committee's work. 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 shall report to the Executive Committee its slate of individuals to serve as chair and other members of a committee. The Executive Committee shall then either approve or reject the slate. Following approval of the final slate, the Secretary shall submit the names of the approved nominees for election by the Council.

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 on July 1 following his or her election by the Council. A person assuming the role of an officer of the Alumni Association or chair of a Council committee shall start a new three year term and shall be eligible for two terms in that position. 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

Any Alumni Council member may be removed from office if the Executive Committee determines that the individual is not adequately fulfilling the responsibilities required of their position, and ratifies the decision with a two thirds majority vote. Committee Chairs will provide the Executive Committee with a written notice of the facts supporting removal of a member of their committee at least 30 days prior to any proposed removal from membership.

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 vote on such nominee to fill the vacancy for the unexpired term of the office by a simple majority. 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 at least five members. Insofar as possible, committee membership will be broadly representative of the age, gender, racial, and geographical diversity of the School's alumni/ae.

4.19 Minutes

Each committee shall keep minutes of its meetings and shall distribute those minutes to its members and the secretary. Each committee's minutes shall be made available for

inspection by any member of the Association subject to any reasonable limitations as the Council may impose.

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

5.01 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. Council members may register disagreement with the proposed change to the bylaws by notice to the Secretary (delivered in person, by mail, or electronically) within the 30 days after notice of the proposed action has been delivered. If a majority of the Council registers disagreement with the proposed change, it will not become effective.

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.