

**AMENDED AND RESTATED CONSTITUTION AND BY-LAWS  
OF  
THE PINGRY SCHOOL ALUMNI ASSOCIATION**

**Article I – Name and Offices**

**Section 1.1 Name.** The name of the organization is The Pingry School Alumni Association (the “Association”).

**Section 1.2 Offices.** The offices of the Association shall be located at the campus of The Pingry School, Martinsville Road, Martinsville, New Jersey, or at such other location as shall be determined from time to time by the Board of Directors of the Association (the “Board”).

**Article II – Purpose and Activities**

**Section 2.1 Purpose.** The primary purposes of the Association shall be to promote and organize activities that advance the interests of The Pingry School and its alumni/alumnae and promote a closer relationship and better understanding between the school and its alumni/alumnae.

**Section 2.2 Activities.** The Association shall engage in such activities and shall organize such events as shall, in the view of the Board and the officers of the Association, promote and further the purposes of the Association consistent with the objectives and interests of The Pingry School.

**Article III – Members of the Association**

**Section 3.1 Regular Members.** Any person who has at any time been a student in regular attendance at The Pingry School and whose class shall have graduated from The Pingry School shall be a regular member of the Association. Any person who was at any time a student in regular attendance at the former Short Hills Country Day School prior to its merger with The Pingry School and whose class shall have graduated from The Pingry School or the former Short Hills Country Day School shall be a regular member of the Association.

**Section 3.2 Honorary Members.** Any person who shall not at any time have been a student in regular attendance at The Pingry School or the former Short Hills Country Day School but who shall have or shall be:

- a. a past or current Trustee of The Pingry School;
- b. a past or current member of the full-time or part-time faculty of The Pingry School; or

- c. voted honorary membership in the Association by the Board;

shall be an honorary member of the Association.

**Section 3.3 Meetings of the Members of the Association.**

(a) The annual meeting of regular members of the Association (each an “Annual Meeting”) shall be held at the Martinsville, New Jersey, campus of The Pingry School at 11 a.m. on the second Saturday of May of each year, or at such other time and/or at such other location as shall be determined by the Board.

(b) Special meetings of regular Members of the Association may be called from time to time by the Board or by the President and shall be called upon the written request of a majority of the members of the Board then in office.

**Section 3.4 Notices of Meetings.** Notice of each meeting of regular Members of the Association shall be given to the regular members by regular mail, overnight delivery, or e-mail or facsimile transmission, or any combination of the foregoing, not less than ten nor more than sixty days prior to each such meeting. Each such notice shall state the time and place of the meeting and, in the case of a special meeting, the purpose of the meeting.

**Section 3.5 Quorum.** A quorum for the transaction of business at any meeting of regular members of the Association shall consist of the regular members in attendance at such meeting.

**Section 3.6 Action at Meetings.** The act of a majority of the regular members present and voting at any meeting of the Association shall constitute the action of the regular members of the Association on all matters other than the election of members of the Board and officers.

**Article IV – Board of Directors**

**Section 4.1 General.** The management of the affairs of the Association shall be governed by the Board, and the Board shall have all powers and authority to manage such affairs except as are expressly reserved herein to the regular members of the Association. Each member of the Board shall be a regular member of the Association.

**Section 4.2 Number and Classes of Directors.** The Board shall consist of not less than twenty (20) nor more than sixty (60) members, the aggregate number of members of the Board to be established from time to time by the Board. The Board shall be divided into three classes, each of which shall be equal or as nearly equal as possible in number, with the term of one such class expiring in each year.

**Section 4.3 Election of Members.** Members of the Board shall be elected:

(a) *At the Annual Meeting.* By a plurality of the votes cast at the Annual Meeting; or

(b) *At Other Times.* By the affirmative vote of a majority of the entire Board by written consent at any time and from time to time; provided, such elected member of the Board has previously served on the Board or is elected to fill a vacancy on the Board created by the resignation, removal, or death of a Director.

Each person who shall be elected to the Board shall serve as a member of a class for a term of three years, or until his or her successor shall be elected, or until the term of the class to which he or she joined at a time other than the Annual Meeting expires, whichever comes first.

**Section 4.4 Honorary Members.** The Board may from time to time appoint such honorary members of the Board as shall be deemed by the Board to be appropriate and in the best interests of the Association.

**Section 4.5 Ex Officio Members.**

(a) Each past President of the Association and the Chairman of the Board of Trustees, if not a member of the Board, shall be ex officio members of the Board and shall be invited to attend all meetings of the Board in a non-voting capacity.

(b) The Director of Development of The Pingry School and the Director of Alumni Relations of The Pingry School, if there shall be a Director of Alumni Affairs, shall be ex officio members of the Board and shall be invited to attend all meetings of the Board in a non-voting capacity.

**Section 4.6 Quorum.** At least twenty five percent of the members of the Board present at any meeting shall constitute a quorum for the transaction of business.

**Section 4.7 Board Action.** Any action to be taken by the Board may be taken by (a) the affirmative vote of a majority of the members of the Board at a meeting at which a quorum shall be present or (b) by the written consent of a majority of the members of the Board.

**Section 4.8 Resignation and Removal.** Any member of the Board may resign by written notice to the Secretary of the Association, and such resignation shall be effective upon receipt of such notice by the Secretary. Members of the Board may be removed only for cause and only by action of the regular members of the Association.

**Section 4.9 Vacancies.** Vacancies on the Board resulting from the resignation of a member or for any other reason may be filled according to Article IV, Section 3(b) above. Vacancies created by the resignation, removal, or death of an Officer may be filled by the affirmative vote of a majority of the entire Board by written consent, following the nomination of a candidate to fill such vacancy by the Nominating Committee.

**Section 4.10 Meetings of the Board.** The Board shall hold such regular meetings as shall be determined by the President. The Board may hold special meetings as and when called by the President or a majority of the members of the Board in office. Notice of meetings of the Board shall be given by regular mail, overnight delivery, e-mail or facsimile transaction or by telephone, or any combination of the foregoing, not less than two nor more than thirty days prior to any meeting of the Board. Any member of the Board may participate in any meeting by telephone conference call and shall be deemed present at the meeting.

## **Article V – Committees of the Board**

**Section 5.1 Establishment of Committees.** The Association shall have an Executive Committee, a Nominating Committee, an Awards Committee and such other committees as shall be established from time to time by the Board. The Chair of each such Committee shall be appointed by the President and shall serve in such capacity at the pleasure of the President. The members of each committee, other than the Executive Committee, shall be selected by the Chair of the committee with the concurrence of the Executive Committee. Committee members shall be regular members of the Association but need not be members of the Board. The procedures to be followed by each committee shall be determined by the Chair of the committee.

**Section 5.2 Executive Committee.** The Executive Committee shall consist of the officers of the Association, the Chairs of each regular committee of the Association and the immediate Past President of the Association. The President shall be the Chair of the Executive Committee. The Executive Committee shall meet at such times and places as shall be designated by the President, acting as Chair of the Committee. The Executive Committee shall manage the affairs of the Association in the intervals between meetings of the full Board and shall have the authority to exercise all of the powers of the full Board, except as are expressly reserved herein to the full Board.

**Section 5.3 Nominating Committee.** The Nominating Committee shall consist of not less than five persons, at least one of whom shall be a person who is not be a member of the Board. The President shall be a non-voting member of the Nominating Committee. The Nominating Committee shall recommend to the regular members of the Association at each Annual Meeting the nominees for election as members of the Board and as officers, and such recommendations shall be announced at each Annual Meeting by the Chair of the Nominating Committee, or in the absence of such Chair by the President or any Vice President of the Association, prior to the taking of any vote of the election of members of the Board or officers, as the case may be.

**Section 5.4 Awards Committee.** The Awards Committee shall consist of not less than five persons, at least one of whom shall be a person who is not a member of the Board. The President shall serve as the Chair of the Awards Committee. The Awards committee shall recommend to the Board the persons to receive the Letter in Life and Nelson Carr Service Award and such other awards as shall from time to time be given by the Association.

## Article VI – Officers

**Section 6.1 General.** The officers of the Association shall be a President, such number of Vice Presidents as shall be designated by the Board, a Secretary and a Treasurer and such other officers or assistant officers as the Board may designate. Officers shall be elected by the regular members of the Association. Each officer of the Association shall serve for a term of two years or until his or her successor shall be elected.

**Section 6.2 President.** The President shall be the chief executive officer of the Association and the Chairman of the Board and shall preside at all meetings of the Board and of the Association. The President shall designate the Board Committees and shall appoint the Chairs of all Board Committees. The President shall render an annual report to the Association, such report to be incorporated in the minutes of the Board, and shall prepare a summary of the report to be published in the *Pingry Review*. In the absence of the President at any meeting of the Board and of the Association, such Vice President as shall be designated by the Board shall preside.

**Section 6.3 Vice Presidents.** The Association shall have one or more Vice Presidents as shall be elected by the regular members. If there shall be more than one Vice President, the Vice Presidents may, in the discretion of the regular members, be designated in order of their priority as Vice Presidents. The Vice Presidents of the Association shall have such responsibilities and authority as shall be designated by the Board.

**Section 6.4 Secretary.** The Secretary shall prepare the minutes of meetings of the Board and of the Association, shall attend to the correspondence, and shall send such minutes to the Alumni and Development Office to be held as permanent record.

**Section 6.5 Treasurer.** The Treasurer shall faithfully keep and account for all moneys of the Association, and shall expend therefrom such amounts as he shall be directed by the Board. The Treasurer shall render a report to the Board at such times as shall be requested by the Board and at the Annual Meeting. The Treasurer shall prepare the Annual Budget of the Association.

## Article VII – Fiscal Year

The fiscal year of the Association and of the Board shall start on July 1 and run until June 30 of the succeeding year.

## Article VIII – Amendments

This Constitution and By-Laws may be amended and such amendments shall be effective upon the affirmative vote of a majority of the entire Board by written consent or in person or by proxy at any regular or special meeting, provided that a copy of the proposed amendment is included in the notice of the meeting.