BY-LAWS
OF THE ALUMNI BOARD
OF THE CARY ACADEMY ALUMNI ASSOCIATION

ARTICLE I
NAME

The name of this organization shall be the Alumni Board of the Cary Academy Alumni Association (the “Alumni Board” or the “Board”).

ARTICLE II
PURPOSE

The Alumni Board has been formed to:
1. Govern the activities of the Cary Academy Alumni Association.
2. Promote good relations for the school, especially through maintaining liaison among classmates and between alumni and the school community.
3. Provide advice and counsel to the school, both on request and at its own initiative.
4. Assist the Cary Academy Board of Directors (the “Board of Directors”) and administration in raising funds for the school.

ARTICLE III
MEMBERSHIP

Section I. Eligibility. All graduates of Cary Academy are members of the Alumni Association and are eligible to serve on the Alumni Board, as well as one (1) current student serving in the role as the senior class president.

Section II. Size and Selection Criteria. The Board shall consist of not less than ten (10) nor more than twenty (20) members. The number of Board members constituting the initial Board shall be fixed at nineteen (19) members. The policy in nominating and electing Board members is to be mindful of maintaining representation spread as evenly as practicable among the various alumni classes. Each elected member of the Alumni Board present at a meeting of the Alumni Board shall be entitled to one vote. Voting by proxy is permitted, unless such member is deemed “not in good standing” (as defined below).

Section III. Resignation and Vacancies. Any Board member may resign at any time upon notice given in writing or electronic transmission to the President of the Board. When one or
more Board members so resigns and the resignation is effective at a future date, a majority of the Board members then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each Board member so chosen shall hold office as provided in this Section 3 in the filling of other vacancies. If, at any time, by reason of death or resignation or other cause, the Board should have no members in office, then the Board of Directors may call a special meeting to elect new members. If, at the time of filling any vacancy or any newly created board seat, the Board members in office constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), then the Board of Directors may order an election to be held to fill any such vacancies or newly created board seats.

Section IV. Ex-Officio Members. The Alumni Programs and Giving Coordinator, the Director of Institutional Advancement, and the Head of School shall serve as ex-officio members of the Board. In addition, the president of the senior class and the immediate past president of the Alumni Board shall serve a one-year term as non-voting members. The senior class president will serve on the Board upon the election by the senior class and end their term upon the next academic year’s election unless the business of the Board may otherwise require.

Section V. Nominating Committee. The Nominating Committee will propose a slate for election of new Board members at each spring meeting. The names of the nominees will be included in the notice of the meeting. Initial Board members will be elected with one-third (1/3) to serve a one-year term, one-third (1/3) to serve a two-year term, and one-third (1/3) to a three-year term. Thereafter, election of Board members at the spring meeting will be for terms of two years. Board members may not serve more than two successive full terms in the same position.

Section VI. Attendance. Attendance at all meetings is expected. Failure to attend two (2) meetings shall constitute cause for consideration of the removal of a Board member and shall cause such member(s) to be considered “not in good standing.”

Section VII. Removal. Any member may be removed, with or without cause, by a two-thirds majority of the members. In the event a member has violated to two (2) absence limit outlined in Section 6 of this Article III, then any member may be removed by a majority vote of the members. No reduction of the authorized number of members shall have the effect of removing any director prior to the expiration of such member’s term.

ARTICLE IV
OFFICERS

Section I. Officers and Term. The officers of the Alumni Board shall be as follows: president, vice-president, secretary and such other officers as may be deemed necessary [by resolution of the Alumni Board]. Officers shall serve one-year terms with no more than two successive terms in the same position.

Section I.I. President. The President shall preside at all meetings of the Alumni Board and shall chair the Nominating Committee. The President shall appoint the chairs of all standing committees and shall carry out such additional duties as may be assigned by resolution of the Board, including the appointment of Ad Hoc committees. The President shall also sit on the Cary Academy Board of Directors and attend all meetings.

Section I.II. Vice-President. The Vice-President shall perform the duties of the President in the absence of that officer and shall carry out such other duties as may be assigned by the President or by resolution of the Board.
Section I.III. Secretary. The Secretary shall record and maintain the minutes of the meetings of the Board and will carry on all necessary correspondence and shall perform the duties of the President in the absence of each of the President and Vice-President. The Secretary is also expected to collect and maintain the minutes of committee meetings and shall distribute all meeting minutes to the full Board no later than seven (7) days before a Board meeting unless a committee’s minutes are otherwise requested by an individual member of the Board.

Section I.V. Treasurer. The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee (if one is established as either a standing or select committee), assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members, the Cary Academy community, and to the general public as deemed necessary.

Section II. Election. The officers of the Alumni Board shall be elected annually at the first meeting of each calendar year. The Nominating Committee shall propose a slate of officers for election by the Board and the names of the nominees will be included in the notice of the meeting. Additional nominations for officers may be made by any member of the Board in attendance at the meeting. Officers shall be elected by a majority vote of members of the Board.

ARTICLE V
MEETINGS

Section I. Quarterly and Special Meetings. The Alumni Board will meet at least quarterly. Additional meetings may be called by the President, the Alumni Programs and Giving Coordinator or the Head of School (“Special Meetings”). Notice of each meeting will be sent to every Board member via mail or electronic mail at least fifteen (15) days prior to the date of the meeting. In the event a member is unable to attend a Special Meeting, they shall provide the President with at least ten (10) days prior notice of such absence. Such notice shall prevent tolling of the two-absence limit in Article III, Section VI above. Failure to meet the attendance policy without prior knowledge aforementioned above will result a member to be in “bad standing.” All members are otherwise considered to be in “good standing” on the Board and are granted all rights and voting privileges as sitting members of the Board.

Section II. Quorum. A majority of the members of the Board shall constitute a quorum at all meetings. If, however, a quorum is not present at a meeting of the Board, the members present thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement of the meeting, until a quorum is present.

ARTICLE VI
COMMITTEES

Section I. Executive Committee. The officers of the Alumni Board shall constitute the members of the Executive Committee, which shall, by resolution of the Board, conduct such necessary business as stated in said resolution. The Executive Committee does have the power as stated in Article III, Section 7 to remove members by a unanimous vote.

Section II. Nominating Committee. The President of the Board will chair the Nominating Committee. The Alumni Programs and Giving Coordinator will serve on the committee as well as other members appointed by the President. The Nominating Committee is responsible for
proposing a slate of officers for election by the Board, and the names of the nominees shall be included in the notice of the meeting. Additional nominations for officers may be made by any member of the Board in attendance at the meeting. The Nominating Committee shall also be responsible for presenting a slate of proposed Board members as provided for in Article III, Section 4.

Section III. Development Committee. The Development Committee shall assist with the solicitation of financial support for the school from alumni. The Development Committee will work closely with the Development Coordinator, the Director of Institutional Advancement, and the Alumni Programs and Giving Coordinator to assist in fundraising activities such as the Cary Academy Fund and Class Endowments.

Section IV. Campus Community Committee. The Campus Community Committee shall develop a comprehensive year-long plan for interactions between alumni and other members of the Cary Academy community: current students, parents, faculty and staff. The Campus Community Committee is responsible for alumni involvement in activities at the school, such as panel discussions and Career Day. The Campus Community Committee will work closely with the Alumni Programs and Giving Coordinator and shall help with outreach efforts such as but not limited to homecoming, class reunions, and additional special/social events as selected for alumni and the Cary Academy community. The Committee shall also be expected to assist in broad communication strategies as well as assisting the alumni office and class officers as requested.

Section V. Select Committees. From time to time, the Board or the President may establish such additional select committees as may be necessary to carry out the purposes of the organization.

Section VI. Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board when required. The Secretary of the Board will be expected to distribute all committee minutes collectively to the Board, seven (7) days before a full Board meeting.

Section VII. Committee Meetings. Meetings and actions of the committees shall be governed by, and held in accordance with, the provisions of Article V of these bylaws.

ARTICLE VII
RULES AND GOVERNANCE

Section I. The Alumni Board has been established by Cary Academy for the purposes stated herein and shall in all of its activities abide by the rules and policies of the Board of Directors.

Section II. Reasonable expenses of the Alumni Board (not including all alumni events/reunions) shall be paid by Cary Academy provided that all such expenditures are authorized by the Alumni Programs and Giving Coordinator and the Director of Institutional Advancement.

ARTICLE VIII
AMENDMENTS

These By-laws may be amended by the affirmative vote of two-thirds (2/3) of the members of the Board present at any meeting of the Board provided that notice of the proposed amendment(s) has been sent to each member of the Board, the Head of School, and the Alumni
Programs and Giving Coordinator at least fifteen (15) days prior to the meeting at which the vote thereon is taken. In addition, no amendment may contravene the rules or policies established by the Board of Trustees of Cary Academy.