Alumni Association By-laws

ARTICLE I: ORGANIZATION AND MEMBERSHIP

Section 1: The Organization (The Association)

The organization will be known as The Hill School Alumni Association (Association). It is the policy of the Association and its affiliated organizations that no person will be discriminated against in engagement and Association programs activities on the basis of race, sex, color, religion, sexual orientation, national origin or ancestry, age, marital status, handicap, height, weight, or military status.

Section 2: Membership

Every person who has received a diploma from The Hill School (School) or completed at least one full scholastic year at the School will become a member of the Association upon the graduation of his or her class. Membership or honorary membership may be conferred on any other person by the Association's Executive Committee or by the School's Board of Trustees (Board).

A person who attended the School but did not complete at least one full scholastic year may submit a formal letter to the Executive Committee of the Association applying for membership no earlier than five years after his or her class graduated. This formal letter should explain in detail the circumstances of the former student's departure and should contain reflections on that experience and the rationale for wanting to become a member of the Association. Upon a positive two-thirds vote of the Executive Committee, the applicant will be admitted to the Association.

A person is considered an active member of the Association based on engagement as evidenced by the contribution of time, talent, and/or treasure.

The Executive Committee of the Association, for cause and with the approval of the Board, may terminate the membership of a member, provided that such member receives written notice of the termination and is given an opportunity to be heard in response to the termination.

Section 3: Direction and Supervision

The Association will serve under the direction and supervision of the Board. The purpose of the Association will be to serve the interests of The Hill School and its alumni, enable and promote engagement and communication between alumni and the School, and advance the objectives of alumni organizations and programs. Acting through its officers and

Executive Committee and in a manner consistent with these By-Llaws and the By-Llaws of the School, the Association will have the following responsibilities:

a) Assist in organizing and promoting regional events for alumni and other alumni activities;

b) Assist in organizing and promoting career networking programs and supporting networking events both on campus and worldwide;

c) Assist in organizing and promoting on-campus reunions and other class activities;

d) Work collaboratively with the School to encourage alumni to support the School's mission and purpose through giving of their time, personal and professional skills, and financial support;

e) Assist the School in seeking out, cultivating, and recommending qualified student applicants to the School; and

f) Support the School philanthropically through gifts to the Hill Fund; and

g) Identifying and recommending to the Board qualified candidates from among the members of the Association for the Board's consideration to join the Board.

The Chairman of the Board, or his or her designee, may assign the Association additional responsibilities.

ARTICLE II: OFFICERS AND EXECUTIVE COMMITTEE

Section 1: Officers

The Association will be comprised of the following officers: President, Vice President, and Secretary-Treasurer.

President. The President is the chief executive officer of the Association and will be elected for a three-year term. He or she will preside over all meetings of the Association and the Executive Committee of the Association and will direct and supervise the administration of their affairs. The President may be elected to two consecutive three-year terms but may not be elected to a third term.

Vice President. The Vice President will preside over all meetings of the Association and the Executive Committee in the absence of the President. He or she will be elected to a three-year term. The Vice President may be elected to a second term and may succeed to the office of President but will not serve as the Vice President for a period exceeding six consecutive years.

Secretary-Treasurer. The Secretary-Treasurer will be appointed by the Head of School~~master~~ of the School (the "Head of School"). The Secretary-Treasurer need not be a member of the Association. The Secretary-Treasurer will keep a record of the minutes of all meetings and attend to the correspondence, financial affairs, recording keeping, publications, and other administrative needs of the Association and will act as the liaison on behalf of the Association between and among the Association, the School and the Board.

Elected and appointed members of the Executive Committee will take office on July 1. All terms for members will terminate on June 30.

Section 2: Executive Committee

The Executive Committee of the Association will include the President, Vice President, and no fewer than five nor more than eleven other members of the Association. The Secretary-Treasurer will be an ex-officio member of the Executive Committee.

A majority of the Executive Committee will have the authority to increase or decrease the number of members to be elected or appointed but must do so at least 30 days before the next Annual Meeting of the Association. Members of the Executive Committee may be elected or appointed to successive terms but will not serve for more than nine consecutive years.

Exception: A member may be elected as President for up to two consecutive three-year terms even if both of those terms cause him or her to serve as a member of the Executive Committee for more than nine consecutive years.

The Executive Committee o the Association will:

a) Assist the officers of the Association in the coordination and supervision of the activities of the Association;

b) Take reasonable and ordinary action as deemed necessary and appropriate in furtherance of the objectives of the Association;

c) Take extraordinary action (subject to the approval and direction of the Board), as deemed necessary and appropriate in furtherance of the purposes of the Association;

d) Support the School philanthropically by making an annual gift to the Hill Fund for each year of tenure

Section 3: Nominations

The Executive Committee will be responsible for selecting and nominating candidates to serve as (1) officers of the Association and (2) members of the Executive Committee. Nominations are subject to the approval of the Chairman of the Board and the Headmaster.

The non-officer members of the Executive Committee will serve on subcommittees (e.g., Regional Chapters, Affiliate Groups, and Hill Beyond). Committee members will be elected to a term of three years.

Nominations for membership on the Executive Committee should be submitted in writing by the Executive Committee to the members of the Association and posted on the School's web site at least 45 days before the date of the Annual Meeting of the Association at which the nominations are to be considered.

Any member of the Association may be nominated independently for membership on the Executive Committee by a written nomination signed by no less than 25 members of the Association and filed with the Secretary-Treasurer no less than 60 days prior to the date of the Annual Meeting of the Association at which the nominations are to be considered. Any such independent nomination will be placed before the Annual Meeting by the presiding officer.

Election of the officers of the Association and of the members of the Executive Committee will take place at the Annual Meeting of the Association. The nominees having a majority vote of the members of the Association present or acting by proxy at the Annual Meeting will be elected.

If a vacancy should occur with an Executive Committee seat elected by the Association, the Chairman of the Board may fill the vacancy with a temporary appointment which will run through the end of the originally slated term.

~~**Section 4: Trustee Nominations**~~

~~The Executive Committee may, but will not be required to, nominate in writing one or more persons for each Alumni Trustee vacancy. Any member of the Association may be nominated independently for Alumni Trustee by a written nomination signed by no less than 25 members of the Association. The Committee on Trustees of the Board may nominate in writing one or more persons for each Alumni Trustee vacancy.~~

~~Any nomination should be filed with the Secretary-Treasurer of the Association no less than 60 days prior to the date of the Annual Meeting at which the nominations are to be considered.~~

~~The election of the Alumni Trustees will be by mail ballot vote. All nominations will be submitted for vote to members of the Association at least 45 days before the date of the Annual Meeting of the Association. Nominees having a majority of the votes of the members casting ballots will be declared elected at the Annual Meeting.~~

ARTICLE III: MEETINGS

The Annual Meeting of the Association will be held at the School in Pottstown, Pennsylvania, on a day each year as designated by the President of the Association and the Chairman of the Board. Special meetings of the Association may be held at such times and places as the President, the Chairman of the Board, or any three members of the Executive Committee may designate.

Action may be taken at the Annual Meeting or any special meeting by the majority vote of members present at the meeting or acting by proxy duly filed with and approved by the Secretary-Treasurer of the Association.

ARTICLE IV: AMENDMENTS

These By~~-L~~laws may be amended (i) at the Annual Meeting or a special meeting of the members of the Association by an affirmative vote of ~~no less than two thirds~~a majority of the members present or acting by proxy duly filed with and approved by the Secretary-Treasurer of the Association or (ii) by the Executive Committee by an affirmative vote of the majority of its members.

~~Any amendment will be proposed in writing signed by no less than 25 members and filed with the Secretary-Treasurer no less than 90 days before the meeting at which it is to be acted upon. Amendments will be posted on the School's web site at least 45 days before the date of that meeting and must be approved by an affirmative vote of no less than two thirds of the members of the Association present at the meeting or acting by proxy~~