

BY-LAWS OF

ALUMNAE ASSOCIATION OF 91ST STREET,
CONVENT OF THE SACRED HEART

as amended on May 29, 2001

ARTICLE I

Name of Organization

The name of this organization is the Alumnae Association of 91st Street, Convent of the Sacred Heart (the "Alumnae Association").

ARTICLE II

Purposes

The purpose of this organization is to foster close relationships among all persons ("Alumnae") who have attended The Convent of the Sacred Heart School of New York ("91st Street") or any other Sacred Heart School and between Alumnae and the community of 91st Street. In addition, the Alumnae Association shall support the mission of 91st Street, as set forth in the Goals and Criteria of the Network of Sacred Heart Schools in the United States (the "Network"), as they are in effect from time to time, or as established by the Board of Trustees of 91st Street. A Sacred Heart School is any school or college that was affiliated with the Society of the Sacred Heart at the time the person in question attended it.

ARTICLE III

Alumnae Association Members

SECTION 1. Membership.

1. Members. Members of the Alumnae Association shall consist of Regular Members and Provisional Members and any persons who may from time to time be elected by the Alumnae Board (as defined below) as honorary members.

2. Regular Members. Regular Members shall be voting members of the Alumnae Association and shall consist of all Alumnae.

3. Provisional Members. Provisional Members shall be non-voting members of the Alumnae Association and shall consist of all students enrolled from time to time in the junior or senior class at 91st Street, or such other persons as the Alumnae Board shall determine from time to time.

SECTION 2. Alumnae Association Meetings.

1. Annual Meetings of Members. The annual meeting of the Members, for the election of representatives to the Alumnae Board and such other business

as may properly come before the meeting, shall be held in the month of May each year at the principal office of 91st Street or at such other place, and at a date and time, determined by the Alumnae Board.

2. Special Meetings of Members. Special Meetings of the Members shall be held whenever called by the President of the Alumnae Association and business transacted at any special meeting shall be limited to the purpose for which the special meeting was called, as stated in the notice of meeting.

3. Notice of Alumnae Association Meetings. Notice of each meeting of the Members, stating the date, time and place of such meeting, shall be given not less than ten nor more than 120 days before the date of the meeting. Notice shall be effectively given if published in a 91st Street school or alumnae publication issued within such time period or if mailed, postage prepaid, addressed to each Regular Member's last known mailing address as it shall appear on the records of the Alumnae Association. Notice of a special meeting shall state the purpose or purposes for which the meeting is called.

4. Quorum and Voting at Alumnae Association Meetings. A quorum for the transaction of any business by the Members shall consist of 15 Regular Members. Except as otherwise provided by these By-laws, the vote of a majority of the Regular Members present at the time of the vote shall be the act of the Members, provided that a quorum is present at the time of such vote. A majority of the Regular Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any such adjournment shall be given in accordance with the provisions of this Article III. Voting by proxy shall not be permitted.

ARTICLE IV

Alumnae Board

SECTION 1. Representatives.

1. Number. The Alumnae Association shall be represented by a board (the "Alumnae Board") of representatives ("Representatives"). The Alumnae Board may from time to time determine the number of Representatives constituting the entire Alumnae Board, provided that the number of voting members of the Alumnae Board may be no less than 15 nor greater than 28. No decrease in the number of Representatives shall shorten the term of any incumbent Representative.

2. Qualification and Election. The Head of 91st Street (the "Head") and the Alumnae Director of 91st Street (the "Alumnae Director") shall be non-voting members of the Alumnae Board *ex officio*. Other Representatives shall be elected at the Annual Meeting of the Members from a list of individuals presented by the Nominating Committee. Such list shall be posted on the 91st Street website (www.cshnyc.org) and shall be available to any Member from the Executive Secretary upon request at least ten days before the Annual Meeting. The Alumnae Board shall include at least one Sacred Heart Educator (who may be the Head if she or he is a Sacred Heart Educator). A Sacred Heart Educator means a Religious of the Sacred Heart (rscj) unless the Nominating Committee cannot, after seeking the assistance of the Society of the Sacred Heart United States Province, identify a Religious of the Sacred Heart willing to serve as a member of the Alumnae Board in fulfillment of this requirement, in which event only, a Sacred Heart Educator also will include an individual with extensive experience as an educator with the Network or a school that is a member of the

Network. If, pursuant to this requirement, it is necessary to elect a Sacred Heart Educator to the Alumnae Board at any Annual Meeting and the Members shall fail to do so, the Alumnae Board shall, acting upon the nomination of the Nominating Committee, appoint a Sacred Heart Educator to serve as a Representative. In all respects, any such Sacred Heart Educator shall be considered a duly elected Representative and the term of such Representative shall continue until the second Annual Meeting after such appointment. In such circumstances, if necessary, the number of authorized Representatives on the Alumnae Board shall be increased by one in order to accommodate the appointed Representative.

3. Term of Office. Each term of office of each Representative shall be two years from the Annual Meeting at which she or he is elected, provided, however, that (a) the Head and the Alumnae Director each shall be a Representative *ex officio* so long as she or he holds the relevant office; (b) the term of office of a person elected to fill a vacancy shall be governed by paragraph 6 of this Section; (c) the term of office of a Sacred Heart Educator appointed by the Alumnae Board shall be governed by paragraph 2 of this Section; and (d) except for any Representative also serving as an Officer of the Alumnae Association, a person who served a partial term because of being elected to fill a vacancy on the Alumnae Board and a Specially Nominated Candidate (as defined below), no person who has served as a Representative for six or more consecutive years shall be eligible for re-election as a Representative until one full year has elapsed since the expiration of the last term. A Specially Nominated Candidate shall mean a person who has served six or more consecutive years as a Representative and would thus ordinarily not be eligible for immediate re-election but who is proposed as such by the Nominating Committee for further service, approved by at least two-thirds of the voting Representatives then in office and duly elected by the Members at the Annual Meeting.

4. Honorary Representatives. The Alumnae Board may appoint such Honorary Representatives for such periods as it shall from time to time deem appropriate. Such Honorary Representatives shall have no vote.

5. Resignations, Removals and Leaves of Absence. Any Representative may resign at any time by giving written notice to the Alumnae Board or the President. Such resignation shall be effective without acceptance by the Alumnae Board. A Representative other than the Head and the Alumnae Director may be removed from office at any time with or without cause by a two-thirds vote of the entire Alumnae Board. Without limiting the foregoing, failure to attend three consecutive regular meetings without notifying the Alumnae Director of the reasons therefor may constitute cause for consideration of removal of a Representative. The Alumnae Board may, at its discretion, grant a Representative a leave of absence upon the written request of such Representative stating the reasons therefor. Any such leave of absence shall not affect the term or standing of the Representative. The Alumnae Board may elect to replace such Representative on a temporary basis for the period of such leave of absence.

6. Vacancies. Vacancies on the Alumnae Board resulting from the death, resignation or removal of a Representative may be filled by the President, with the approval of the majority of the remaining voting Representatives present at any regular meeting or at any special meeting duly called for such purpose, even though a quorum is not present. Each Representative elected to fill a vacancy shall hold office for the balance of the term of the Representative whose death, resignation or removal caused the vacancy.

SECTION 2. Alumnae Board Meetings.

1. Regular Meetings. The Alumnae Board shall hold regular meetings at least four times during each academic year at such times and places as the Alumnae Board shall determine. The times and places for the regular meetings to be held during any academic year may be fixed by the Alumnae Board and no further notice of such meetings need be given to the Representatives.

2. Special Meetings. Special meetings of the Alumnae Board shall be held whenever called by the President or by at least one-third of the voting Representatives. Notice of each such meeting, or of any adjournment of a meeting, shall be given to each Representative by the Executive Secretary or by the person calling the meeting, by mailing the same no later than the fourteenth day before the meeting, or by personally delivering, transmitting by facsimile or electronic mail or telephoning the same not later than the tenth day before the meeting.

3. Quorum. A quorum for the transaction of any business by the Alumnae Board shall consist of five voting Representatives if there shall be fifteen or fewer voting Representatives, six voting Representatives if there shall be more than fifteen but not more than twenty-five voting Representatives and seven voting Representatives if there shall be more than twenty-five voting Representatives. A person will be considered to be present at any meeting of the Alumnae Board or any committee if she or he participates in such meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

4. Voting. Except as otherwise provided by these By-laws, the vote of a majority of the Representatives present at a meeting at the time of the vote shall be the act of the Alumnae Board, provided that a quorum is present at the time of such vote. A majority of the Representatives present, whether or not a quorum is present, may adjourn any meeting to another time and place. The Alumnae Board or any committee may also take action without a meeting if all voting members of the Alumnae Board or such committee consent in writing to the adoption of a resolution authorizing such action. Each such resolution and written consent shall be filed with the minutes of the Alumnae Board or relevant committee.

ARTICLE V

Committees of the Alumnae Board

1. Nominating Committee. The Nominating Committee shall be appointed annually by the President, with the approval of the Alumnae Board, and shall consist of at least three members, at least two of whom are Representatives. In addition, the President, the Head and the Alumnae Director shall be non-voting members of the Nominating Committee, *ex officio*. One of the members of the Nominating Committee shall be appointed by the President to serve as Chairman of the Committee. The Nominating Committee shall, in accordance with Article VI, nominate persons to be elected as Representatives at each Annual Meeting and shall nominate a Representative to serve as President of the Alumnae Association. The Nominating Committee shall present its list of nominees to the Alumnae Board each year at least 14 days before the Annual Meeting of Members.

2. Other Committees. The Alumnae Board may establish and modify or terminate such other committees with such duties and powers as the Alumnae Board shall from time to time determine. The members of such committees may include persons who are not members of the Alumnae Board.

ARTICLE VI

Officers of the Alumnae Association

1. Officers. The officers of the Alumnae Association shall consist of a President, one or more Vice Presidents, a Secretary, an Executive Secretary, and such additional officers as may be appointed by the Alumnae Board. The President, Vice Presidents and Executive Secretary shall be members of the Alumnae Board, but the other officers need not be. The President shall be proposed by the Nominating Committee and elected at the Alumnae Board meeting following the Annual Meeting of Members. The other Officers (except the Executive Secretary) shall be appointed by the President, with the approval of the Alumnae Board. The term of office of each Officer shall be two years from the time of election or appointment or until such Officer's successor shall be elected or appointed, provided, however, that (a) the Alumnae Director shall serve as Executive Secretary *ex officio* so long as such person holds the position of Alumnae Director and (b) unless approved by a two-thirds vote of all the voting Representatives, no other Officer shall hold the same office for more than two consecutive two-year terms.

2. President. The President shall preside at all meetings of the Alumnae Association and the Alumnae Board at which she or he is present. The President shall have general oversight over the affairs of the Alumnae Association. The President shall be a member of the Board of Trustees of 91st Street *ex officio*, if so provided in the By-laws of 91st Street, as in effect from time to time.

3. Vice Presidents. In the case of the absence or disability of the President, the duties of the office shall be performed by the Vice Presidents in the order of their seniority or, as the case may necessitate, in alphabetical order. The Vice Presidents shall perform such other duties as may from time to time be imposed upon them by the Alumnae Board or the President.

4. Secretary. The Secretary shall keep the minutes of all meetings of the Alumnae Board and the Alumnae Association and perform such other duties as may from time to time be imposed upon her or him by the Alumnae Board or the President.

5. Executive Secretary. The Alumnae Director shall serve as Executive Secretary *ex officio* so long as such person holds the office of Alumnae Director. The Alumnae Director shall be appointed by the Head in consultation with the President of the Alumnae Association and the Director of Development of 91st Street. The Executive Secretary shall maintain at 91st Street the records of the Alumnae Association, shall attend to the giving and serving of all notices for the Alumnae Association and the Alumnae Board, shall distribute copies of all minutes of Alumnae Board and Committee meetings and shall act as the liaison between 91st Street and the Alumnae Board. The Alumnae Director may receive reasonable compensation from 91st Street for services rendered to 91st Street in such capacity.

ARTICLE VII

Budget; Fiscal Year

1. Budget. The annual operating budget of the Alumnae Association is part of the annual operating budget of the 91st Street Development Office, as determined by the 91st Street Board of Trustees in its discretion, and shall be managed by the Director of Development or such other person designated by the Board of Trustees of 91st Street.

2. Fiscal Year. The fiscal year of the Alumnae Association shall begin on the first day of July and terminate on the last day of June in each year.

ARTICLE VIII

Associated Alumnae of the Sacred Heart

The Alumnae Association shall be a member of the Associated Alumnae of the Sacred Heart (the "AASH") and the President shall appoint one person, who need not be a Representative, to act as the liaison between the Alumnae Association and the AASH and to perform such other duties in that connection as shall from time to time be determined by the Alumnae Board or the President.

ARTICLE IX

Parliamentary Authority

Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws or by other specific rules of procedure adopted by the Alumnae Board or the Members.

ARTICLE X

Amendments

1. These By-laws may be amended, restated or repealed by the vote of two-thirds of the Regular Members present at the time of the vote at an Annual Meeting or at a special meeting called for such purpose, provided that a quorum is present at such time. A copy of any proposed amendment or restatement of these By-laws shall be posted on the 91st Street website (www.cshnyc.org) and shall be available upon request from the Executive Secretary at least ten days before such meeting.

2. Provisions of these By-laws may also be amended, restated or repealed by the Alumnae Board, provided that no such amendment shall affect adversely the voting rights of the Regular Members hereunder or, except as otherwise provided herein, change the minimum or maximum number of Representatives on the Alumnae Board.