



**Montclair Kimberley Academy
Alumni Association and Council and By-Laws**

I. THE MONTCLAIR ACADEMY ALUMNI ASSOCIATION

A. NAME

The name of the organization shall be called the Alumni Association (the “Association”) of the Montclair Kimberley Academy (the “School”).

B. PURPOSE

The purpose of the Association shall be to advance the interests and promote the welfare of the School and its alumni and foster close relations between them.

C. MEMBERSHIP

The Association shall have as its members all individuals who have attended Montclair Kimberley Academy, Montclair Academy, and The Kimberley School. Honorary members may be chosen by the council who have made a significant, easily recognizable, and direct impact on MKA students. They must be a faculty or employee, in any capacity, of the school for at least 10 years.

D. MEETINGS

Special meetings of the Association may be held at the discretion of the Alumni Council and the Alumni Engagement office at any time and shall be called by the President or Director of Alumni Engagement. Notice of Special Meetings shall be communicated via appropriate methods, i.e. email, and/or social media mailing, to all members of the Association not less than ten (10) days prior to the date of the meeting. Robert’s Rules of Order-Revised shall govern the proceedings of the Alumni Association.

II. THE ALUMNI COUNCIL

A. NAME

The name of the organization shall be called the Montclair Kimberley Academy Alumni Council (the “Council”).

B. PURPOSE

The Council, conducts, manages and directs the business affairs of the Association. The purpose of the Council shall be to advance the interests and promote the welfare of the School and its alumni and foster close relations between them. The Association is not organized for pecuniary profit and no part of net earnings of the Association shall insure to the benefit of any private member or organization except the MKA Foundation.

C. MEMBERSHIP

Membership on the Council will endeavor to reflect the diversity of the membership of the Association with respect to age, race, and gender. As such, membership will be available to anyone in any part of the world, in order to create a diversified council representative of our school. The Headmaster, Director of Development and the Director of Alumni Engagement, and any advisory members, shall be non-voting members of the Alumni Council. The Council shall consist of not more than 25 voting members

D. ELECTION OF MEMBERS

Members of the Council shall be elected by a two-thirds vote of the entire Council by written consent at the annual May meeting after the Nominations Committee has presented a single slate of candidates to the council. The slate shall be published on appropriate channels not less than 10 days prior to the annual meeting in May. Members may also be added by the Nominating Committee at any time during the year. Vacancies will be filled by majority vote of the remaining members for the unexpired term. A member elected to fill a vacancy will be elected for the unexpired term of his or her predecessor and will serve until his or her successor is elected and qualified.

E. TERM

The term of membership is three years. No Council Member, shall serve more than three consecutive terms. This term limitation may be extended in special circumstances by a two-thirds vote of the Council. Each term will commence on July 1st. After each term, the member will be evaluated by the Alumni Council Executive Committee and the Alumni Engagement Office, and an invitation will or will not be extended to them to return.

F. REQUIREMENTS

Council members are required to actively participate in 50% of Council meetings, committee meetings, and activities. Failure to meet this requirement may result in removal from the Council. Participation will be tracked by the Secretary and reported to the President for action as required. Committee Chairs shall report committee member participation to the Secretary. Each member of the Council must make an annual philanthropic contribution to the School.

G. MEETINGS

1. REGULAR MEETINGS of the Council shall be held four times per year and at such time and place as the Council shall determine. There will be two in-person meetings and two virtual meetings. The meetings shall be called by the Secretary.

2. SPECIAL MEETINGS of the Council shall be called by the Secretary or any other Officer upon the request of the President or any three Council members. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if a majority of the Executive Committee consent to the adoption of a resolution authorizing the action. The resolution and the consents to the resolution by the Executive Committee must be filed with the minutes of proceedings of the Council.

3. NOTICE of all Regular and Special Meetings of the Alumni Council shall be given to each Council member at least ten days prior to the meeting. Each member must confirm attendance at such a meeting with the Secretary at least five days before the scheduled meeting.

F. RESIGNATION

Resignation shall be made in writing to the President or Secretary. The resignation shall be effective on the date of notification. If there is no date, then the date the resignation is received shall be the effective date of resignation.

G. REMOVAL

Members may be removed from the Council in extenuating circumstances by a two-thirds vote of the Council at any regularly scheduled meeting or special meeting, whenever in its judgment the best interests of the Association would be served thereby.

H. VOTING

Each Member shall have one (1) vote. An act of a majority of the Council at a meeting at which a quorum of two-thirds of the members are either present or by proxy via email or phone will be deemed an act of the Council

I. QUORUM

Two-thirds voting members of the Alumni Council shall constitute a quorum at any meeting of the Council. If a quorum is present at the commencement of a meeting, a quorum will be deemed present throughout such proceedings.

III. OFFICERS

A. GENERAL

The officers shall consist of a President, Senior Vice President, Executive Vice President, Treasurer and Secretary.

B. ELECTION OF OFFICERS

The Nominations Committee shall present a single slate of candidates for each office to be filled. They will give the proposed slate to the President who will put forth the slate for presentation to the Council. (*Excluding the President's appointment. See below). The slate shall be published on appropriate channels not less than 10 days prior to the annual meeting in May. A two-thirds vote is required to pass the slate. All officers shall be elected for one three-year term. The offices will be filled on a staggered basis. Offices of President and Treasurer elected on even numbered-years and offices of Executive Vice-President, Senior Vice-President, and Secretary shall be elected on odd numbered-years. If an Executive Committee member's term expires before his/her Executive term expires, extending the member's term (by a maximum of one year) will go to an automatic vote. * A new President for the Council is appointed by the outgoing President, Headmaster, and Director of Development.

C. DUTIES OF OFFICERS

1. PRESIDENT

The President shall preside at all meetings of the Association, Council, and Executive Committee; shall appoint Committee Chairpersons with consultation of outgoing Committee Chairpersons, and shall be an ex-officio member of all committees. The President shall serve ex-officio on the Board of Trustees of Montclair Kimberley Academy and shall report annually on the activities of the Alumni Council. The President shall lead by example, and perform other duties as the Alumni Council may direct from time to time. The President can remain on the council as an advisory member if mutually agreed upon by the School and the Council, even if their council term limit has expired.

2. EXECUTIVE VICE PRESIDENT

The Executive Vice President ("EVP") shall perform such duties as are assigned to this Office by the President, and shall act in all matters in the absence of the President. In addition, the EVP shall serve as the Association's Bylaws Chairperson and shall be the Chair of the Nominating Committee.

3. SENIOR VICE PRESIDENT

The Senior Vice President ("SVP") shall perform such duties as are assigned to this Office by the President and the EVP. The SVP shall be the Chair of the Engagement Committee. The SVP shall perform such other duties as set forth herein or as the Alumni Council shall assign from time to time.

4. SECRETARY

The Secretary shall maintain the minutes of all meetings of the Association, Council, and Executive Committee. This Officer shall keep a correct list of names and addresses of all members and shall maintain a file of essential records. The Secretary shall send notices of meetings of the Alumni Council; and shall conduct general correspondence of the Association and Council. The Secretary may delegate the duties of this office to such other Alumni Council member(s) as may be necessary. The Secretary will distribute meeting minutes and the agenda to the Council for approval five (5) days prior to the next meeting. The Secretary will also track participation and attendance to ensure that Council members actively participate in at least 50% of Council meetings, committee meetings and activities. The Secretary shall serve as the Chair to the Awards Committee.

5. TREASURER

The Treasurer shall serve as the liaison between the Council and the Development Office on matters related to the fundraising goals, volunteering, and the overall objectives of MKA. The Treasurer shall serve as the Chair of the Development Committee.

6. VACANCIES

Vacancies among officers shall be filled by a majority vote of the Council from a single slate submitted by the Nominating Committee. Persons so elected shall serve until the expiration of the original term of office.

7. REMOVAL

Any officer may be removed from office by a two-thirds vote of the Council.

IV: COMMITTEES

A. STANDING COMMITTEES

Standing Committees are those representing activities that continue the purpose of the Association. Standing Committees and/or their subcommittees may be created or dissolved as the need indicates by the President, with the approval of the Council. Membership on each Committee shall be for three years. Each Council member will rank their top three committee choices and will be notified of which committee they will serve. The President and Chairperson will ensure that each standing committee has an appropriate compliment of Council Members to fulfill the committees' goals. All efforts will be made to place Council Members in their first choice but this cannot be guaranteed. Chairpersons shall serve a term of three years commencing on July 1. Failure by a committee to perform the committee's duties, shall result in the President and Director of Alumni Engagement creating a solution in keeping with the spirit of the Committee's obligations to be presented to the full Council in a manner which allows goals and objectives of the Alumni Council to be maintained.

1. AWARDS COMMITTEE

The function of this committee shall be to solicit nominations for awards, work with the office of Alumni Engagement to review them, and recommend candidates to the Headmaster, before disseminating a slate to the Alumni Council as potential recipients of the Distinguished Alumni Award, the Young Alumni Award, the Honorary Alumni Distinction and the Founders' Cup Award. The Committee shall include a Chairperson, additional resource persons as needed and one member appointed by the President who has served on the Alumni Council for at least one year. The Chairperson shall convene the committee at least twice annually. The Director of Alumni Engagement shall be a non-voting member of this committee.

2. ENGAGEMENT COMMITTEE

The function of this committee will be to strengthen and deepen alumni interest and participation in the life of the school through engagement tactics such as becoming social media ambassadors to grow our digital channels and platforms, increasing attendance at events, and showcasing the work of the Council. Serving as chair of the Committee shall be the SVP of the Alumni Council. A minimum of two additional non-officers will also be members of the committee. The Chairperson shall convene the committee at least twice annually.

3. NOMINATING COMMITTEE

One of the principal functions of this committee shall be to solicit potential candidates and nominations throughout the year for the Council, and to prepare slates of candidates for election to various offices of the Council. The nominations

of new members and the slate of officers shall be completed in time to satisfy Council Article V, Section 2. Serving as chair of the Committee shall be the EVP of the Alumni Council. A minimum of two additional non-officers will also be members of the committee. The Chairperson shall convene the committee at least twice annually.

4. **DEVELOPMENT COMMITTEE**

The function of this committee shall be to increase alumni awareness of the importance and impact of donating their time, talent and treasure to their alma mater. The primary goals will be to coordinate alumni volunteer participation in MKA's Annual Fund appeals to alumni by enlisting Association members to support MKA's fundraising activities, and to work with the Director of Annual Giving on ways to engage alumni and inspire them to make philanthropic gifts to the school. The Committee shall include the Treasurer who will act as chairperson, and other members as needed, and shall convene at least twice annually.

5. **EXECUTIVE COMMITTEE**

There shall be an Executive Committee, composed of the Council officers and the Director of Alumni Engagement, which shall have all of the powers of the Alumni Council between meetings. When acting in place of the Alumni Council, any vote must be a unanimous vote of the entire committee. The actions of the Executive Committee shall be documented and reported to the Alumni Council immediately after any meeting. At the start of each year, this committee shall prepare and present an annual state of the Council detailing strategic objectives both long and short term, as well as specific recommendations on initiatives and expectations. The goals and objectives will be agreed upon by a majority vote of the Council membership and will guide the Council's actions throughout the year. The school's alumni and alumni related annual plans will be provided to the committee to aid in council annual planning.

V: AMENDMENTS/PARLIAMENTARY AUTHORITY

The bylaws may be amended by two-thirds vote of the Alumni Council, provided the proposed amendment has (1) been referred to the Bylaws Chairman prior to the Alumni Council meeting and (2) has been communicated via appropriate means, i.e. email, social media, postal mailing, to each voting member at least one week prior to the date of the Alumni Council meeting.

VI: ANTI DISCRIMINATION

No member of the Alumni Council will be discriminated against because of race, color, religion, ethnic or cultural background, age, sex, sexual orientation, or political affiliation.

VII: DISSOLUTION

The Council may be dissolved by the Board of Trustees of the MKA Foundation upon recommendation of a majority vote of the Alumni Council. In the event of dissolution of the Council, its assets will be distributed to the Foundation exempt for taxation under section 501 (c) (3) of the Internal Revenue Code.

Adopted

February 15, 1983

November 22, 1985

February 3, 1988

October 17, 1988

May 10, 1993

September 12, 1994

February 15, 1995

January 22, 2007

September 11, 2013

August 2020