

**BY-LAWS
OF
THE NOTRE DAME COLLEGE PREP ALUMNI ASSOCIATION**

**AMENDED AND RESTATED
as of January 10, 2017**

**ARTICLE I
Name**

The name of the organization shall be the Notre Dame College Prep Alumni Association (hereinafter referred to as "Association").

**ARTICLE II
Purpose**

The purpose for which the Association is formed is exclusively non-profit, charitable and educational as contemplated by Section 501 (c) (3) of the Internal Revenue Code of 1954. Any references to any provision of such code shall be deemed to mean such provision as now or hereinafter existing, amended, supplemental or superseded, as the case may be. The purpose of this Association shall also be to promote solidarity and friendship among graduates, students, former students and friends of Notre Dame College Prep by encouraging the perpetuation of the same ideals which Notre Dame men have been taught to uphold while students at the school, to sponsor, direct and participate in activities of any nature, including charitable, educational, religious, social and athletic activities, which further the interests of the Association members or the interests of Notre Dame College Prep; to raise funds for and make and promote contributions to Notre Dame College Prep or its development foundation; to establish scholarships for students and/or prospective students of Notre Dame College Prep and to assist worthy and needy students of Notre Dame College Prep by loans and/or gifts of money; to raise, hold, manage and dispose of funds and to receive, hold, transfer and convey all and any property that may be necessary or convenient for attaining the objectives of the Association.

**ARTICLE III
Membership**

All graduates of Note Dame College Prep (formerly Notre Dame High School for Boys) shall be members in full standing of the Association. The board of directors may grant memberships as honorary alumni to individuals who render outstanding service to the school or the Association, but the holders of such memberships shall not enjoy the right to vote or hold office in the Association.

ARTICLE IV
Meetings of Members

Section 1. Annual Meeting. The annual meeting of the Association shall be held in October of each year for the purpose of electing the board of directors and for the transaction of such other business as may come before the meeting. The date, time and location of such meeting shall be determined by the board of directors. Notice of the date, time and location of the meeting and of the positions to be filled pursuant to the by-laws, shall be given personally or mailed (via U.S. Mail, Express Mail or E-mail) to each member at the member's last known address or E-mail address not more than forty (40) and not less than ten (10) days before the meeting.

Section 2. Special Meetings. Special meetings of the Association may be called by the president, three of the members of the board of directors, or 25% of the general membership. Notice of the date, time and location and purpose of the meeting shall be given personally or mailed (via U.S. Mail, Express Mail or E-mail as set forth above) to each member not less than five (5) days before the date of the meeting. If mailed, the notice of the meeting shall be deemed to be delivered when sent or when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the Association, with postage thereon prepaid. No business shall be transacted except that for which the meeting has been called.

Section 3. Quorum. Ten (10) of the members of the Association shall constitute a quorum for the transaction of business in a meeting of members.

Section 4. Voting Rights. Each member present in person shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Voting Procedures. Election of the board of directors shall be by ballot but other business may be by voice vote. All voting shall be determined by a majority vote of the members present in person and voting.

ARTICLE V
Board of Directors

Section 1. General Powers.

The affairs of the Association shall be managed by the board of directors.

Section 2. Number, Qualifications, Term and Vacancies.

The number of seats on the board of directors shall be no less than 9 and no more than 15 (as determined by vote of the members of the Association at a duly called meeting), all of whom shall be active members of the Association. With the exception of the 2014 board elected, each director shall serve for a term of three years commencing on the first day of January following the election, beginning in 2015. Term lengths for newly-added board seats shall be staggered so that no more than one-third of board seats shall expire in any single year. A director who fails to attend three consecutive board meetings without a reasonable excuse may have his office declared vacant by majority vote of the board of directors after the secretary has given notice to any director who has missed two consecutive meetings. The board of directors shall have the power to fill any vacancy

caused by resignation, removal from office or death and the term of the director so named by the board of directors shall be for the remainder of the unexpired term of the vacating director.

Section 3. Regular Meetings.

There shall be at least six meetings of the board of directors each year. The regular meetings of the board of directors shall be open to any interested person, but only duly elected members of the board may vote at such meetings. A schedule of the dates, times and locations of such meetings shall be determined each year by the board of directors. Notice of such schedule shall be given personally or mailed (via U.S. Mail, Express Mail or E-mail as set forth above) to each director at his or her address as it appears on the records of the Association, with any postage thereon prepaid, with notice of any change in the schedule given at least ten (10) days before the affected meeting.

Section 4. Special Meetings.

Special meetings of the board may be called by or at the request of the president or any three directors. The person or persons calling a special meeting may fix any date, time, location and purpose for the holding of such special meeting. Notice of any special meeting of the board of directors shall be given at least five (5) days previously thereto by written notice mailed or E-mailed to each director at his/her address as shown by the records of the Association, If mailed, the notice shall be deemed to be delivered when sent or when deposited in the United States mail, in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. No business shall be transacted except that for which the meeting has been called.

Section 5. Removal.

Any elected or appointed director may be removed with or without cause by a vote of six members of the board of directors.

Section 6. Quorum.

A simple majority of the then-serving board members shall constitute a quorum. All decisions shall be made by a majority of the directors present, either in person or by concurrent telephone conference.

Section 7. Compensation.

Directors shall not receive any direct salaries for their services, but may be reimbursed for reasonable expenses incurred when in the course of their duties as directors. There shall be no salary or fee paid for attendance at regular, special or other types of meetings.

Section 8. Transition. To facilitate the orderly continuation of the Association under the By-Laws herein set out, the current officers shall submit to the general membership a list of proposed directors to constitute the original board of directors under these By-Laws. The list shall designate three directors to serve for a one year term, three proposed directors to serve for a two year term, and

three proposed directors to serve for a three year term. Adoption of these By-Laws by the general membership shall constitute an election of the persons named in such list to the terms set out opposite their respective names.

ARTICLE VI Officers

Section 1. Number, Title and Qualifications.

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer. Officers shall be members in good standing of the Association.

Section 1.1. President.

The President shall act as chief executive officer of the board of directors and the Association. The President shall:

- a. preside over all meetings of the board of directors and the Association;
- b. appoint class representatives for each graduated class to act as liasons between the board of directors and each class;
- c. nominate candidates to fill vacant positions on the board of directors;
- d. create committees and appoint members to any such committees helpful and appropriate to the accomplishment of the goals of the Association; and
- e. coordinate the activities of the Association with the Director of Alumni Relations and the Vice-President of Development of Notre Dame College Prep.

Section 1.2. Vice President.

The Vice-President shall assist the President in the above duties, presiding in the absence of the President. He shall act as ex-officio member of all committees established by the board of directors, reporting to the board of directors as to the progress of such committees.

Section 1.3. Secretary.

The Secretary shall keep all records of attendance and minutes of the meetings of the board of directors and of the general members= meetings. He shall provide for the preservation of all such records, delivering them to the offices of Notre Dame College Prep at the end of each year.

Section 1.4. Treasurer.

The Treasurer shall keep all financial records for the various fundraising activities and general operations of the Association. The Association has established a policy of not maintaining separate bank accounts, and the Treasurer shall tender gross receipts from fundraising activities to the appropriate financial officer of Notre Dame College Prep for deposit and accounting. The Treasurer shall likewise tender invoices for expenditures related to activities of the Association to the appropriate financial officer of Notre Dame College Prep for payment. The Treasurer shall report at

meetings of the board of directors as to the financial aspects of the various activities of the Association.

Section 2. Election, Term and Vacancies.

The officers shall be elected by the board of directors by a plurality of the directors in attendance at the January meeting for a term of one year, commencing on the first day following the election. In the event of an officer vacancy, such vacancy shall be filled by a vote of the board of directors.

Section 3. Removal.

Any elected or appointed officer may be removed with or without cause by a majority vote of the total board of directors.

**ARTICLE VII
Committees and Historian**

The president shall appoint the chairman and membership of any committees which will advise the Association in a manner dictated by the president. Appointments of any chairman shall be subject to the approval of the board of directors.

The president shall have the authority to appoint, subject to board of directors approval, an historian for Notre Dame College Prep. The initial historian hereunder shall be Robert Hollingsworth '59, who shall serve at the discretion of the board of directors. The historian shall continue in such office unless and until he is removed by a majority vote of the board of directors, resigns or is unable to continue to serve.

**ARTICLE VIII
Contracts, Checks, Deposits and Funds**

Section 1. Contracts.

The board of directors may authorize any officer or officers, agent or agents of the Association, in addition to the president who is hereby authorized to enter into any contract or execute and deliver any instrument in the name of and behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

No bank checking account shall be maintained in the name of the Association. Any funds received by the Association shall not be kept in an account or accounts in the name of the Association, but instead shall be delivered to the appropriate financial officer of Notre Dame College Prep for deposit and accounting. Any officer of the Association shall have the authority to indorse checks which are payable to the Association and the treasurer shall coordinate the delivery of the checks to Notre Dame College Prep.

Section 3. Gifts.

The board of directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association. Any funds received by the Association shall not be kept in an account or accounts in the name of the Association, but instead shall be assigned to the appropriate financial officer of Notre Dame College Prep for deposit and accounting. Guidelines for accepting contributions shall be established by the board of directors.

ARTICLE IX Indemnification

The board of directors shall have the power to indemnify any and all of the directors or officers or former directors or officers or any person who may have served at its request against the expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the Association except in relation to matters as to which such director or officer or person shall be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability. Such indemnification may, at the discretion of the board of directors, include the payment of any or part of such fines or expenses incurred by a director or officer while performing regular duties for the Association.

ARTICLE X Dissolution

Upon the dissolution of the Association, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the property and assets of the Association to the Notre Dame College Prep or a similar organization, organized and operated exclusively for educational or charitable purposes as contemplated by Section (c) (3) of the Internal Revenue Code, as amended.

ARTICLE XI Non-Alienation of Benefits

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE XII

Legislative or Political Activities

No substantial part of the activities of the Association shall be the communication of propaganda or otherwise attempting to influence legislation and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII Operation Limitations

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) or Section 501 (c) (7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (B) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV Amendment

These By-laws may be amended at any regular or special meeting of the general membership noticed for such purposes by a majority vote of the general membership then present at such meeting.

ARTICLE XV Miscellaneous

Section 1. Books and Records.

The Association shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and it shall be the responsibility of the Association president to keep and maintain a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

Section 2. E-mails.

An E-mail shall be considered a writing for any purpose in these by-laws requiring a writing.

Section 3. Fiscal Year.

The fiscal year of the Association shall be consistent with the fiscal year for Notre Dame College Prep.

Section 4. Office.

The Association shall maintain in the State of Illinois a registered office which may be located at the address of one of the Association's officers and may constitute the location of the Association's registered agent. If no designation is made for any regular or special meeting, the place of the meeting shall be at the campus of Notre Dame College Prep.

Section 5. Chaplain.

A chaplain may be appointed annually by the board of directors.

Section 6. Meeting Procedure.

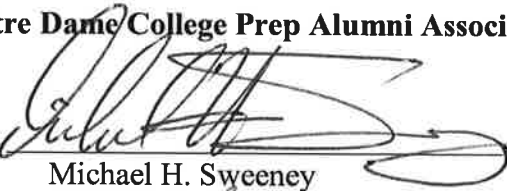
Procedure at all membership and board of directors meetings shall be in accordance with Robert's Rules of Order.

Section 7. Repeal.

All prior by-laws, including any and all previous constitutions or charters, are hereby repealed and revoked.

IN WITNESS WHEREOF, the president and secretary of the Notre Dame College Prep Alumni Association have caused these presents to be duly executed, all in accordance with and pursuant to due authority vested in them by majority vote of a general meeting of the Association upon notice properly given to the membership of the proposed approval of these Amended and Restated By-Laws on this 14th day of January, 2014.

Notre Dame College Prep Alumni Association

By:  its President
Michael H. Sweeney

Attest:  its Secretary
Thomas V. Draths