Tenafly PUBLIC SCHOOLS

Tenafly High School Alumni Association

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BY-LAWS OF THE TENAFLY HIGH SCHOOL ALUMNI ASSOCIATION DATED JULY 5, 2018

ARTICLE ONE – Name, Location, and Offices

1.1 **Name**. The name of this corporation shall be "Tenafly High School Alumni Association, Inc.," hereinafter designated as the "Association."

1.2 **Registered Office and Agent**. The Association shall maintain a registered office in the State of New Jersey, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the New Jersey Nonprofit Corporation Act.

1.3 **Other Offices**. The principal office of the Association shall be located in the Town of Tenafly, Bergen County, New Jersey 07670. The Association may have other offices at such place or places, within or outside the State of New Jersey, as the Board of Trustees may determine from time to time or the affairs of the Association may require or make desirable.

ARTICLE TWO – Purposes and Governing Instruments

2.1 **Nonprofit Corporation**. The Association shall be organized and operated as a nonprofit corporation under the provisions of the New Jersey Nonprofit Corporation Act.

2.2 **Charitable Purposes**. The Association is a voluntary association of individuals and organizations the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable within the meaning of Section 50l(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the Association shall have full power and authority to promote and participate in such civic, charitable and educational pursuits and projects as the Board of Trustees may deem appropriate, including but not limited to the distribution of resources to Tenafly High School, Tenafly, New Jersey 07670, and to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees, to carry out any of the purposes of the Association, as set forth in the Articles of Incorporation and these By-laws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the New Jersey Nonprofit Corporation Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Act).

No part of the principal, earnings, gifts, income or any other property in the name of this Association shall inure to the benefit of, or be distributable to, its members, Trustees, committee chairpersons or private persons, except that the Association shall be authorized and empowered to pay reasonable expenses and/or reasonable compensation for services rendered pursuant to a contract duly-authorized by the Board of Trustees, and to make payments and distributions in furtherance of the Association's goals and objectives, as well as recognized Section 501(c)(3) purposes.

No part of the activities of the Association shall be used toward or in support of the preparation, production or dissemination of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office in any capacity.

Notwithstanding the provisions of these By-laws, the Association shall not carry out any activities not permitted to be carried out by an organization exempt from federal income tax under Section 501(c)(3) of the IRS Code (or corresponding provisions of any future Federal Tax Law), or being an organization, contributions to which are deductible under Section 170(c)(2) of the IRS Code (or corresponding provisions of any future Federal Tax Law).

2.3 **Mission**. The Mission of the Association is set forth in full in the Mission Statement of the Association.

2.4 **Governing Instruments**. The Association shall be governed by its Articles of Incorporation, its By-laws, New Jersey law and the Trustees of the Association.

ARTICLE THREE – Members

3.1 **Members of the Association**. Persons who are eligible to be Members of the Association shall consist of:

(a) all degree recipients from Tenafly High School;
(b) any high school graduate who attended Tenafly High School for at least two semesters; and.
(c) each parent or guardian of any regular member as defined in Section (a) or (b) who:
    a. does not qualify under Section (a) or Section (b); and
    b. does not have children in the Tenafly Public School System; and

A Member as qualified under Section (a) or Section (b) does not become ineligible for, or removed from, membership in the event he or she enrolls his or her children in the Tenafly Public School System.

Honorary memberships shall be conferred upon any person, upon nomination by a Trustee of the Association and election by a majority vote of the Trustees present at a regular meeting of the Board of Trustees.

3.2 **Membership Dues**. All regular members are required to pay dues if demanded by the Board of Trustees. Honorary and Ex-officio Members are not required to pay dues. The Board of Trustees shall set all membership dues and fees, if dues and fees are demanded of the Members. Any dues and fees are duly-enacted when passed by a two-thirds (2/3) majority of the Board of Trustees. The Board of Trustees may require additional dues payments or fees to join or participate in Association components or to participate in other Association activities.

3.3 **Ex-officio Members**. Ex-officio membership in the Association shall be conferred upon:
(a) the then-current Principal of Tenafly High School or appointed representative;
(b) the then-current Superintendent of the Tenafly Public School system or appointed representative;
(c) a duly-appointed member of the Tenafly High School Home & Home School Association ("THS HSA"), for the purpose of serving as the liaison between the THS HSA and the Association;
(d) a duly-appointed member of the Tenafly High School Faculty, for the purpose of serving as the liaison between the Faculty and the Association;
(e) the student representative for the Tenafly Board of Education; and
(f) a duly-appointed representative of The Foundation, for the purpose of serving as the liaison between The Foundation and the Association. All ex-officio members shall not hold voting privileges.

3.4 **Voting Members**. Voting Members of the Association shall consist of all of the Members qualified under Section 3.1, except for Honorary Members.

3.5 **Annual Meeting; Notice**. The annual meeting of the Members shall be held at the principal office of the Association or at such other place as the Board of Trustees shall determine on such day and at such time as the Board of Trustees shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the Secretary either personally or by telephone or by mail or by electronic communication not less than ten (10) nor more than sixty (60) days before such meeting.

3.6 **Special Meetings: Notice**. Special meetings of the Members may be called by or at the request of the President of the Association or by one-third of the Trustees of the Association in office at that time. Notice of the time, place, and purpose of any special meeting of the Members shall be given by the Secretary either personally or by telephone, mail, or electronic communication at least twenty-four (24) hours before such meeting and shall set forth with particularity the reason for the call of the special meeting.

3.7 **Meetings**. The President of the Association shall preside over all meetings of the Members. Subject to the provisions of the charter with respect to the incorporators, the Members shall elect Trustees at every annual meeting of the Members and at any other meeting of Members.

3.8 **Waiver**. Attendance by a Member at a meeting shall constitute waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six ("Notice and Waiver").

3.9 **Quorum**. At meetings of the Members, the presence of a majority of the Board and Trustees shall be necessary to constitute a quorum for the transaction of business.

3.10 **Vote Required for Action**. Except as otherwise provided in these By-laws or by law, the act of a majority of the Trustees present at a meeting at which a quorum of Members is present at the time shall be the act of the Association.

ARTICLE FOUR – Board of Trustees

4.1 **Authority and Responsibility of the Board of Trustees.**
(a) The governing body and supreme authority of the Association shall be the Board of Trustees. The Board of Trustees shall have supervision, control, and direction of the management, affairs, and property of the Association; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Trustees may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Association as shall be deemed advisable, and may, in the execution of the powers granted, delegate an amount certain of its authority and responsibility to an Executive Committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these By-laws; and the fundamental and basic purposes of the Association as expressed in the Articles of Incorporation and these By-laws, shall not be amended or changed.
(b) The Board of Trustees shall not permit any part of the capital, principal, net earnings or property held in the name of the Association to inure to the benefit of any Member, Trustee or other private person or individual except as contemplated in Section 2.2.
(c) The Board of Trustees may, from time to time, appoint persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Association.
(d) The Board of Trustees is authorized to employ such person or persons, including an Executive Director or Officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Association, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 **Board of Trustees**. Subject to the provisions of the charter, the Board of Trustees shall consist of the following:
(a) There shall be no fewer than ten (10) elected Trustees nor more than thirty (30). Each and every Trustee shall be qualified as a Member under Section 3.1, and no Trustee shall serve in said role if not qualified as a Member. Honorary Members shall not serve as Trustees.
(b) The most recent past President of the Association, who shall have full voting privileges; provided that said past President was not removed from office.
The Board of Trustees is authorized to fix the precise number of Trustees by resolution adopted from time to time by a majority of the Trustees then in office.

4.3 **Manner of Election and Term of Office**. The Trustees shall be elected in the regular meetings of the Trustees by majority vote, in accordance with the terms of these By-laws.
For the first cycle, there will be two groups of Trustees: those elected for two (2) years (Group A) and those elected for four (4) years (Group B). Each group of Trustees will be up for election after each group's initial term, at which time each group will be elected for a four-year term.

After each meeting in which there is an election, each Trustee shall take office as of the close of such meeting and shall continue in office for the four-year term, or until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.
The Trustees shall be elected from nominations submitted to the Board of Trustees by the Nominating Committee. All nominations must be submitted to the Secretary of the Association at least thirty (30) days prior to the expected date on which the Trustees shall vote on the nominee.

4.4 **Removal**. Any elected Trustee may be removed either for or without cause at any meeting of the Board of Trustees, by the affirmative vote of a two-thirds majority of all the Trustees then in office if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed Trustee's successor may be elected at the same meeting to serve the unexpired term.

Any elected Trustee shall automatically be removed from office after having missed:

- three (3) consecutive meetings of the Board of Trustees; or
- a total of fifty percent (50%) of the duly-noticed regular meetings during any twelve-month (12) period.

Such Trustee shall be notified of this action in writing by the Secretary of the Association. If a reason for such absence is received no later than fifteen (15) days after notification, then the President of the Association may request reinstatement of the Trustee so removed. At the next meeting of the Board of Trustees, the Board may allow a Trustee to continue to serve by an affirmative majority vote. Otherwise, the vacancy is filled under Section 4.5.
Trustees may be exempted from the attendance requirement if a Trustee provides written notice to the Board that said Trustee requests a leave of absence (medical or otherwise) and identifies the timeframe he/she shall be on said leave. If the Trustee is unable and/or unwilling to return to the Board and the number of remaining Trustees otherwise satisfies Section 4.2(a), the Board may appoint a member to fill the vacancy as set forth in Section 4.5.

4.5 **Vacancies**. Any vacancy in the Board of Trustees, other than one created by the expiration of a term or by authorization of an increase in the number of Trustees, may be filled for the unexpired term at any meeting of the Board of Trustees by the affirmative vote of a majority of the Trustees then in office. Each Trustee so elected shall hold office for the unexpired term of his or her predecessor, as the case may be, or until his or her successor is elected and qualifies.
This section does not apply to a vacancy created for an Officer position on the Board of Trustees. Such vacancies are filled pursuant to the terms of Section 7.5.

4.6 **Compensation**. No Trustee shall receive any monetary payment from the Association as a loan, gift, or any other purposes whatsoever, except for reimbursement for reasonable expenses and/or payment of reasonable compensation for services rendered pursuant to a duly-authorized contract.

4.7 **Conflict of Interest**. A Trustee having a conflict of interest or a conflict of responsibility on any matter involving the Association and any business entity or person shall refrain from voting on such matter. It shall be the responsibility of the Trustee who has a conflict of financial interest or responsibility, or a perceived or potential conflict of financial interest or responsibility, to bring said conflict to the attention of the Board of Trustees and refrain from voting on any matter with which said Trustee has such a conflict. If a Trustee knowingly fails to disclose such a conflict and/or knowingly casts an affirmative vote while such a conflict exists, it shall result in a Trustee's removal from the Board and reimbursement of any payments received that are related to the conflict, notwithstanding other relief allowed by law.

ARTICLE FIVE – Meetings of the Board of Trustees

5.1 **Date, Time and Place of Meetings**. Each meeting of the Board of Trustees shall be held at the principal office of the Association or at such other place as the Board of Trustees shall determine on such day and at such time as the Board of Trustees shall designate. The Board of Trustees shall meet no fewer than six (6) times per year. The first meeting of the Board of Trustees for each fiscal year shall be deemed its Annual Meeting.

5.2 **Meeting Notice**. Unless waived as contemplated in Section 6.2, notice of the time and place of each meeting shall be given by the Secretary either personally or by telephone, mail, or electronic communication during the preceding meeting, but in any case not fewer than ten (10) nor more than sixty (60) days before such meeting.

5.3 **Special Meetings; Notice**. Special meetings of the Board of Trustees may be called by or at the request of the President or by one-third of the Trustees in office at that time. Notice of the time, place, and purpose of any special meeting of the Board of Trustees shall be given by the Secretary either personally or by telephone, mail, or electronic communication at least twenty-four (24) hours before such meeting and shall set forth with particularity the reason for the call of the special meeting.

5.4 **Waiver**. Attendance by a Trustee at a meeting shall constitute waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

5.5 **Quorum**. At meetings of the Board of Trustees, a majority of the Trustees then in office shall be necessary to constitute a quorum for the transaction of business, unless otherwise noted in these By-laws.

5.6 **Vote Required for Action**. Except as otherwise provided in these By-laws or by law, the act of a majority of the Trustees present at a meeting at which a quorum is present at the time shall be the act of the Board of Trustees. Adoption, amendment, and repeal of a by-law are provided for in Article Fourteen of these By-laws. Vacancies in the Board of Trustees may be filled as provided in Section 4.5 of these By-laws.

5.7 **Action by Trustees Without a Meeting**. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if written consent, setting forth the action so taken, is signed by a majority of the Trustees then in office. The Trustees also may take any action required or permitted to be taken at a meeting of the Board of Trustees without a meeting and by electronic closed vote if consent, setting forth the action so taken, is electronically signed by a majority of the Trustees then in office. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed or electronically signed consent, or a signed copy, shall be placed in the minute book.

5.8 **Telephone and Similar Meetings**. Trustees may participate in and hold a meeting by means of telephone conference or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other. Roll call shall be taken by the Secretary before the telephonic meeting begins. Acknowledging the roll call or participation in such a meeting shall constitute presence in person at the meeting, except where a person acknowledges the roll call or participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.9 **Adjournments**. A meeting of the Board of Trustees, whether or not a quorum is present, may be adjourned by a majority of the Trustees present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

5.10 **Proxies**. Trustees shall not vote by proxy at any meeting of the Board of Trustees.

5.11 **Contemporaneous Vote**. A Trustee may vote in person, by telephone or by other electronic means by which all Trustees may be contemporaneously informed of this vote.

ARTICLE SIX – Notice and Waiver

6.1 **Procedure**. Whenever these By-laws require notice to be given to any Trustee or Member the notice shall be given in accordance with this Section. It is expected that notice shall be communicated in person, but the Secretary is authorized to give notice by telephone, telegraph, teletype, electronic communication, or other form of wire or wireless communication, or by mail or private carrier. If these additional forms of personal notice are impractical or impossible, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Notice is effective at the earliest of the following:
(a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
(b) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
(c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
(d) Twelve (12) hours after being transmitted telephonically, or by electronic, wire, or wireless communication, if transmitted to the last known telephone number/address/site on record with the Association.
In-person oral notice is effective when communicated, if communicated in a comprehensible manner and understood by the recipient.
In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

6.2 **Waiver**. A Trustee or Member may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the Trustee entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A Trustee's or Member's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Trustee or Member at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SEVEN – Officers

7.1 **Number and Qualifications**. The officers of the Association shall consist of a President, Vice-President, a Secretary and a Treasurer. The Board of Trustees may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Association, but the Association shall not be required to have at any time any officers other than a President, a Vice President, a Secretary and a Treasurer.

7.2 **Election and Term of Office**. Officers shall be elected annually in the final meeting of the Association's fiscal year by majority vote of the Trustees of the Association. Such officers shall serve for a term of two (2) years and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.
Any other officers or assistant officers elected by the Trustees under Section 7.1 of these By-laws shall serve at the will of the Board of Trustees and until their successors have been elected and have qualified, or until the Board of Trustees terminates the position, or until their earlier death, resignation, removal, retirement, or disqualification.

7.3 **Other Agents**. The Board of Trustees may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall serve in their designated capacity during the term of the then-elected Board of Trustees, and shall perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

7.4 **Removal**. Any officer elected by the Board of Trustees may be removed by the Board of Trustees, by the affirmative vote of two-thirds of all the Trustees then in office, whenever in its judgment the best interests of the Association will be served thereby.
Any agent appointed by the Board of Trustees may be removed by the Board of Trustees, by majority vote, whenever in its judgment the best interests of the Association will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

7.5 **Vacancies**. A vacancy in any office identified or created under Article Seven, arising at any time and from any cause, may be filled for the unexpired term by majority vote at any meeting of the Board of Trustees if notice of intention to fill said vacancy shall have been given (a) in the notice calling such meeting or (b) at least five (5) days prior to a regularly-scheduled meeting.

7.6 **President**. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Trustees. The President shall represent the Association at Tenafly High School functions and other functions deemed consistent with the purpose of the Association. He or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Secretary, any instrument or other writing, and he or she shall see that all orders and resolutions of the Board of Trustees are carried into effect. He or she shall have the right to supervise and direct the management and operation of the Association and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Trustees (if calling for a Special Meeting is impractical or impossible), and the other officers and employees of the Association shall be under his or her supervision and control during such interim. The President shall have the authority to appoint a parliamentarian to interpret the meaning of these By-laws and/or the Articles of Incorporation for the Board of Trustees should a conflict arise thereunder. He or she shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe.

7.7 **Vice-President**. The Vice-President, unless otherwise determined by the President or by the Board of Trustees, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice-President shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the President may from time to time delegate.

7.8 **Secretary**.
(a) The Secretary shall attend all meetings of the Board of Trustees and record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees.

(c) The Secretary shall keep in safe custody the seal of the Association and, when authorized by the Board of Trustees or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the Treasurer.

(d) The Secretary shall be subject to the supervision of the President. He or she shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the President may from time to time delegate.

7.9 **Treasurer**.
(a) The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Association, shall deposit all monies and other valuables in the name and to the credit of the Association into depositories designated by the Board of Trustees, and shall prepare, or cause to prepare, and present a full report concerning the finances of the Association, to be given at the direction of the Board of Trustees or the President of the Association.

(b) He or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, and statements and reports required to be filed with government officials or agencies. The Treasurer shall disburse the funds of the Association as ordered by the Board of Trustees, and prepare financial statements each month or at such other intervals as the Board of Trustees shall direct.

(c) When required by the Board of Trustees, the Treasurer shall return to the Association, in case of his or her death, resignation, retirement, or removal from office, all books, papers, vouchers, of money and other property of whatever kind in his or her possession or under his or her control belonging to the Association.

(d) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the President may from time to time delegate.

ARTICLE EIGHT – Committees of Trustees

8.1 **Executive Committee**. By resolution adopted by a majority of the Trustees in office, the Board of Trustees shall designate from among its members an Executive Committee, which shall consist of the officers of the Association, each committee chairperson of the Association, and the immediate past President of the Association. The Executive Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the affairs of the Association, but the designation of any such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him or her by law.

8.2 **Nominating Committee**. By resolution adopted by a majority of the Trustees in office, the Board of Trustees shall designate from among its members a Nominating Committee. The Nominating Committee shall consist of five (5) Trustees, including the immediate past President of the Association, and four (4) or more Trustees not serving as officers at the time of their appointment. Candidates for the Nominating Committee shall be presented to the Board of Trustees by the immediate past President of the Association. The immediate past President of the Association shall serve as chairperson. The Nominating Committee shall present the slate of officers to the Board of Trustees (through the Secretary) and the slate of regularly elected Trustees to the Members (through the Secretary) at least 60 days prior to the annual meeting of Members. The slate of Officers shall be communicated to the Trustees at least forty-five (45) days prior to the annual meeting of Members.

8.3 **Contributions Committee**. By resolution adopted by a majority of the Trustees in office, the Board of Trustees shall designate from among its members a Contributions Committee, which shall consist of no fewer than five (5) Trustees, which number shall include the President and the Treasurer of the Association. The number of Trustees to serve on the Contributions Committee shall be set by resolution adopted by the Board of Trustees. The President of the Association shall serve as chairperson. The Contributions Committee shall make recommendations to the Board of Trustees with respect to the use of the Association's funds for any and all charitable purposes. The Contributions Committee shall provide oversight and management of the charitable giving process, including but not limited to, performing research and other vetting work for any charitable recipient, interacting with the Foundation regarding grants received by the Foundation and recommending purchases to facilitate the Association's charitable purposes.

8.4 **Communications Committee**. By resolution adopted by a majority of the Trustees in office, the Board of Trustees shall designate from among its members a Communications Committee, which shall consist of no fewer than three (3) Trustees. The number of Trustees to serve on the Contributions Committee shall be set by resolution adopted by the Board of Trustees. The Contributions Committee shall direct and manage all of the THSAA communications to the Members, to the Tenafly High School community and the community at large. Such communication shall include, but not be limited to:
 newsletters to Members;
 event marketing and management for Association events, as well as others deemed to support Association goals and objectives;
 public relations in support of the Association's goals and objectives; and
 identification of sponsorship opportunities in support of the Association's goals and objectives.

8.5 **Other Committees of Trustees**. Other committees, each consisting of no fewer than three (3) Trustees and any other members appointed, having and exercising the authority of the Board of Trustees in the management of the Association may be designated by a resolution adopted by a majority of Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, two Trustees shall be appointed to the proposed committee, and any members of each such committee shall be appointed by the President of the Association. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

8.6 **Advisory and Other Committees**. The Board of Trustees may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not Trustees of the Association, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Trustees and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Association or these By-laws, as may be prescribed for it by the Board of Trustees. Appointments to and the filling of vacancies on any such other committees shall be made by the President of the Association, unless the Board of Trustees otherwise provides. Any action by each such committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby.

8.7 **Term of Appointment**. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.8 **Chairperson**. One Trustee, who serves as on a duly-formed committee, shall be appointed chairperson thereof by the President of the Association. A general Member may serve as the chairperson of a committee only upon a two-thirds vote of the Board of Trustees.

8.9 **Vacancies**. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.10 **Quorum**. Unless otherwise provided in these By-laws or in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.

8.11 **Rules**. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these By-laws or with rules adopted by the Board of Trustees.

ARTICLE NINE – Special Committees

9.1 **Special Committees**. The President or the Board of Trustees shall appoint such other committees, subcommittees, or task forces as may be necessary or desirable and which are not in conflict with other provisions of these By-laws, and the duties of any such committees shall be prescribed by the President or the Board of Trustees upon their appointment. It shall be the sole function and purpose of each such special committee, subcommittee or task force to advise the Board of Trustees and they shall as so prescribed upon their appointment.

9.2 **Term of Appointment**. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

9.3 **Chairperson**. One Trustee shall be appointed chairperson thereof by the President of the Association.

9.4 **Vacancies**. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.5 **Quorum**. Unless the Board of Trustees directs otherwise, a majority of the whole committee shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

9.6 **Rules**. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these By-laws or with rules adopted by the Board of Trustees.

ARTICLE TEN – Distributions and Disbursements

10.1 **Distributions and Disbursements**. The Board of Trustees, not less frequently than annually, shall:

(a) Determine all distributions to be made from net income and principal of the Association (including funds held by trustees, custodians, or agents of the Association) pursuant to provisions of the Articles of Incorporation, these By-laws, and the donors' directions if and to the extent applicable as provided herein;

(b) Make, or authorize and direct the respective Trustees, custodians, or agents having custody of funds of the Association to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and

(c) Determine all disbursements to be made for administrative expenses incurred by the Association and direct the respective trustees, custodians, or agents having custody of funds of the Association as to payments thereof and funds to be charged.

10.2 **Vote Required for Determinations**. All such determinations shall be made by the affirmative vote of a majority of Trustees present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these By-laws or by direction of the donor as a condition of the gift, but only to the extent that such direction is not violative of the Articles of Incorporation, these By-laws, New Jersey law or the goals and objectives of the Association.

10.3 **Distribution of Capital**. Determinations may be made to distribute capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal, but the Board of Trustees shall inform the trustee, custodian, or agent having custody of the funds of the Association as far in advance as the Board of Trustees deems practicable so as to permit the trustee, custodian, or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian, or agent as to how the desired distribution and any necessary liquidation of investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable accordingly.

10.4 **Determination of Effective Agencies and Means for Carrying Out the Charitable Purposes of the Association**. The Board of Trustees shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the Association, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Trustees, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the Association or such of its principal as is not specifically restricted against such use.

10.5 **Furtherance of Charitable Purposes**. In furtherance of the charitable purposes and functions of the Association, when needs have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Trustees may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Trustees can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

ARTICLE ELEVEN – Contracts, Checks, Deposits, and Funds

11.1 **Contracts**. The Board of Trustees may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association. Such authority must be in writing and may be general or confined to specific instances.

11.2 **Checks, Drafts, Notes, Etc**. All checks, drafts or other orders for the payment of money, as well as notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer and another officer of the Association and in such other manner as may from time to time be determined by resolution of the Board of Trustees.
For any and all expenses under one thousand dollars ($1,000), one other officer and the Treasurer can authorize such payment without a majority vote of the Board of Trustees. Such expenses, however, must be presented to the Board in a report from the Treasurer in the meeting immediately following said payment. For any and all expenses equal to or over one thousand dollars ($1,000), such payment cannot be authorized without a majority vote of the Board of Trustees.

11.3 **Deposits**. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Trustees may select.

11.4 **Gifts**. The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE TWELVE – Indemnification and Insurance

12.1 **Indemnification**. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Association against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Association, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Trustee, officer, employee, trustee, or agent of the Association, or is or was serving at the request of the Association as a Trustee, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Association shall determine, or cause to be determined, in the manner provided under New Jersey law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in New Jersey law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by New Jersey law.

12.2 **Indemnification Not Exclusive of Other Rights**. The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or By-laws, or any agreement, vote of members or disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

12.3 **Insurance**. To the extent permitted by New Jersey law, the Association shall purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Trustee, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE THIRTEEN -- Miscellaneous

13.1 **Books and Records**. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees. The Association shall keep at its registered or principal office a record giving the names and addresses of the Trustees and any other information required under New Jersey law. The Association shall also have an audit of its financial statements performed or caused to be performed annually.

13.2 **Corporate Seal**. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.

13.3 **Fiscal Year**. The Board of Trustees is authorized to fix the fiscal year of the Association and to change the same from time to time as it deems appropriate.

13.4 **Internal Revenue Act**. All references in these By-laws to sections of the Internal Revenue Act shall be considered references to the Internal Revenue Act of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

13.5 **Construction**. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, as well as the converse for each. If any portion of these By-laws shall be invalid or inoperative, then, as so far as is reasonable and possible:

(a) The remainder of these By-laws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

13.6 **Table of Contents; Headings**. The table of contents and headings are for organization, convenience and clarity. In interpreting these By-laws, they shall be subordinated in importance to the other written material.

13.7 **Relation to Articles of Incorporation**. These By-laws are subject to, and governed by, the Articles of Incorporation.

ARTICLE FOURTEEN – Amendments

14.1 **Power To Amend By-laws**. The Trustees shall have the power to alter, amend, or repeal these By-laws or adopt new By-laws.

14.2 **Conditions**. Action by the Trustees with respect to By-laws shall be taken by an affirmative vote of two-thirds of all Trustees present at a meeting held after thirty days notice to the Trustees as defined in Sections 6.1 and 6.2.

ARTICLE FIFTEEN – Tax-Exempt Status

15.1 **Tax-Free Status**. The affairs of the Association at all times shall be conducted in such a manner as to assure the Association's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Act.

These By-laws are adopted on this date, the _____ day of _____, 2018 at Tenafly, New Jersey by the following officers:

_____	_____
President	Printed Name – President
_____	_____
Vice-President	Printed Name – Vice President
_____	_____
Treasurer	Printed Name – Treasurer
_____	_____
Secretary	Printed Name – Secretary