

**BY-LAWS OF THE
TENAFLY HIGH SCHOOL
ALUMNI ASSOCIATION
DATED August, 13, 2018**

ARTICLE I. NAME AND PURPOSE

Section 1. Name. The name of the organization shall be the Tenafly High School Alumni Association, Inc., hereinafter referred to as the “THSAA”.

Section 2. Purpose. The THSAA, organized under the Not-for-Profit Corporation Law of the State of New Jersey, shall have for its purposes:

- (a) to create and maintain the relationship of alumni to Tenafly High School (“THS”) and to each other using email, social media and a website and by planning social and academic events, programs and activities;
- (b) to coordinate for alumni to volunteer or provide services to THS in order to facilitate academic and extracurricular programs and other student activities such as mentoring, college advising or career planning;
- (c) to award scholarships and other grants to deserving students of THS, and
- (d) to raise funds, by dues, contributions, events and otherwise, in order to support those activities which result in the furtherance of items (a) through (c) above.

Section 3. General.

- (a) THSAA’s principal office shall be at THS, presently located at 19 Columbus Drive, Tenafly, New Jersey, 07670. A separate mailing address may be designated from time to time.

(b) THSAA's fiscal year will run from July 1 to June 30.

(c) All moneys of the THSAA shall be deposited at, or invested with, financial institutions accredited by and located in the United States and in accordance with the laws of the State of New Jersey, including but not limited to Section 514(b) thereof.

(d) THSAA will maintain in the office correct books of account of the activities and transactions of THSAA including a minute book which shall contain a copy of these By-Laws plus all minutes of meetings of the Board of Directors ("Board") and its committees, as well as all other records of THSAA.

Section 4. Nondiscrimination. THSAA shall not discriminate (except pursuant to applicable law) against any employee, Member or applicant for employment, or membership because of: race; color; creed; sex; sexual orientation; age; physical or mental disability; national origin; alienage or citizenship status; gender (including gender identity and sexual harassment); marital status and partnership status; status as a victim of domestic violence; unemployment status; or any other status where discrimination is prohibited under city, state or federal nondiscrimination laws then in effect.

ARTICLE II. MEMBERSHIP

Section 1. General Membership. The following persons shall be eligible for general membership in THSAA:

(a) All graduates and other former students of Tenafly High School in Tenafly, NJ;

(b) All former certified and classified employees of THS; and

(c) Honorary Members: At its discretion, the Board shall have the power to grant honorary membership to any person it deems worthy.

Section 2. Dues. The dues schedule shall be determined, from time to time, by the Board.

Section 3. Revocation and Suspension. The rights and privileges of any Member of the THSAA, except Directors and Officers, may be revoked or suspended for cause adversely impacting THSAA or THS at any duly noticed Board meeting, after two weeks written notice of intent to take such action, by a majority vote of the Board then in office.

ARTICLE III. GENERAL MEETING

Section 1. Annual General Meeting. An Annual General Meeting of the Members of THSAA shall be held each calendar year at such date, time and place as the Board shall determine. Due written notice of such meeting shall be given. The purpose of the meeting shall be: 1) for the president to present a summary of the year which should highlight programming and include a financial report; 2) for the election of Directors and Officers to the Board; 3) for a vote to approve the annual budget for the upcoming year; and 4) for voting on any other issues the Board may wish to present to the Members. Only Alumni Members shall be entitled to cast votes.

Section 2. Notice. Notice of an Annual General Meeting or any other meeting called by the Board shall be given by electronic mail and made public on the THSAA's website. Notice must be given 30 days in advance of a Meeting. Notice of the proposed slate of Directors and Officers must be given by electronic mail and made public on the THSAA's website 14 days in advance of a Meeting. Notice that the proposed budget is available for review upon request must be given by electronic mail and made public on the THSAA's website 14 days in advance of a Meeting.

Section 3. Quorum. There shall be required a minimum of either fifteen (15) Alumni Members or five (5) percent of the total voting membership, whichever is less, present in person to constitute a quorum at an Annual General Meeting.

Section 4. Rules of Order. The presiding officer may, at his or her discretion, use *Robert's Rules of Order* to conduct the meeting.

ARTICLE IV. DIRECTORS

Section 1. General. THSAA shall be governed by a Board consisting of up to twenty-five Alumni Members, whose rights and privileges have not been revoked or suspended. The Board shall meet once every three (3) months. Notice must be given of a meeting no less than 14 days in advance. A majority of the members of the Board then in office shall constitute a quorum. The presiding officer may, at his or her discretion, use *Robert's Rules of Order* to conduct the meeting.

Section 2. Fiduciary Responsibility and Conflicts of Interest: The Board shall be responsible for the management, oversight and active conduct of the affairs of THSAA. The Board has a fiduciary responsibility to ensure that all funds raised, maintained and distributed comply with New Jersey State Law. No Officer or Director may financially

benefit personally from the actions associated with raising, maintaining or distributing the funds of THSAA.

Section 2. Term of Office. Every officer serves for a two-year term beginning July 1 and ending June 30th two years later. Once an officer completes his/her term, that officer is ineligible to be nominated for the same position for a new term for a period of one year. A Member can serve consecutive terms in different positions without stepping off of the Board for one year.

Section 3. Nominating and Election Procedures.

(a) The Board shall, annually, prepare a slate of qualified candidates for Directors and Officers based on nominations by any member. The Governance and Nominations Committee (described in Article VII, Section 3), shall recommend to the Board the composition of the slate for the ensuing election.

(b) Candidates for Director must:

1) be Alumni Members at the time of nomination and for at least one year immediately prior thereto;

2) be eligible to serve as Director in accordance with these Bylaws; and

3) be a person of good moral character and is able (or have no deficiency that would prevent the candidate) to serve a fiduciary to a not-for-profit corporation that serves an educational institution.

Section 4. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing by electronic mail or otherwise. Written consent by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 5. Participation by Telecommunications Equipment. Any one or more members of the Board or any committee thereof may, where practical, participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Emeritus Director. In recognition of exceptional service to the Tenafly High School Alumni Association and Tenafly High School, the Board of Directors may

designate persons as Emeritus Directors. The Nominations Committee will recommend Emeritus Director candidates to the full Board. A unanimous vote of attending Members of the Board at a regularly scheduled meeting is required to grant this status. At Board meetings, such persons shall serve in an honorary capacity without voting privileges, and shall not be considered for purposes of establishing a quorum.

Section 7. Removal. Any Officer or Director of THSAA may be removed or suspended for cause adversely impacting THSAA or THS at a duly noticed Board meeting. Notice of intent to move to remove an Officer or Director must be given by electronic mail 14 days in advance of the meeting. A motion must be made and carried by a two-thirds majority of the Board then in office.

ARTICLE V. OFFICERS

Section 1. General.

(a) The Officers of THSAA shall be: President, 3-5 Vice Presidents, Recording Secretary, Treasurer and Immediate Past President. These Officers make up the Executive Committee.

(b) All Officers must be members of the Board in good standing.

(c) The Principal of THS serves on the Executive Committee as an *ex officio* member. The Principal does not have a vote.

Section 2. Executive Committee: The Executive Committee shall meet at least once every three months prior to the Board meeting. The Executive Committee sets the agenda for the Board. All matters to be presented to the Board must first be vetted by Executive Committee at a duly noticed meeting. Notice must be given of a meeting no less than 14 days in advance. A majority of the Executive Committee Officers in office shall constitute a quorum. The presiding officer may, at his or her discretion, use *Robert's Rules of Order* to conduct the meeting. No minutes are recorded at Executive Committee.

Section 3. Duties of Officers. The duties of the officers shall be those usually incident to their respective offices.

(a) **President**: The President shall preside at all meetings of Executive Committee, the Board and the Annual General Meeting, and shall be a member *ex officio* of all committees. The President shall, with the advice of the Board, appoint committee chairs and committee members, and hire, if advisable, an Executive Director. The President shall provide general direction for the affairs of THSAA and shall have all powers necessary and incident thereto.

(b) **Vice Presidents**: The Vice Presidents shall act as assistants to the President and shall perform the duties of the President in his or her absence, including presiding at meetings of the Board, Executive Committee and the Annual General Meeting. Each Vice President shall be assigned specific duties – or Portfolios – by the President. This Board may have no less than three and no more than five Vice Presidents. Each Vice President position with a different portfolio or specific duties is considered a separate position with regard to term limits.

(c) **Recording Secretary**: The Recording Secretary shall serve as Corporate Secretary of THSAA and be responsible for the keeping of accurate and complete records of THSAA, including the proceedings of the Board and the Annual General Meeting. No minutes are recorded at Executive Committee.

(d) **Treasurer**: The Treasurer shall be responsible for the financial operations of THSAA including the custody of all moneys of THSAA, choosing accounting services, and establishing procedures and controls pursuant to the laws and financial regulations of the State of New Jersey. The Treasurer shall be responsible for generating the budget, monitoring variances in the budget, keeping an accurate record of receipts and expenditures and issuing regular financial reports to the Board. The Treasurer shall make the financial records available for an annual audit of THSAA. ***The Treasurer must not have any conflict of interest with regard to any financial affairs of THSAA; the Treasurer must not financially benefit personally in any way from the raising, maintaining or distributing of funds of THSAA.***

(e) **Immediate Past President**: The Immediate Past President shall sit on Executive Committee and chair the Nominating Committee. The Immediate Past President shall ensure that there is a smooth transition between old and new president with regard to continuing initiatives but serves in an advisory role only which allows the new president to make his/her own leadership decisions.

Section 4. Term of Office. Officers shall be elected during the Annual General Meeting as part of the slate prepared by the Nominating Committee. Candidates for

Officer positions must be members of the Board in good standing. All officers will take office on the first day of the fiscal year (July 1) and serve for a term of two years. An Officer can serve consecutive terms in different positions without stepping off of Executive Committee for one year. Each Vice President with different duties or a different portfolio is considered a separate position with regard to term limits; a Member can serve consecutive terms as Vice President provided the Member takes on a Vice President position with different duties or a different portfolio than the one previously held.

Section 5. Removal. Any Officer or Director of THSAA may be removed or suspended for cause adversely impacting THSAA or THS at a duly noticed Board meeting. Notice of intent to move to remove an Officer or Director must be given by electronic mail 14 days in advance of the meeting. A motion must be made and carried by a two-thirds majority of the Board then in office.

Section 6. Vacancies. In the event of a vacancy in any office, a successor to fill the unexpired portion of the term shall be elected by the Board.

ARTICLE VI. ENDOWMENT FUND AND ITS GOVERNANCE

Section 1. Endowment Fund. The Board shall establish procedures for the establishment and administration of an Endowment Fund (the “Fund”).

Section 2. Trustees; Selection of Trustees.

(a) At inception, the Fund is to be managed by nine (9) Trustees initially appointed by majority vote by the Board from the following Classes of Membership: Alumni Members, Associate Members and Honorary Members.

(b) Thereafter, the Trustees shall nominate and elect Trustees from among Alumni Members, Associate Members and Honorary Members who have demonstrated clear leadership and commitment to THS and/or THSAA, character and achievement.

(c) The Trustees can, with a two-thirds vote of the then existing Trustees, choose to expand their body, but in all cases must result in an odd number of Trustees. By the same mechanism, the Trustees can choose to reduce their body, or remove any Trustee, but in all cases there must be a minimum of seven (7) Trustees.

(d) All nominations, including prospective Trustees and Trustees being reelected at the end of their terms, shall be subject to approval by majority vote of the Board.

(e) Any duly adopted resolution of the Board that limits the number of terms that can be served by a Director or Officer shall also apply to Trustees.

Section 3. Relationship to the Board and the Members. The Board hereby authorizes the Trustees to establish and maintain the Fund on behalf of THSAA. The Trustees shall be a self-governing body to the fullest extent permitted by New Jersey State Law and governing financial regulations. The Trustees shall be the fiduciaries over the Fund, with the mission to help grow and establish a permanent corpus for THSAA and its mission.

Section 4. Classes of Trustees. The Trustees are to be divided into three (3) classes, Class A, Class B and Class C. Each class shall consist of three (3) members. Each Trustee shall serve a term of six (6) years, except that Class A shall serve an initial term of two (2) years and Class B shall serve an initial term of four (4) years.

Section 5. Restrictions on Trustee Membership. No Director or Officer shall be a Trustee, provided, however, the President or his or her designee shall be an *ex-officio*, non-voting member.

Section 6. Membership on Other Committees. At a minimum, one Trustee shall be an ex-officio (non-voting) member of the Allocations Committee, one Trustee shall be an ex-officio member of the Governance and Nominations Committee, one Trustee shall be an ex-officio member of the Audit Committee and one Trustee shall be an ex-officio member of the Finance Committee. Notwithstanding the foregoing, Trustees may serve on any other committee.

Section 7. Distributions of Funds.

(a) The Trustees shall make the following minimum distribution of the Fund to THSAA no later than the fifteenth (15th) day following the end of the relevant period:

1. 3% of the Fund during the one (1) year period ending June 30, 2020;
2. 4% of the Fund during the one (1) year period ending June 30, 2021; and
3. 5% of the Fund during each fiscal year thereafter.

These distributions shall be made to the extent there are available unrestricted funds.

(b) In addition, the Trustees can choose to fund, in their sole discretion, requests and proposals referred to it by the Allocations Committee.

(c) The Trustees shall also be responsible for administering all “donor directed” funds.

Section 8. Recovery of Surplus Unrestricted Funds. At the end of each fiscal year, THSAA will contribute its unrestricted funds to the Fund, subject to the exception noted in Article VII, Section 8(d).

Section 9. Changes to Provisions Regarding the Fund. Except for limitations adopted under Article VI, Section 2(e), no change to this Article VI shall be effective without a two-thirds (2/3rds) vote of each of the Board and the Trustees.

ARTICLE VII. STANDING COMMITTEES

Section 1. General.

(a) Standing committees shall be created and have the power to perform the functions specified below, any functions incident thereto, and any other functions that may be assigned to them by the Board from time to time. All committee activities shall be subject to review by the Board. Except as otherwise stated, standing committees shall report regularly to the Board.

(b) To the extent that THSAA has paid staff members, the day-to-day operations of THSAA shall be the responsibility of the staff members, subject to those limitations contained in these Bylaws, including those functions specifically retained by the Board or delegated to one or more of the committees.

(c) Each committee shall have no fewer than three (3) members.

Section 2. Executive Committee

(a) The Executive Committee shall consist of the Officers of THSAA which are the President, all Vice Presidents, Immediate Past President, Secretary and Treasurer. The Executive Committee shall be chaired by the President. The Executive Committee shall have all the authority of the Board, except as prohibited by law, to conduct the affairs of THSAA between regular meetings of the Board in situations where an assembly of a quorum of the Board would be impractical or impossible.

(b) Actions of the Executive Committee shall require a majority plus one vote. The Executive Committee shall report to the Board on any actions taken at the next scheduled Board meeting.

(c) The Executive Committee shall meet at least once every three months prior to the Board meeting. The Executive Committee sets the agenda for the Board. All matters to be presented to the Board must first be vetted by Executive Committee at a duly noticed meeting. Notice must be given of a meeting no less than 14 days in advance. A majority of the Executive Committee Officers in office shall constitute a quorum. The presiding officer may, at his or her discretion, use *Robert's Rules of Order* to conduct the meeting. No minutes are recorded at Executive Committee.

Section 3. Governance and Nominations.

(a) The Governance and Nominations Committee shall be responsible for nominating members of the Board as provided for in these Bylaws. The Governance and Nominations Committee is chaired by the Immediate Past President and shall consist of three (3) or more Board members. The Immediate Past President selects the committee members with the approval of the Board.

(b) The Governance and Nominations Committee shall be responsible for periodically reviewing THSAA's governance, including these Bylaws, to ensure that they reflect current law and Board best practices.

Section 4. Events & Programming. The Events & Programming Committee is responsible for community-building by organizing or supporting alumni reunions and planning any other events and programs that connect alumni with current THS faculty and students. Events or programs could include 1) planning or assisting with the planning of reunions, 2) creating a mentoring program or panel discussions for current THS students for college or career exploration, guidance or counseling, and 3) offering programming for alumni that focus on career networking or socializing or both. The Events & Programming Committee works in partnership with the Fundraising Committee to ensure that there is an equal focus on both fundraising and community-building in applicable activities. This Committee should work together with Membership to create and maintain a Distinguished Alumni Hall of Fame where inductees are celebrated each year at a designated annual event. Nominees to the Distinguished Alumni Hall of Fame are presented to the Board for a majority vote.

Section 5. Fundraising. The Fundraising Committee is responsible for creating both annual and long-term fundraising opportunities with a wide range of appeal and participation options for all alumni. Annual fundraising price-points should allow all

members to participate. Long-term fundraising price-points are set higher with the expectation that alumni who have the capacity to participate will do so once or twice only.

Section 5. Communications. The Communications Committee shall be responsible for all THSAA communications which could include, but is not limited to, the creation and maintenance of a THSAA website, presence in social media and electronic mail updates using constant contact or something similar to a newsletter.

Section 6. Audit. The Audit Committee shall be responsible for THSAA's auditing functions, including, but not limited to, reviewing financial reports. The Audit Committee shall be composed solely of Directors who are not Officers of THSAA. A Trustee of the Fund shall be a member of this Committee. The Audit Committee is also responsible for identifying and reviewing any potential financial conflicts of interest.

Section 7. Finance. The Finance Committee shall be responsible for investment strategy and reviewing financial performance. The Treasurer shall serve on this Committee. A Trustee of the Fund shall be a member of this Committee. *All members of the Finance Committee must not have any conflicts of interest with regard to any financial affairs of THSAA; no member may financially benefit personally in any way from the raising, maintaining or distributing of funds of THSAA.*

Section 8. Allocations.

(a) The Allocations Committee shall review all requests for THSAA funds from THS, student groups, departments, teams, and other groups associated with THS. The Allocations Committee shall have the power to approve or disapprove requests that are at or beneath the dollar limit that shall be set by the Board from time to time. The Allocations Committee shall recommend to the Board approval or disapproval of requests that are above the dollar limit.

(b) The Allocations Committee shall be responsible for ensuring that a quarterly activity report is provided to the Board. The Allocations Committee shall ensure that all allocations are made and spent consistent with the stated purposes of THSAA.

(c) Regardless of the amount of funds requested under paragraph (a), above, the Allocations Committee shall refer to the Fund those proposals that are acceptable to it but are of a longer-term, institutional or capital nature. The Trustees are solely responsible for approving or denying funding requests referred to the Fund.

(d) The Allocations Committee, working with the Treasurer, shall ensure that all monies designated for the Fund, either by the donor or by the Board, are made available to the Fund, less an amount up to ten percent (10%) (“Administrative Fee”), which shall be retained by THSAA for costs and expenses associated with the Fund. In addition, for cash flow purposes, at the end of each fiscal year of THSAA, THSAA may retain (i.e., not transfer to the Fund) an amount up to ten percent (10%) of the previous fiscal year’s operating budget.

(e) The Allocations Committee shall, from time to time, establish procedures for applying for, and criteria for granting, scholarships, grants, and other financial assistance.

(f) The Allocations Committee shall review all individual student applications for assistance and determine, in its judgment, which applicants are entitled to assistance and the amount of such assistance.

Section 9. Diversity. THSAA will create and maintain a Diversity Committee to ensure that Membership and the Board represent as many different communities as is possible in the full THS alumni base.

Section 10. Membership. The Membership Committee shall maintain accurate records pertaining to the Members of THSAA including, but not limited to, dues payments and current contact information. The Membership Committee shall be responsible for the safeguarding of such information in accordance with applicable privacy laws and THSAA policies. In addition, the Membership Committee shall be responsible for recruiting new Alumni Members and for passing upon or recommending for membership those candidates who meet the qualifications. The Membership Committee shall annually review such qualifications and the dues schedule. This Committee should work together with Events & Programming to create and maintain a Distinguished Alumni Hall of Fame where inductees are celebrated each year at a designated annual event. Nominees to the Distinguished Alumni Hall of Fame are presented to the Board for a majority vote.

Section 11. Special. The Board may, from time to time, create such special committees as may be deemed desirable. The members of any such committee shall be appointed by the President with the advice of the Board. Special committees shall have only such powers as are specifically delegated to them by the Board, and as are permitted by law. Special committees shall serve at the pleasure of the Board.

ARTICLE VIII. STAFF

Section 1. Staff. THSAA may have one or more paid staff members. The Board may designate one staff member to act as Executive Director.

Section 2. Selection of Staff. The Executive Director, if any, shall be responsible for hiring all staff in consultation with the Board and the Trustees.

Section 3. Trustee Input. The approval of a majority of the Trustees must be obtained for the hiring of any staff whose role, substantially, will be to support activities of the Fund.

ARTICLE IX. SCHOLARSHIP OBLIGATIONS

Section 1. Board Obligations. THSAA and its Officers and Directors shall have no obligation to applicants to award, or to recipients to continue, any scholarship, award, or grant, and it or they may grant or deny the same in their honest judgment, and no liability on them shall be imposed thereby.

Section 2. Recipient Obligations. No obligation for repayment of any such funds awarded shall be imposed on the recipients unless otherwise specified upon the award of the funds.

ARTICLE X. INDEMNIFICATION

Section 1. Indemnification. THSAA shall, to the fullest extent permitted by law, indemnify and hold harmless and defend any person who is made, or threatened to be made, a party to any action or proceeding by reason of or related to the fact that he, his testator or intestate is or was a Director, Officer, Trustee, employee, volunteer, committee member or agent of THSAA, against any judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, in connection with the performance of an act authorized by THSAA and performed in good faith.

Section 2. Insurance. To the extent permitted by New Jersey law, THSAA shall purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, Director, employee or agent of THSAA, or is or was serving at the request of THSAA as a Trustee, Officer, Director, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, joint venture, trust or other enterprise.

ARTICLE XI. CHAPTERS

Section 1. Affiliated Chapters. The Board may, from time to time authorize, charter, license, and dissolve chapters of THSAA throughout the United States and other countries.

ARTICLE XII. AMENDMENTS

Section 1. Amendments to the Bylaws. These Bylaws may be amended by a motion made and carried by a simple majority vote at a duly noticed Board meeting, followed by two weeks written notice of intent to take such action, and a vote carried at a subsequent Board meeting by a two-thirds majority of the Board then in office.

ARTICLE XIII. DISSOLUTION OF THSAA

Section 1. Dissolution of THSAA. In the event of the dissolution or liquidation of THSAA, the Board shall donate any assets then owned by THSAA to THS or an organization which supports THS pursuant to the laws of the State of New Jersey and the federal government.

ARTICLE XIV. OFFICER, DIRECTOR AND TRUSTEE HANDBOOK

Section 1. Officer, Director and Trustee Handbook. The Board from time to time shall promulgate an Officer, Director and Trustee Handbook (“Handbook”), which must include a CONFLICT OF INTEREST POLICY, a SOCIAL MEDIA POLICY, and a WHISTLEBLOWER POLICY. The current Handbook should then be attached to these Bylaws as Exhibit A.

ARTICLE XV. EFFECTIVE DATE

These Bylaws shall be effective upon a vote of all members in attendance at a duly noticed meeting taken after discussion which includes questions and answers. The date of the vote enacting these Bylaws will be recorded in minutes available to all Members of THSAA in accordance with these Bylaws.