



**Pace Academy Alumni Association Bylaws**  
( August 2024)

**Preamble**

The purposes of the Pace Academy Alumni Association (“Alumni Association”) shall be to support the mission of Pace Academy (“School”) as prescribed by the Pace Academy Board of Trustees (“Board of Trustees”), to act as a liaison between the School and its former students, to offer beneficial and stimulating activities for alumni, and to maintain and promote alumni participation in the development of the School.

These purposes may be achieved through the promotion of certain core initiatives: (1) the gift of time and talent of Alumni Association members to the School for various programs benefiting the students within the goals and policies of the School; (2) the contribution of funds, individually or collectively by the Alumni Association members, for financial aid, the Annual Fund, and/or the School’s greatest need; (3) the contribution of opinions and ideas to the Head of School and Board of Trustees on the School’s strategic plans; and (4) the creation of activities, parties, and reunions for camaraderie and reminiscence. All of these initiatives assume the underlying goal of instilling in alumni a long-term loyalty and dedication to the School and its programs.

The Alumni Association’s activities shall be consistent with and conducted pursuant to the standards of education and conduct under which Pace Academy was established and currently operates.

**Existence**

The Alumni Association is an unincorporated affiliate of Pace Academy, Inc., a Georgia corporation. Neither the Alumni Association nor the Alumni Board (as defined in Article II below) is separately incorporated. Except as may be otherwise expressly set forth in these bylaws, the business, property and affairs of the Alumni Association shall be managed, and its policies shall be established, by the Alumni Board, together with the Alumni Manager.

**Article I**  
**Members**

**Section 1. Alumni Association Members**

Members of the Alumni Association shall include the following:

- (1) all graduates of Pace Academy; and
- (2) any person designated as an “Honorary Member” of the Alumni Association by a majority vote of the Alumni Board and with the permission of the Alumni Manager.

**Article II**  
**Alumni**  
**Board**

**Section 1. Management of the Alumni Association**

The management of the affairs of the Alumni Association shall be vested in the Alumni Board of Directors of the Association (“Alumni Board”). The Alumni Board shall (i) undertake activities,

in coordination with the Alumni Manager, 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.

## **Section 2. Composition**

The Alumni Board shall consist of up to twenty (20) members of the Alumni Association, including the officers described in Article IV, plus any number of honorary members, as described above in Article I. The number of members on the Alumni Board may be increased or decreased from time to time by a majority vote of the Alumni Board, provided that the total number of members shall never be less than ten (10), and provided further that no decrease in number shall have the effect of shortening any term of any incumbent member.

## **Section 3. Qualifications and Responsibilities**

Any alumnus is qualified to be nominated as a member of the Alumni Board and should exhibit a willingness to cooperate and participate with other members for the advancement of the Association's purposes. Specific responsibilities for members are provided in a separate Alumni Board Agreement which is required to be signed by each member prior to service.

## **Section 4. Election of Members**

(a) Each Alumni Board member shall be nominated by another member of the Alumni Association, the Alumni Manager, Head of School or a member of the Board of Trustees. Members shall be elected by a majority vote of the Alumni Board at the Annual Meeting.

(b) Honorary members of the Alumni Association, as described in Article I, Section 1, seeking nomination or election to the Alumni Board shall be considered, upon request, after approval of the Executive Committee of the Alumni Board and the Alumni Manager.

## **Section 5. Terms of Members**

The term of the members elected as a class at an annual meeting, as described in Section 4(a) above, shall commence at the beginning of the next school year 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; provided, however, that a person may remain as a member of the Alumni Board for so long as such person is serving as an Officer. A person may serve again as a member for one (1) additional 3-year term, either consecutively or after a lapse, subject to a majority vote of the Alumni Board. Any prior member can also submit, at any time, to be an honorary member for a single one (1) year term. Any additional term(s) of service, either as a member or honorary member, beyond such limitations can be submitted to and approved by the Alumni Board (by majority vote) on a discretionary basis.

## **Section 6. Removal or Resignation**

(a) A member of the Alumni Association on the Alumni Board may be removed at any time, with or without cause, by a majority vote of the Alumni Board. 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 Vice President, may be deemed to have automatically

resigned from the Board.

- (b) A member of the Alumni Association on the Alumni Board may resign at any time by notifying the President of the Alumni Board or the Alumni Manager in writing.
- (c) In the case where a vacancy causes the Alumni Board to have less than ten (10) total members, the Alumni Board shall, by majority vote by the next annual meeting, nominate and elect a member of the Alumni Association to fill the position of the departing member(s) to start at the beginning of the next school year.

### **Section 7. Regular Meetings**

Regular meetings of the Alumni Board shall be held on such dates and at such times at Pace Academy or at any other location and/or via Zoom or other electronic means as the Alumni Board shall determine for the transaction of such business as may come before each meeting.

### **Section 8. Annual Meeting**

An annual meeting of the Alumni Board shall be held at Pace Academy and/or via Zoom or other electronic means at a date and time designated by the Alumni Board in the spring of each year (normally in April, being the last working meeting of the school year) for the purpose of electing officers for the ensuing year, electing new Members, and transacting such other business as may be properly brought before such annual meeting.

### **Section 9. Quorum and Voting for Meetings**

The presence of a majority of the Alumni Board members (presence defined as in person or by conference call) as fixed by these bylaws shall constitute a quorum for the transaction of business. Each Alumni Board member shall have one vote (through proxy voting or voting via telephone or electronic mail if the Alumni Board member cannot attend a meeting in person), and the affirmative vote of a majority of the Alumni Board members shall be the act of the Alumni Board, except as otherwise specifically provided by law or these bylaws. 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 Alumni Board members.

### **Section 10. Conduct of Meetings**

The President, or in the President's absence, the Vice-President, shall preside at each meeting of the Alumni Board. One of the secretaries shall record the minutes of the meeting. In the secretaries' absence, the presiding officer may appoint any person to act as secretary of the meeting. The presiding officer with a secretary shall rule whether there is a quorum present.

## **Article III Alumni Manager**

### **Section 1. Scope of Position & Duties**

- (a) Appointment. The Head of School shall appoint an Alumni Manager or similar position.
- (b) Responsibilities. Unless otherwise specified by the Alumni Board or in these bylaws, the Alumni Manager, 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. have custody and control of all funds of the Association and cause such funds to be disbursed as authorized by the Alumni Board, generally.

(c) Voting. The Alumni Manager shall not be a member, and shall not have a vote on any matter requiring a vote of the Executive Committee or the members of the Alumni Board under these bylaws.

## **Article IV** **Officers & Officer**

### **Duties Section 1. Officers of the Alumni Association**

The officers of the Alumni Association shall consist of a president, vice-president, and two (2) secretaries. The Alumni Board may also create additional officer positions as it deems necessary. The same person may hold more than one office, except for the president and the secretaries. Only members of the Alumni Association elected to the Alumni Board may serve as officers.

### **Section 2. Election and Term of Alumni Association Officers**

(a) The officers shall be elected by a majority of the Alumni Board at the Annual Meeting from the Members who have served as a member during the year immediately preceding such Annual Meeting.

(b) The term of each officer shall begin at the start of the next school year (normally August) 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, unless otherwise agreed by a majority vote of the Alumni Board.

### **Section 3. President**

The president shall (i) be the principal officer of the Association, (ii) preside at the board meetings and executive committee meetings, except when absent, (iii) provide 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, and (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. The president shall be someone who has served as a member on the Alumni Board already. Notwithstanding Section 2(b) above, the president shall serve for a two (2) year term, at the end of which point s/he may submit to the secretaries for majority approval for any additional terms.

### **Section 4. Vice-President**

The vice president shall, in the absence or disability of the president, perform the duties of

the office of president. The vice president shall have such other powers and perform such other duties as may be assigned by the president of the Alumni Board. The vice president serves as president-elect so that, at the end of the president's term, the vice president shall be promoted to the position of president. In the event of a permanent vacancy in the office of the president of the Alumni Board, the vice president shall succeed to the office of President to serve for the remainder of the unexpired term.

#### **Section 5. Secretaries**

The two (2) secretaries shall maintain the minutes, records, and bylaws of the Alumni Association, and shall provide meeting notices and other communications as may be necessary to the Alumni Board. The secretaries shall be responsible for keeping a written record of all the meetings of the Alumni Association and the Alumni Board and for seeing that all the members of the Alumni Board, and the Alumni Manager receive the minutes and records of every meeting of the Alumni Association. The Secretaries may delegate the taking of the minutes of the Alumni Board meetings.

#### **Section 6. Ex Officio**

The ex officio position is an appointed position. The past president shall be appointed into the ex officio position after his or her term as president has concluded and shall serve on the Alumni Board as the ex officio for a one-year term. The ex officio will serve on the Alumni Board in a non-voting, advisement role, support the secretaries with the member nomination process, and should attend the meetings if possible. If the ex officio is still serving as an Alumni Board member, other than in their capacity as the ex officio, the ex officio retains voting status.

#### **Section 7. Officers – Additional Points**

- (a) 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.
- (b) Removal of Officers. An officer of the Association may be removed as an officer and member by the Alumni Board Members, with cause and majority vote of the Alumni Board.
- (c) Vacancies. A vacancy occurring in the office of an officer, other than that of the president, may be filled for the unexpired term by the Alumni Board .
- (d) Conflicts. An officer must take their position seriously and shall have no conflict of interest, financial or otherwise, with the Association 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 V Committees**

#### **Section 1. Standing and Special Committees**

The Alumni Board members may designate one or more standing or special committees as

are necessary to do the Alumni Association's work, as long as they are not in conflict with duties assigned in other provisions of these bylaws and as long as they are not in conflict with the duties assigned to the Board of Trustees or the duties assigned to the Head of School or the Head of School's administration. A committee shall have and may exercise such powers as a majority of the Alumni Board may determine in the resolution that creates the committee.

The number of standing committees shall be designed to promote and appropriately execute toward the objectives and goals set forth by the Alumni Board and Alumni Office.

## **Section 2. Committee Meetings, Quorum & Voting**

Any committee created by the Alumni Board shall meet at such times and at such places as provided by resolution of the Alumni Board or resolution of such committee. A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of a committee. Each member of the committee shall have one vote. All committee decisions must be presented to the Alumni Board for final approval.

## **Section 3. Committee Members**

Members of the Alumni Association, the Alumni Manager, and honorary members, and member of the Alumni Association who are interested in serving, may be appointed to a committee. The number of members on a committee shall be determined by the officers of the Alumni Board in consultation with committee chairs and the Alumni Manager. The committee chairs shall be appointed by the president or by a majority vote of the Alumni Board and shall serve a term of two (2) years from the initial date of appointment. Except as noted otherwise herein, the other committee members shall be appointed by the respective committee chair or by a majority vote of the Alumni Board.

## **90Section 4. Executive Committee**

(a) 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:

- i) authorize the expenditure of funds of the Association in excess of any amount specified from time to time by the Alumni Board;
- ii) elect, appoint or remove members or fill vacancies on the Alumni Board or any committee; or
- iii) adopt, amend or repeal these bylaws.

(b) Composition. The Executive Committee shall consist of each of the officers and the Alumni Manager as a non-voting ad-hoc member (each an "Executive Committee Member"), plus the standing committee chairs. The president shall serve as the Committee Leader of the Executive Committee (the "Executive Committee Leader").

(c) Executive Committee Meetings. Regular meetings of the Executive Committee (each a "Regular Executive Committee Meeting") may be called by the president or the vice president.

## **Section 5. Member & Officer Nominations**

(a) General Powers. The secretaries shall, pursuant to these bylaws and after having solicited input from the Alumni Board:

- i) present to the Alumni Board at the annual meeting a single slate of nominees for officers of the Association; and
- ii) present to the Alumni Board at the annual meeting a single slate of nominees for members.

(b) Composition. The Alumni Board, in deciding upon the final slate of officer and member nominees to be voted upon, 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; (C) commitment to serving the Board and the Pace Academy community in general; and (D) any other relevant factors including but not limited to the needs of class years, gender ratio, and geographic location. Any members interested in serving as officers may submit a self-nomination to the Secretaries.

### **Section 6. Removal**

Any committee chair may be removed by the president or by a majority vote of the Alumni Board. Any committee member may be removed by the respective committee chair or by a majority vote of the Alumni Board.

## **Article VI Other Provisions**

### **Section 1. Amendments**

These bylaws may be amended at any time by a majority vote of the Alumni Board.

### **Section 2. Funds for the Alumni Association**

Funds for the Alumni Association shall be established under the Advancement Office budget. No funds of the Alumni Association may be used in any manner which would violate any tax-exempt status of the School.

### **Section 3. Financial Books & Records**

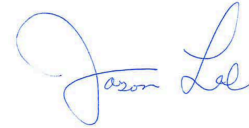
The School's Business Office shall keep the financial books and records of accounts for the Alumni Association and shall be responsible for the accounting of all funds to the Alumni Manager.

### **Section 4. Governing Law & Legal Construction**

These bylaws shall be construed under Georgia law. To the greatest extent possible, these bylaws shall be construed to conform to all legal requirements and all other requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations or entities, if applicable. If any provision of these bylaws is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

**Approval & Adoption of Bylaws:**

In accordance with the procedures set forth in the bylaws of the Pace Academy Alumni Association in effect as of this date, all prior bylaws of the Association are hereby revoked, and are null and void, and the bylaws as set forth above are adopted by the Alumni Board, shall hereafter govern the Alumni Board and Association, and shall be given full effect as of August 2024.

A handwritten signature in blue ink that reads "Jason Lal". The signature is fluid and cursive.

*President*

*Vice President*

A handwritten signature in blue ink that reads "Meredith Forester". The signature is cursive and somewhat stylized.

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Past President