

I. NAME AND PURPOSE

The official name of this organization shall be the General Alumni/ae Association of Phillips Exeter Academy. The purpose of the Association is:

- A) To advance the interests of Phillips Exeter Academy.
- B) To promote beneficial relations between the Academy and its former students.

II. POLICY OF MEMBERSHIP AND DUES

- A) All students who have matriculated in the Academy and who have remained through the end of the first term shall, upon departure from the Academy, be members of the Association;
- B) All members of the Faculty, Trustees and former Trustees shall be members of the Association; Faculty shall include current faculty members, former faculty members who held continuing appointments and emeriti/ae;
- C) Any person who is elected an Honorary Alumnus or Alumna of an individual class shall become a member of this Association;
- D) No dues or other fees for membership in the Association shall be levied on the members. Nothing in this Article shall preclude assessment of membership dues or fees by individual regional associations or classes.

III. THE ALUMNI/AE COUNCIL

- A) The Alumni/ae Council shall consist of the active volunteers of the Association, as hereinafter defined. It shall represent all classes and all areas, to the extent feasible.
- B) The Alumni/ae Council shall consist of all present and former Trustees of the Academy, all present and former Officers of the Association, all present elected and appointed Members of the Board of Directors of the Association, all former elected Directors of the Association, all present members of Standing Subcommittees of the Board of Directors, all incumbent Presidents, Vice Presidents, Class Agents and Co-agents, Class Capital Giving Chairmen, and Class Correspondents of all graduated classes, all present Reunion Program and Reunion Gift Chairpersons (from the time of appointment through the reunion), all present Admissions Representatives, and members of the Head Guide Association, and all present officers and executive committee members of regional associations, and representatives of the areas of the country which are not within the jurisdiction of an organized regional association.
- C) The primary role of the members of the Alumni/ae Council shall be to help advance the goals and purposes of the Academy and the General Alumni/ae Association with a spirit of cooperation and goodwill.
- D) The Alumni/ae Council shall meet at least annually at the Academy at such date or dates as may be prescribed by the Board of Directors of the Association.

IV. OFFICERS

- A) The officers of the Association shall be a President, two Vice Presidents and a Secretary.
- B) The terms of office for the President, the two Vice Presidents and the Secretary shall be two years or until their respective successors are elected and their terms commence.

V. BOARD OF DIRECTORS OF THE ASSOCIATION; COMMITTEES

- A) The Board of Directors shall be the guiding body of the Association.
- B) The Board of Directors shall consist of the most recent past President of the Association, 15 members elected pursuant to Article VII hereof and up to 75 members of the Association who shall be appointed to the Board of Directors by the President.
- C) The appointed members of the Board of Directors shall include: one or more Class Presidents, one or more Class Correspondents, one or more Class Agents, one or more Class Capital Giving Chairmen, one or more Admissions Representatives, two or more officers of Regional Associations, and the President of the most recent graduating class. The composition of the appointed Directors should reflect different age groups, different regions and various volunteer activities. The terms of office of the appointed Directors shall be two years. Appointed Directors may be appointed for no more than two successive terms, unless such Director is serving as a chair of a Standing Committee in which case he or she may be appointed for a third successive term. A former appointed Director who has served two or three full terms, as above provided, may not be reappointed until at least two years have elapsed since he or she served as an appointed Director. An appointed Director may become an elected Director pursuant to Article VII hereof during his or her term as an appointed Director or subsequent thereto; no time need elapse between an appointed term and elected term regardless of the number of terms previously served as an appointed Director.
- D) The Board of Directors shall meet upon the call of the President upon not less than fourteen days written notice. Attendance by any members at meetings so called will constitute a quorum, though less than a majority of the Board of Directors are present.

No action shall be taken, however, with less than the affirmative vote of the majority of the members present.

- E) The Executive Committee of the Board of Directors shall be composed of the officers of the Association and the Immediate Past President. Standing Advisory Committees may be formed at the discretion of the Executive Committee to address such topics as: awards, communications, admissions, fundraising and such other topics as may be deemed appropriate by the Executive Committee. Directors, both elected and appointed, shall serve on Advisory Committees at the discretion of the President. The President shall make Advisory Committee appointments annually and shall appoint, or reappoint as the case may be, chairpersons for each Advisory Committee.

VI. DUTIES OF THE OFFICERS OF THE ASSOCIATION

A) The President

- 1) Shall preside at all meetings of the Association, its Board of Directors, the Alumni/ae Council and at the Founder's Day Award and John Phillips Award ceremonies.
- 2) Shall appoint the members of the Founder's Day Award Selection Committee, the Nominating Committee, any Advisory Committees that may be formed, and any other committees of the Board of Directors as appropriate.
- 3) Shall perform such other duties as may be prescribed by the Association, as may normally pertain to the office or as are set forth in this Constitution and Bylaws.
- 4) Shall serve as a Trustee of the Academy in accordance with the Bylaws of the Academy.

B) The Vice Presidents

- 1) Shall serve as representatives of the President.
- 2) In the absence of the President at any meeting, the senior of the Vice Presidents in term of office shall, if present, assume the responsibility of the Office of President.
- 3) Shall carry out such other duties as may be prescribed by the Association, as may normally pertain to their offices, or as are set forth in this Constitution and Bylaws.
- 4) Shall serve as Trustees of the Academy in accordance with the Bylaws of the Academy.

C) The Secretary

- 1) Shall cause to be kept records of all meetings held by the Association, its Board of Directors and the Alumni/ae Council.
- 2) Shall supervise the election of the elected members of the Board of Directors in the manner set forth under Article VII below.
- 3) Shall carry out such other duties as may be prescribed by the Association, as may normally pertain to the office or as are set forth in this Constitution and Bylaws.

VII. ELECTIONS OF ELECTED MEMBERS OF THE BOARD OF DIRECTORS AND OFFICERS OF THE ASSOCIATION

- A) The Nominating Committee of the Board of Directors for nominating elected members of the Board of Directors shall be appointed by the President and shall consist of three members: the President, one elected member of the Board of Directors whose term of office is expiring and who is not running for reelection, and one appointed member of the Board of Directors. The President of the Association shall not be nominated by the Nominating Committee. The Nominating Committee as so then constituted shall nominate no less than 8 candidates for election to the Board of Directors every two years. The

majority vote of the members of the Nominating Committee shall govern the process of nomination.

- B) Nominations for elected members of the Board of Directors shall also be made upon petition addressed to the President, signed by no less than 25 members of the Association and received by the President no less than 30 days prior to the date when, pursuant to notice previously published in the Bulletin of Phillips Exeter Academy, election of elected members of the Board of Directors is scheduled to be presented to the membership of the Association.
- C) The term of membership for the 15 elected members of the Board of Directors shall be six years, or until their respective successors are elected and their terms commence. The terms of the elected members of the Board of Directors shall be so scheduled that five members shall be elected every two years. No elected member of the Board of Directors who has served one full term shall be nominated for a second term or become an appointed director until at least two years have elapsed since he or she served as an elected Director.
- D) The elected members of the Board of Directors shall be elected by the majority vote of the voting members of the Association from the candidates nominated pursuant to sub-paragraphs A) and B) of this Article VII.
- E) The newly-elected members of the Board of Directors, as well as the new Officers of the Association chosen pursuant to sub-paragraph G) of this Article VII, shall take office on July 1 following their elections and shall hold office until their respective successors are elected and their terms commence.
- F) The elections of the elected members of the Board of Directors shall be conducted by mail ballot distributed from the Academy under the direction of the Board of Directors. These elections shall be conducted before the end of the month of May preceding the July 1 on which such elected members shall take office.
- G) Following the election of elected members of the Board of Directors, the outgoing President of the Association and the other elected members of the Board of Directors whose terms are expiring shall constitute a nominating committee for the purpose of nominating a slate of officers of the Association. Thereafter, and prior to July 1, the newly-elected members of the Board of Directors and those elected members of the Board of Directors whose terms are not expiring shall choose from among their number, by majority vote, the President, the two Vice Presidents and the Secretary of the Association.
- H) In the event that a vacancy occurs in the Presidency of the Association for any cause, the senior of the two Vice Presidents in term of office shall succeed automatically to the position.
- I) The President is empowered to fill all vacancies, caused by death or withdrawal for any reason, (i) of other officers of the Association, and (ii) of elected members of the Board of Directors. Such appointee shall serve the unexpired term of the person being replaced.

VIII. FOUNDER'S DAY AWARD

- A) The Founder's Day Award, established in 1976, is an Award given annually in May by the Association to recognize those alumni/ae, parents, faculty, staff, and friends of Exeter whose service to the Academy has been extraordinary.
- B) Each year the President of the Association shall appoint a Founder's Day Award Selection Committee of five Directors prior to the Annual Meeting of the Alumni/ae Council. Only one Committee member shall have served on the previous year's Selection Committee and that one member shall be the Committee Chairperson. The Academy's Director of Alumni/ae Affairs shall also serve on the Committee, ex officio. Prior to March 1 the Committee shall submit the name or names of its Award designees to the Officers of the Association for confirmation. The Founder's Day Award ceremony and presentation shall take place at the Academy at an assembly of students, faculty, staff, and guests, preferably during the Reunion of the 50th Reunion Class, and shall be presided over by the President of the Association.
- C) The following guidelines should be considered by the Selection Committee:
 - 1) Any alumnus/a, faculty member, staff member, parent, or friend may receive the Award.
 - 2) The recipient should still be living.
 - 3) The service must be extraordinary, beyond what is regularly contributed by others doing similar service, and without monetary compensation.
 - 4) The service may be of any type which furthers the objectives and values of the Academy, including, but not limited to service in the areas of admissions, fund-raising, public relations, alumni/ae relations, publishing, outreach programs, and any other activities which contribute significantly to the life of the Academy.
 - 5) The duration of service may be of any length, but should perhaps be of five years or more.
 - 6) Faculty and staff members should have already retired or otherwise left the Academy employ.
 - 7) The recipient may receive the award only once and should not have previously received the John Phillips Award, given annually by the Trustees.
 - 8) Two or three awards should be made each year, except in those instances when the service of the recipient is so exceptional that only a single award seems appropriate.

IX. REGIONAL ASSOCIATIONS

- A) In an area where ten or more alumni/ae may conveniently meet to conduct Academy business, application for formal recognition as a regional association may be submitted to the President of the Association.

- B) For purposes of formal organization the minimum requirement is a willingness to maintain duly elected officers and to transact whatever business may come before the regional association. It is the practice for formal recognition to be given by the Principal of the Academy upon the recommendation of the President of the Association. Nothing in these articles shall define or limit the manner in which a regional association may organize to conduct its own affairs.

X. GUIDELINES FOR VOLUNTEER TERMS OF OFFICE FOR CLASSES; FOR REGIONAL ASSOCIATION AND ADMISSION ACTIVITIES; FOR LEADERSHIP OF CLASSES; FOR HONORARY CLASS MEMBERSHIPS; AND FOR CONSTITUTIONS AND BYLAWS OF CLASSES AND REGIONAL ASSOCIATIONS.

- A) With regard to terms of office, it is recommended that:
- 1) Class officers, including Class Presidents, Class Vice Presidents, Class Agent, Class Correspondents, and Class Capital Giving Officers, serve five-year terms.
 - 2) Regional Association Presidents serve two-year terms.
 - 3) Admissions Representatives serve five-year terms.
- B) With regard to leadership of classes, it is recommended that:
- 1) Class officers serve in only one class office at a time.
 - 2) Class Presidents and Class Vice Presidents be elected at Reunions, and Class Agents, Class Correspondents, and Class Capital Giving Chairmen be appointed by new Class Presidents at the time of Reunions or immediately thereafter.
 - 3) Class Presidents appoint a Nominating Committee one year prior to each Reunion (i) to select nominees for Class President and Class Vice President and (ii) to consult with the Alumni/ae Affairs and Development staff regarding possible Class Agent(s), Class Correspondent, and Class Capital Giving Chairmen in order to make recommendations to the new Class President.
- C) With regard to a resignation or vacancy among the officers of a class or Regional Association or if an officer of a class or Regional Association cannot or does not fulfill his or her duties, it is recommended that the President of the General Alumni/ae Association, in consultation with the other officers of the class or Regional Association, The Executive Committee of the General Alumni/ae Association and the Alumni/ae Affairs and Development staff, appoint a replacement to fill the unexpired term of such officer, in case of a resignation or vacancy, or take appropriate steps to assist or replace the officer who is unable to or does not fulfill his or her duties.
- D) With regard to Class and Regional Association Constitutions and Bylaws, it is recommended that such constitutions and bylaws include and be deemed to include Article X of the Constitution and Bylaws of the General Alumni/ae Association to the extent applicable and, in the case of conflict, the latter shall control.

- E) With regard to Honorary Class membership, it is recommended that:
 - 1) Alumni/ae should not be made Honorary Members of other classes.
 - 2) Honorary alumni/ae should not be made honorary members of more than one class.
- F) With regard to reimbursement of alumni/ae, it is recommended that:
 - 1) No reimbursement shall be made by the Academy for expenses incurred by alumni/ae carrying out the activities of the Alumni/ae Association.
 - 2) Nothing herein shall preclude a regional association or a class from reimbursing its members for such expenses.

XI. THE ALUMNI/AE AFFAIRS AND DEVELOPMENT DEPARTMENT

- A) The Alumni/ae Affairs and Development Department is maintained by the Academy to provide support and guidance to the Association and the Alumni/ae Council and for the efficient handling of alumni/ae affairs. The Department shall serve as a liaison between the Academy and its alumni/ae.
- B) The Alumni/ae Affairs and Development Department shall maintain the membership rolls of all classes, the files of the Association and the Alumni/ae Council, and the records of fund-raising activities, Regional Associations, Reunions, Elections and Publications.
- C) The staff of the Alumni/ae Affairs and Development Department, under the leadership of the Director of Development, shall encourage, support and administer the work of the Association and the Alumni/ae Council.

XII. AMENDMENTS

This Constitution and Bylaws of the Association, other than with respect to the election of elected members of its Board of Directors and Officers and with respect to this Article XII, may be added to or amended by the vote of two-thirds of all the members of the Board of Directors. Otherwise, upon recommendation of the Board of Directors, this Constitution and Bylaws of the Association may be repealed, added to, or amended, only by a majority vote of the returned ballots mailed to members of the Alumni/ae Council.