

CONSTITUTION of the Alumni Association of The Lawrenceville School

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The Alumni Association of The Lawrenceville School Constitution and Bylaws

Revised June 2021

Purpose: To advance the interests and to promote the welfare of The Lawrenceville School and its alumni and to foster close relations among them.

Goals:

1. Help identify, select and develop alumni leaders.
2. Foster good communication with the School.
3. Provide a vehicle for channeling alumni understanding and support (both financial and non-financial) of the School.
4. Initiate constructive ideas and provide information and recommendations to the School from the alumni.
5. Assist in “marketing” the School.
6. Support the initiatives of the School as determined by the Head of School and the Board of Trustees.

CONSTITUTION of the Alumni Association of The Lawrenceville School

Article I: Name

The name of this organization shall be The Alumni Association (the “Association”) of The Lawrenceville School (the “School”).

Article II: 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.

Article III: Goals

The goals of the Association shall be: 1) Identify, select and develop alumni leaders; 2) Provide opportunities for alumni to maintain an ongoing, long-term relationship with the School; 3) Foster productive communication with the School; 4) Provide means for encouraging and developing alumni understanding and support of the School (both financial and non-financial); 5) Serve as a liaison between alumni and the School as a means of channeling Association-related ideas, information and recommendations to the School; 6) Represent the School to prospective students, their families and the broader community; 7) Support the initiatives of the School as determined by the Head of School and the Board of Trustees.

Article IV: Membership

(A) Every former student who attended the School for a period of not less than two terms (in a three-term year) shall be considered a member of the Association after his or her class has graduated.

(B) Honorary class members shall be considered honorary members of the Association [Refer to Section VI of the Bylaws for a description of honorary class members].

Article V: Executive Committee

The Executive Committee shall direct the affairs of the Association, the organization and functions which are prescribed in the Bylaws.

Article VI: Officers

The officers of the Association shall be a President, a First Vice President and a Second Vice President. All officers shall be *ex officio* members of the Executive Committee by virtue of their respective offices.

Article VII: Amendments

Proposed amendments to the Constitution must be put to members of the Association for approval by vote, with approval contingent upon a majority of the votes cast by Association members then voting through a written ballot either electronically, by proxy or in person at the Association's Annual Meeting, held during Alumni Weekend. At least four weeks prior to the date of the Annual Meeting, a copy of the proposed

amendment(s) shall be sent electronically or by mail to each member of the Association for the members' consideration and vote.

BYLAWS

I. Officers of the Association

Proposed officer slates must be put to members of the Association for approval by vote every three years, with approval contingent upon a majority of the votes cast by Association members then voting on the proposed officer slate, through a written ballot either electronically, by proxy or in person at the Association's Annual Meeting. At least four weeks prior to the date of the Annual Meeting, during Alumni Weekend, a copy of the proposed officer slate shall be sent either electronically or by mail to each member of the Association for his or her consideration and vote. Each officer shall serve a three-year term.

i. The President of the Association shall preside at all meetings of the Executive Committee and the Association and make reports, on a regular basis, to the Office of Alumni and Development on issues that foster and support the purpose and goals of the Association. At the discretion of the Association President and the Board of Trustees, the President of the Association shall make periodic reports to the Trustees on the status and activities of the Association usually during the fall meeting of the Board of Trustees.

ii. The First Vice President shall assume the duties of the President in the event the President is absent from Executive Committee or Association meetings. Should the President resign or be unable to fulfill his or her duties prior to the expiration of his or her term, the First Vice President shall assume the duties of President for the remainder of the President's designated term of office, with the approval of the Executive Committee.

iii. The Second Vice President shall assume the duties of the First Vice President in the event that the First Vice President is absent from Executive Committee or Association meetings. In addition, the Second Vice President shall be responsible for recording the minutes of all Executive Committee meetings or designate a person to assume that responsibility. Should the First Vice President succeed the President prior to the completion of the President's designated term of office, resign or be unable to fulfill his or her duties, the Second Vice President shall assume the duties of First Vice

President for the remainder of the First Vice President's designated term. Should the position of Second Vice President become vacant due to succession or other reasons, the President will appoint a successor, with the approval of the Executive Committee.

If conditions are such that a vacancy among the officers cannot be filled under the provisions of the Bylaws, the Officers shall propose a candidate(s) to fill the position(s) and present the name(s) to the Executive Committee. The candidate(s) shall assume the office(s) for which they are nominated after approval by the Executive Committee.

II. The Executive Committee

Organization

The Executive Committee shall include the following voting members (the "Voting Members"):

- i. The officers of the Association, who shall hold the same office on the Executive Committee;
- ii. Nine members, who shall each serve an initial three-year term. These members shall be appointed by the President with the concurrence of the Executive Committee. Following completion of the initial three-year term and at the discretion of the President, these members may continue to serve on the Executive Committee for terms of one, two or three additional years, with the term established by the President, in consultation with the member, at the onset of the second term.

Whenever these Bylaws permit or require the Executive Committee to act, such action may be taken only by the Voting Members.

The following members shall serve *ex officio*, by reason of and for the term of their respective positions, and shall not vote:

- i. The current chairperson(s) of The Lawrenceville Fund;
- ii. One faculty member, who shall serve a three-year term and be appointed by the President in coordination with the Dean of Faculty;

- iii. The four current Alumni Trustees of the School;
- iv. An officer or representative of each respective Lawrenceville Club, as recognized by the Executive Committee and as designated by each Club;
- v. The Young Alumni Committee members;
- vi. The Head of School and the President of the Board of Trustees.

Voting and Quorum Provisions

- i. Voting Members may participate, shall be considered present, and shall be permitted to vote at a meeting of the Executive Committee by any of the following methods: in person, by proxy, by conference telephone or by another form of electronic meeting.
- ii. A quorum of the Executive Committee shall be considered achieved when a majority of the Voting Members are present at a meeting.
- iii. All matters requiring the approval of the Executive Committee shall only receive such approval upon receiving affirmative votes of a majority of those Voting Members who are present at the meeting.
- iv. In the absence of a quorum, a majority of the Voting Members present may adjourn the meeting from time to time without further notice.

Powers and Duties

The Executive Committee shall:

- 1) Advance the purpose and goals of the Association;
- 2) Consider any matter that may be brought to its attention by the Board of Trustees of the School or the Head of School, and when requested, give its opinion thereon in writing;
- 3) Propose amendments to the Association's Constitution and revise the Bylaws, as necessary;

4) Oversee the activities of the various committees of the Executive Committee [Refer to Section V of the Bylaws for a description of the committees and their respective responsibilities];

5) Review and vote upon proposed officer slates (as generated by the Nominating Committee) prior to voting by the Association;

6) Vote upon proposed candidates (as generated by the Nominating Committee) for election as Selector;

7) Vote upon proposed candidates (as generated by the Nominating Committee) for the Distinguished Alumnus Award, The Lawrenceville Medal (Aldo Leopold Award) and the Masters Award.

III. Meetings

Alumni Association

The Annual Meeting of the Association shall be held during Alumni Weekend, and special meetings shall be held at the call of the President of the Executive Committee.

Executive Committee

The Executive Committee shall meet at least three times during the School's fiscal year and at any other time at the call of the President or any five Voting Members of the Executive Committee, at such time and place as the President or such five Voting Members of the Executive Committee may determine.

Notice of Meetings

i. Five Days' Notice. Notice of a meeting of the Executive Committee shall be given at least five (5) days prior to such meeting by written notice delivered personally or sent by mail, fax, or e-mail to each Executive Committee Member.

ii. Emergency Meetings. In the event that an emergency meeting of the Executive Committee is required, a majority of the Voting Members may approve a shortened notice period prior to such meeting.

iii. Waiver of Notice. Any Executive Committee Member may waive notice of any meeting. The attendance of an Executive Committee Member at any meeting shall constitute waiver of notice of such meeting, except when an Executive Committee Member attends a meeting for the express purpose of objecting to the transaction of business due to lack of notice.

iv. Notice Contents. Notice of any meeting of the Executive Committee shall set forth the time, place, and purpose(s) of the meeting.

Rules of Conduct of Meetings

i. Minutes of Meetings. Minutes of Executive Committee meetings shall be transcribed in writing by the Second Vice President or his or her designee, as provided in I above, circulated to Executive Committee Members in advance of the next meeting, and submitted for approval at the next Executive Committee meeting. Copies of the minutes of all Executive Committee meetings shall be kept in a minute book in the Office of Alumni and Development.

ii. Robert's Rules of Order. The rules of parliamentary practice, as set forth in Robert's Rules of Order, shall govern the conduct of an Executive Committee meeting, if requested at the outset of such meeting by a Voting Member of the Executive Committee.

iii. Invited Guests. A member of the faculty, staff, student body or Alumni Association who is not a member of the Executive Committee, or other special guest may attend an Executive Committee meeting only with the approval of the President.

iv. Unanimous Written Consent. Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the Voting Members.

IV. Fiscal Year

The fiscal year of the Association shall be the School's fiscal year.

V. Committees

The standing committees of the Executive Committee shall be:

1. Nominating Committee
2. Reunion Planning Committee
3. Student Relations Committee
4. Lawrenceville Regional Club Committee
5. Young Alumni Committee
6. Class Achievement Committee
7. Diversity and Affinity Engagement Committee
8. Lexicon and Lawrentiana

The President may appoint other committees of one or more members to perform such duties as he or she may delegate to them subject to the approval of the Executive Committee. Each committee shall consist of at least three members of the Executive Committee, one of whom shall serve as chair, appointed by the President of the Executive Committee. With the approval of the President, respective committee chairs may also appoint Association members and non-alumni members who may be School faculty and staff to a committee for a one-year term, subject to extension at the discretion of the President. At no point, however, shall these additional members constitute a majority of a committee.

The general responsibilities of the committees are described below. In addition, each committee has prepared a separate document (as approved by the Executive Committee) known as a “Statement of Mission and Responsibilities” (the “Statements”) to further detail the committee’s specific mission, goals and responsibilities. The Statements are not considered part of the Constitution and Bylaws and shall serve as the primary operating guides for the activities of each committee. Any proposed modifications to any of the Statements are subject to approval by the Executive Committee.

1. Nominating Committee

The Nominating Committee shall:

- i. Present annually to the Executive Committee a slate of three alumni to stand for election as Selectors
- ii. Recommend for appointment by the President of the Executive Committee proposed new members of the Executive Committee to replace members whose terms have expired or who have left the Executive Committee for other reasons
- iii. Present to the Executive Committee a slate of officers every three years to stand for election as officers of the Association
- iv. Present annually a list of qualified alumni for consideration by the Selectors for selection as Alumni Trustee
- v. Present annually to the Executive Committee an alumnus to receive the Distinguished Alumnus Award

In addition, the Nominating Committee may:

- i. Annually nominate to the Executive Committee an alumnus to receive The Lawrenceville Medal/Aldo Leopold Award
- ii. Annually nominate to the Executive Committee candidate(s) to receive the Distinguished Teaching/Harkness Award
- iii. Annually nominate to the Executive Committee candidate(s) to receive the Admirable Achievement/Art Hailand Award
- iv. Annually nominate to the Executive Committee candidate(s) to receive the Meritorious Service/Big Red Award

2. Reunion Planning Committee The Reunion Planning Committee shall annually designate a weekend, with the agreement of the Head of School, to be celebrated by a reunion of the alumni of the School, to be known as Alumni Weekend. In addition, the Committee shall consult with and make recommendations to the Office of Alumni and Development on the schedule of activities and other details of Alumni Weekend.

3. Student Relations Committee The Student Relations Committee shall develop programs to familiarize current Lawrenceville students with the purpose and work of the Association.

4. Lawrenceville Club Committee The Lawrenceville Club Committee shall assist in the development of the Lawrenceville Clubs, work with the officers of each respective club, monitor events, assist in cultivating membership and develop opportunities for further club development.

5. Young Alumni Committee The Young Alumni Committee shall develop programs to familiarize young alumni (generally defined as the most recent fifteen classes) with the purpose, goals and work of the Association and to encourage young alumni involvement and interaction.

6. Class Achievement Committee The Class Achievement Committee shall focus on maximizing the participation level of the School's alumni classes, as defined by a class' ongoing relationship with the School (i.e., connectivity, commitment, continuity and financial support). The Committee shall apply a quantitative approach to "measuring" class participation and utilize that data to develop programmed responses to strengthen participation

7. Diversity and Affinity Engagement Committee The Diversity and Engagement Committee shall be responsible for organizing and the activities of all alumni affinity groups and coordinating with the Office of Diversity, Equity and Inclusion at the School.

8. Lexicon and Lawrentiana Committee The Lexicon and Lawrentiana Committee will work with the Office of Alumni & Development to update The Lexicon and other publications they deem important and to record and disseminate the School's history to alumni.

VI. Honorary Class Members

Each alumni class has the option to nominate individuals as honorary members of their class. Historically, honorary class members are selected by classes celebrating major reunions in a particular year, although any class may do so at any time. Alumni, School

faculty and staff and friends of the School are eligible to be honorary class members. Individuals may be honorary class members of more than one class, and classes may have more than one honorary class member. The Director of Alumni Relations must be informed of a class' desire to nominate an individual as an honorary class member. Such nominations must be approved by the officers of the Executive Committee.

VII. Indemnification

Each Officer of the Association ("Officer") and each member of the Executive Committee of the Association ("Executive Committee Member") and each former Officer and Executive Committee Member thereof, shall be indemnified by the School against reasonable expenses and liabilities, including settlement amounts if the settlement has been approved, in advance, by the Executive Committee of the School Board of Trustees, actually and necessarily incurred by him or her in connection with the defense of any proceeding in which he or she is or may be involved by reason of being or having been an Officer or Executive Committee Member if the Officer or Executive Committee Member acted within the scope of his or her duties and obligations for the Association and/or the School, and acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the School; and with respect to any criminal proceeding, the Officer or Executive Committee Member had no reasonable cause to believe the conduct was unlawful. Any indemnification made pursuant to this Article may be made only upon a determination by the Executive Committee of the School Board of Trustees that the indemnification is proper in the circumstances because the Officer or the Executive Committee Member met the applicable standard of conduct set forth herein. The defense and indemnification may be provided through the School's insurance policy. If a defense and/or indemnification is not provided under the School's insurance policy, then in the discretion of the Executive Committee of the School Trustees, expenses incurred by an Officer or Executive Committee Member in connection with a proceeding may be paid in advance of the final disposition of the proceeding as authorized by the Executive Committee of the School Board of Trustees if there is an agreement by or on behalf of the Officer or Executive Committee Member to repay the amount advanced, unless it shall ultimately be determined that the person is entitled to be indemnified, in which case no repayment would be necessary. The indemnification herein provided for shall not limit the discretion of the Executive Committee of the School Board of Trustees to indemnify

other non-Officer employees of the Association if the conditions of this Article are satisfied. The definitions of N.J.S. 15A:3-4, as amended, shall apply to this Article.

Appended to these Bylaws is a letter from the School confirming that the Officers and Executive Committee Members are “uncompensated volunteer workers” within the meaning of the School’s Educators Legal Liability insurance policy and the School’s General Liability/Excess Liability insurance policy, and the School intends the Officers and Executive Committee Members to be insured under such policies.

VIII. Amendments

The Bylaws may be amended at any meeting of the Executive Committee by a majority vote of the Voting Members, voting in person or by proxy. At least four weeks prior to the date of such meeting, a copy of the proposed amendment(s) shall be sent by mail or email to each member of the Executive Committee.

This will confirm that the Officers and the Members of the Executive Committee of the Alumni Association of The Lawrenceville School are “uncompensated volunteer workers” within the meaning of the School’s Educators Legal Liability insurance policy and the School’s General Liability/Excess Liability insurance policy and that the School intends the Officers and Members of the Executive Committee to be insured under such insurance policy.