



AMENDED AND RESTATED BYLAWS
of the

Pace Academy Alumni Association

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BYLAWS
of the
Pace Academy Alumni Association

ARTICLE 1: THE ASSOCIATION

1.1 The Association. For purposes of these Bylaws, the Pace Academy Alumni Association shall be known as the “Association.” The Association is an unincorporated affiliate of Pace Academy, Inc., a Georgia corporation. The Association operates under, and these Bylaws as appended from time to time.

1.2 Association Office. The Association shall maintain an office on the Pace Academy campus in Atlanta, Georgia.

1.3 Function. The function of the Association is primarily to (i) engage and communicate with alumni through outreach efforts, events and alumni resources (ii) encourage and coordinate financial support of Pace Academy, (iii) encourage the formation of and assist in gatherings of Pace Academy alumni, including class reunions and (iv) encourage such other social and educational activities as may be consistent with the purpose of the Association. (v) to enrich the Pace Academy experience for all of the school’s constituents.

ARTICLE 2: THE ALUMNI BOARD OF DIRECTORS

2.1 General Powers. All Association powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Alumni Board of Directors of the Association (the “Alumni Board”). The Alumni Board shall (i) undertake activities, in coordination with the Director of Alumni Relations of Pace Academy, to carry out the objectives of the Association, (ii) consider any matters brought to its attention by the Board of Trustees or by the Head of School and, when so requested, shall give its opinion thereon and (iii) take such other action on behalf of the alumni of Pace Academy as it deems advisable and in the best interest of the Alumni Association. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Alumni Board may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by law, by the Constitution, by these Bylaws or by the Board of Trustees. Any action to be taken at a meeting of the Alumni Board may be taken without a meeting if a consent in writing or by electronic mail, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Members.

2.2 Composition. The members of the Alumni Board (each a “Member”) shall consist of:

- a) up to sixteen (16) Members, including the Officers (as defined in Section 4.1) serving from time to time as Officers in accordance with Article 4; and
- b) any number of non-voting Board members emeritus, who shall be designated by the Alumni Board to serve at the pleasure of the Alumni Board.

2.3 Qualifications and Responsibilities of Members.

a) Service to the Association shall at all times during a Member’s term in office remain one of the Member’s top priorities. Each Member shall at all times during a Member’s term in office maintain the highest degree of integrity and moral standards and demonstrate a willingness to cooperate and participate with other Members for the advancement of the Association’s purposes.

b) Each Member shall commit to give such amount of time as is reasonably required to attend Alumni Board and Committee Meetings, and be informed regarding the matters addressed at such Meetings, help in fundraising efforts and share talents with the Association.

2.4 Election of Members. Members shall be elected by vote of the Alumni Board at the final Spring Annual Meeting (typically held in May). The Members shall be assigned to, and elected in, three (3) classes, with as near to one-third (1/3) of the total number of Members in each class as is numerically possible. One (1) class of Members shall be elected at each Annual Meeting.

2.5 Term of Members. The term of the Members elected as a class at an Annual Meeting, as described in Section 2.4, above, shall begin immediately following the conclusion of the Annual Meeting at which such Members were elected, and shall expire immediately following the conclusion of the Annual Meeting in the third year following the Annual Meeting at which such Members were elected. No person shall serve as a Member for more than two (2) consecutive terms; provided, however, that a person may remain as a Member for so long as such person is serving as the Immediate Past President or President Elect. A person may serve again as a Member after a lapse of at least one (1) term.

2.6 Removal and Deemed Resignation of Members. The Alumni Board of the Association may remove any Member, with or without cause. Notwithstanding the foregoing, a Member who is absent from a majority of the Regular Board Meetings held during the previous twelve (12) months of such person’s term as a Member, without an excuse granted by the President or President-Elect, may be deemed to have automatically resigned from the Board.

2.7 Vacancies. A vacancy occurring among the Members may be filled for the unexpired term upon the recommendation of the Nominating Committee and approval of the Alumni Board or Executive Committee.

2.8 Compensation. Members shall receive no compensation for their services.

ARTICLE 3: MEETINGS OF THE ALUMNI BOARD OF DIRECTORS

3.1 Regular Board Meetings. Regular meetings of the Alumni Board (each a “Regular Board Meeting”) shall be held at least six (6) times per year, at such time as designated by the Alumni Board. Regular Meeting shall generally be held once a month during the school year. For purposes of these Bylaws, “Board Meeting” means either a Regular Board Meeting or a Special Board Meeting.

3.2 Special Board Meetings. Special meetings of the Alumni Board (each a “Special Board Meeting”) may be called by the President, a majority of the Members or the Executive Committee.

3.3 Place of Board Meetings. Members may hold Board Meetings at any place as the Alumni Board may from time to time establish for Regular Meetings, or as is set forth in the notice of such Board Meeting (as described below).

3.4 Notice of Board Meetings.

a) The Director of Alumni, or any designee of such person, shall cause to be issued to each Member at least seven (7) days notice of each Regular Board Meeting (a “Regular Board Meeting Notice”), stating the date, time and place of the Regular Board Meeting. Each Regular Board Meeting Notice shall be sent by mail or electronic mail, in accordance with the provisions of Section 3.6, below.

b) The Director of Alumni, or any designee of such person, shall cause to be issued to each Member at least twenty-four (24) hours notice of each Special Board Meeting (a “Special Board Meeting Notice”), stating the date, time, place and purpose of the Special Board Meeting. Each Special Board Meeting Notice shall be sent to each Member by mail or electronic mail, in accordance with the provisions of Section 3.6, below.

3.5 Notice Procedure. Whenever notice is given to a Member by mail, the notice shall be sent first-class mail, including Express Mail or Priority Mail, by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Member at such person’s address as it appears on the books of the Association. Notice may also be given by electronic mail.

3.6 Quorum. The presence of at least a majority of the Members, either in person or connected to the meeting through a conference call, shall constitute a quorum necessary for the transaction of business at any Board Meeting.

3.7 Vote Required for Action. Except as otherwise provided by these Bylaws, the affirmative vote of a majority of the Members present at a Board Meeting at which a quorum is present shall constitute the act of the Alumni Board.

3.8 Telephone Conference Calls. Members may participate in Board Meetings by means of conference telephone or similar communications equipment such that all Members participating in the Board Meeting can simultaneously hear each other during such Board Meeting, and participation in a Board Meeting pursuant to this Section shall constitute presence in person at such Board Meeting. Any vote taken at such Board Meeting shall be taken by oral roll call or in writing or by electronic mail, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Members.

3.9

3.10 Minutes. The Secretary, the Director of Alumni, or other designee, shall keep minutes of all Board Meetings. Upon approval of such minutes by the Alumni Board, the Secretary shall have charge of such minutes, as set forth in Section 4.4(c).

ARTICLE 4: OFFICERS

4.1 Composition. The officers of the Association (the “Officers”) shall consist of (i) a President, (ii) a President Elect, (iii) a Event Chair, (iv) a Development Chair and (v) an Immediate Past President, each of whom shall be Members.

4.2 Election and Term of Officers. The Officers shall be elected by the Alumni Board at the Annual Meeting from the Members who have served as a Member during the year immediately preceding such Annual Meeting provided that the Immediate Past President shall in all cases be the person who served in the office of President immediately prior to such Annual Meeting. The term of each Officer shall begin immediately following the conclusion of the Annual Meeting at which such Officer was elected, and shall expire immediately following the conclusion of the Annual Meeting in the second year following the Annual Meeting at which such Officer was elected. An Officer may serve in a different Officer role in the year immediately following such Officer’s term, but may serve for an additional term in the same Officer role only after a lapse of at least one (1) Officer term.

4.3 Powers and Duties. The Officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Alumni Board. Without limitation upon any of the foregoing:

a) The President shall (i) be the principal officer of the Association, (ii) preside at the Board Meetings and Executive Committee Meetings, (iii) ensure that the direction given by the Association and the actions of the Alumni Board are carried into effect, (iv) report to the Alumni Board with respect to the conduct and management of the affairs of the Association, (v) act as a liaison to other constituencies of Pace Academy (vi) keep the Head of School and the Board of Trustees informed of the activities of the Association. The President shall also have such other duties and responsibilities as may be specified in these Bylaws and as shall be directed from time to time by the Alumni Board.

b) The President Elect shall, in the absence or disability of the President, perform the duties of the office of President. The President Elect shall have such other powers and perform such other duties as may be assigned by the President of the Board. In the event of a permanent vacancy in the office of the President of the Board, the President Elect shall succeed to the office of President to serve for the remainder of the unexpired term.

c) Except as otherwise set forth in these Bylaws, the Event Chair shall (i) have charge of all Association events and activities of the Association, including Homecoming Reunion Weekend and the Association’s annual Fundraising Event the Knight Cap.

d) The Development Chair shall (i) have custody and control of all financial records of the Association, (ii) jointly with the Director of Alumni Relations of Pace

Academy, have custody and control of all funds of the Association and cause such funds to be disbursed as authorized by the Alumni Board, generally, and the Development Chair, specifically, and (iii) submit to the Alumni Board at each Regular Board Meeting a financial statement of the Association in the form prescribed by the Alumni Board.

4.4 Additional Powers and Duties. In addition to the foregoing specifically enumerated powers and duties, the Officers shall work on alumni projects at the direction of the President and shall have such other powers and duties as are provided for them in these Bylaws or as may, from time to time, be prescribed by the Alumni Board.

4.5 Removal of Officers. An Officer of the Association may be removed as an Officer and Member by the Alumni Board Members, with cause and vote of the Executive Committee.

4.6 Vacancies. A vacancy occurring in the office of a Officer, other than that of the President, may be filled for the unexpired term by the Board of Directors or the Executive Committee.

4.7 Conflicts. A Officer, must take their position seriously and shall have no conflict of interest, financial or otherwise, with the association. A conflict of interest exists if the Board Member has existing or potential business, financial or personal interest that could impair or might reasonably appear to impair the exercise of the Alumni Association or Pace Academy. If the Member in question disputes as to whether a conflict of interest is present, the matter shall be decided by a majority vote of the Executive Committee.

ARTICLE 5: **STAFF**

5.1 Director of Alumni Relations. Unless otherwise specified by the Alumni Board or in these Bylaws, the Director of Alumni Relations of Pace Academy, in accordance with all policies adopted by the Alumni Board and the Board of Trustees, shall (i) have responsibility for the supervision of the affairs of the Association, (ii) provide support to the Alumni Board, the Officers and all Committees, and (iii) jointly with the Development Chair, have custody and control of all funds of the Association and cause such funds to be disbursed as authorized by the Alumni Board, generally, and the Development Chair, specifically.

5.2 Voting. The Director of Alumni Relations of Pace Academy shall not be a Member, and shall not have a vote on any matter requiring a vote of the Nominating Committee, the Members or Board Committee Members under these Bylaws.

ARTICLE 6: **BOARD COMMITTEES**

6.1 Establishment. In addition to the standing board committees described in these Bylaws, the President may, with the consent of the Alumni Board or Executive Committee, consistent with these Bylaws, establish and eliminate such other Board Committees (together with the standing board committees described in these Bylaws, the

“Board Committees”) as it deems necessary to the management of the affairs of the Association.

6.2 Composition and Term. Except as otherwise set forth in these Bylaws, the President shall, subject to the approval of the Executive Committee and consistent with these Bylaws, appoint a Committee Leader of each Board Committee established pursuant to this Article, to serve for a term consistent with such Committee Leader’s term as a Member. Except as otherwise set forth in these Bylaws, the President shall, subject to the approval of the Alumni Board and consistent with these Bylaws, appoint members of each Board Committee established pursuant to this Article, to serve for a term consistent with such member’s term as a Member. The Committee Leader and members of each Board Committee established pursuant to this Article shall be a Member.

6.3 Removal and Deemed Resignation. The Alumni Board may remove any member of any Board Committee established pursuant to this Article, with or without cause. A Board Committee member who is absent from a majority of the Board Committee meetings held during the previous twelve (12) months of such person’s term as a member of the Board Committee, without an excuse granted by the Committee Leader of such Board Committee, shall be deemed to have automatically resigned from such Board Committee and shall be deemed to have automatically resigned as a Member.

6.4 Board Committee Meetings.

a) Except as otherwise set forth in these Bylaws, regular meetings of a Board Committee (each a “Regular Board Committee Meeting”) may be called by the Committee Leader of the Board Committee, at any place as the Committee Leader of the Board Committee may from time to time establish for such Regular Board Committee Meetings, or as is set forth in the notice of such Regular Board Committee Meeting (as described below). For purposes of these Bylaws, “Board Committee Meeting” means either a Regular Board Committee Meeting or a Special Board Committee Meeting.

b) Except as otherwise set forth in these Bylaws, special meetings of a Board Committee (each a “Special Board Committee Meeting”) may be called by the Committee Leader of the Board Committee, at any place as the Committee Leader of the Board Committee may from time to time establish for such Special Board Committee Meetings, or as is set forth in the notice of such Special Board Committee Meeting (as described below). No business shall be transacted at any Special Board Committee Meeting except that business which was described as the purpose of the Special Board Committee Meeting in the Special Board Committee Meeting notice.

6.5 Notice of Meetings.

a) The Committee Leader of a Board Committee, or any designee of such person, shall cause to be issued to each Board Committee Member at least seven (7) days notice of each Regular Board Committee Meeting (a “Regular Board Committee Meeting Notice”), stating the date, time and place of the Regular Board Committee Meeting. Each Regular Board Committee Meeting Notice shall be sent by mail or electronic mail, in accordance with the provisions of Section 6.7, below.

b) The Committee Leader of a Board Committee, or any designee of such person, shall cause to be issued to each Board Committee Member at least twenty-four

(24) hours notice of each Special Board Committee Meeting (a “Special Board Committee Meeting Notice”), stating the date, time, place and purpose of the Special Board Committee Meeting. Each Special Board Committee Meeting Notice shall be sent to each Board Committee Member by mail or electronic mail, in accordance with the provisions of Section 6.7, below.

c) Attendance or participation by a Board Committee Member at a Board Committee Meeting shall waive any required Regular Board Committee Meeting Notice or Special Board Committee Meeting Notice and any and all objections to the place of the Board Committee Meeting, the time of the Board Committee Meeting, or the manner in which it has been called or convened, except when such Board Committee Member at the beginning of the Board Committee Meeting (or promptly upon such Board Committee Member’s arrival) objects to holding the Board Committee Meeting or transacting business at the Board Committee Meeting and does not thereafter vote for or assent to action taken at the Board Committee Meeting.

6.6 Notice Procedure. Whenever notice is given to a Board Committee member by mail, the notice shall be sent first-class mail, including Express Mail or Priority Mail, by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Board Committee member at such person’s address as it appears on the books of the Association. Notice may also be given by electronic mail.

6.7 Quorum and Vote. The presence of at least a majority of the members of a Board Committee established under this Article shall constitute a quorum necessary for the transaction of business at any such Board Committee Meeting. Except as otherwise provided by these Bylaws, the affirmative vote of a majority of the members of a Board Committee present at a Committee meeting at which a quorum is present shall constitute the act of the members of the Board Committee.

6.8 Telephone Conference Calls. Members of such Board Committee may participate in meetings of such Board Committee by means of conference telephone or similar communications equipment such that all such members participating in the Board Committee Meeting can simultaneously hear each other during such Board Committee Meeting, and participation in a Board Committee Meeting pursuant to this Section shall constitute presence in person at such Board Committee Meeting. Any vote taken at such Board Committee Meeting shall be taken by oral roll call or in writing or by electronic mail, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Members.

6.9

6.10 Minutes. The Committee Leader of such Board Committee, or any designee of such person, shall keep minutes of all such Board Committee Meetings. Upon approval of such minutes by such Board Committee, the Secretary shall have charge of such minutes, as set forth in Section 4.4(c).

ARTICLE 7: EXECUTIVE COMMITTEE

7.1 General Powers. There shall be a standing Executive Committee of the Alumni Board (the “Executive Committee”), which may exercise all powers to be

exercised by the Alumni Board pursuant to these Bylaws between Board Meetings, except that the Executive Committee shall not:

- a) authorize the expenditure of funds of the Association in excess of any amount specified from time to time by the Alumni Board;
- b) elect, appoint or remove Members or fill vacancies on the Alumni Board or any Committee; or
- c) adopt, amend or repeal these Bylaws.

7.2 Composition. The Executive Committee shall consist of each of the Officers and the Director of Alumni Relations as a non-voting ad-hoc member (each an “Executive Committee Member”). The President shall serve as the Committee Leader of the Executive Committee (the “Executive Committee Leader”).

7.3 Executive Committee Meetings. Regular meetings of the Executive Committee (each a “Regular Executive Committee Meeting”) may be called by the President or the President Elect.

ARTICLE 8: NOMINATING COMMITTEE

8.1 General Powers. There shall be a standing Nominating Committee of the Association (the “Nominating Committee”). The Members of the Nominating Committee shall, pursuant to these Bylaws and after having solicited input from the Board of Directors:

- a) present to the Alumni Board at the Annual Meeting a single slate of nominees for Officers of the Association;
- b) present to the Alumni Board at the Annual Meeting a single slate of nominees for Members; and
- c) present to the Alumni Board at the Annual Meeting a single slate of nominees for Nominating Committee Members.

8.2 Qualifications. The Officers and Members selected by the Nominating Committee shall be persons who shall have a commitment to the goals and purposes of the Association.

8.3 Composition. The Nominating Committee shall consist of (i) each of the Officers (each an “Executive Committee Member”), and (ii) the Director of Alumni Relations of Pace Academy, who shall be non-voting ex-officio Nominating Committee Member. The Nominating Committee shall take the following criteria into account when selecting Officers and new Members: (A) leadership qualities to serve in a specific Officer position or as a Member; (B) in the case of Officers, Board meeting attendance; and (C) commitment to serving the Board and the Pace Academy community in general.

8.4 Term of Nominating Committee Members. The term of each Nominating Committee Member shall begin immediately following the conclusion of the Annual Meeting at which such Nominating Committee Member was elected, and shall expire immediately following the conclusion of the Annual Meeting in the first year following the Annual Meeting at which such Nominating Committee Member was elected. A Nominating Committee Member may serve for an additional term as a Nominating

Committee Member only after a lapse of at least one (1) Nominating Committee Member term.

ARTICLE 9: RELATIONSHIP WITH ALUMNI SCHOLAR BOARD & KESSLER AWARD

9.1 The Alumni Scholarship Board is an ad hoc committee formed independently of the Board for the purpose of awarding a scholarship, the Alumni Scholarship Award, to a rising senior in an amount not less than \$3,000.00 thereby fostering greater interaction with and awareness of Alumni activities, opportunities and responsibilities.

9.2 To more closely align the activities and interests of the Association with the Alumni Scholarship Board, the Association will make an annual contribution to the endowment fund overseen by the Alumni Scholarship Board in an amount not less than \$2,500.00.

9.3 The President will maintain a permanent seat on the Alumni Scholarship Board and will assist with the Alumni Scholarship Award candidate review. The President will report back to the Board regarding Alumni Scholarship Board activities and Award recipients.

9.4 The Alumni Board shall provide not less than \$1,500 as a gift for the Kessler Award Recipients provided to a Lower School, Middle School and Upper School teacher.

ARTICLE 10: MEMBERSHIP

MEMBERSHIP: Membership in the Association shall consist of the following categories:

ACTIVE MEMBERSHIP: Every former student of Pace Academy, having graduated or withdrawn in good standing, is eligible to become an active member of the Association by paying a lifetime membership fee as set by the Executive Committee.

ARTICLE 11: MISCELLANEOUS

11.1 Power to Amend Bylaws. The Alumni Board shall have the power to alter, amend or repeal these Bylaws, or adopt new bylaws.

In accordance with the procedures set forth in the By-Laws of the Pace Academy Alumni Association in effect as of this date, all prior By-Laws of the Association are hereby revoked, and are null and void, and the By-Laws as set forth above are adopted by the Board, shall hereafter govern the Board and Association, and shall be given full effect as of _____, 2014.

Austin McDonald '97
President

Charlie Brickley '88
President-Elect

Josh Belinfante '95
Past President