

## **BY-LAWS of the AMA ALUMNI ASSOCIATION INC.**

### Article I FUNCTION

The Augusta Military Academy Alumni Association, Inc. plans and executes annual alumni reunions and can support miscellaneous for profit ventures.

### Article II MEMBERS; MEETINGS

Section 1. Invitation for membership shall be extended to every alumnus, former faculty member, or former staff member of Augusta Military Academy. "Alumnus" is defined as any former student for credit. The Board shall be empowered to elect to Honorary Membership any person who warrants such distinction through outstanding service to the school or to this Association.

Section 2. The required annual meeting of the members of this Association shall be held at the same place and time as the annual reunion, unless otherwise directed by the Board. Other regular meetings include any which are fixed by resolution of the Board. These meetings require no further notification. Attendance by twenty-five members shall constitute a quorum.

Section 3. Special meetings of the members may be called by the President or at the request of at least 25 members, at a time and place to be fixed by the Board. Notice of such meetings may be written, emailed, or telephonic and shall state the object thereof.

### Article III DIRECTORS; MEETINGS

Section 1. There shall be a Board of not less than 7 directors who shall be members, and not more than one-third of whom shall be elected annually by ballot or voice vote of the members for the term of 3 years or until the election and acceptance of their duly qualified successors.

Section 2. Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of the Board.

Section 3. Any director who shall be absent from three consecutive meetings without excuse shall automatically be removed from the Board. Any Director

may be removed from the Board by a majority vote of the Directors at a special meeting called for this purpose.

Section 4. The regular meeting of the Board shall be held immediately following the annual membership meeting and at the same place. The Directors shall elect their officers at this meeting. No notice is required.

Section 5. Special meetings of the Board of Directors shall be held at such times and places as may be fixed and called by the President.

Section 6. Notices of special meetings shall be by mail, email, or personal contact by the Secretary to each member of the Board. Meetings may be conducted by telephone conference call at the President's discretion and votes may be taken by conference call, email, or written proxy.

Section 7. A quorum at any meeting shall consist of two-thirds of the members of the Board. A majority of such quorum shall decide any question that may come before the meeting.

#### Article IV OFFICERS

Section 1. The officers of the association shall be a President, Vice President, Secretary, and Treasurer, who shall be elected for 3 years and shall hold office until their successors are elected and qualify. The positions of Secretary and Treasurer may be held by one person.

Section 2. The President shall preside at all meetings, shall have general supervision of the affairs of the association and shall sign or countersign all contracts and other instruments of the association; and shall perform all such other duties as are incident to this office or are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice-President shall perform all his functions, except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

Section 3. The Secretary shall issue appropriate notices for all meetings, shall keep the minutes, shall have charge of the seal and corporate books, shall sign with the President such instruments as require such signature, and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board.

Section 4. Duties of the Treasurer. The Treasurer shall be responsible for the performance of all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 5. The Board may appoint an Executive Secretary to serve until replaced, and this Executive Secretary may be granted such powers as the Board deems necessary and proper; such powers may include authority to execute drafts and otherwise have similar powers as the Secretary and Treasurer.

## Article V COMMITTEES

Section 1. At each annual meeting of the Board, the Board shall appoint a Nominating Committee composed of three Directors who will prepare the voting list for the next annual meeting's election of Directors.

Section 2. The Nominating Committee shall submit to the President a written ballot with the names of the nominees for election to the Board at least thirty days prior to the annual membership meeting.

Section 3. In addition to the Nominating Committee, the Board may create such committees from the general membership of the association as it may deem proper for the furthering of the purposes of the association.

Section 4. Any committee appointment may be terminated by a majority vote in the full membership of the Board upon 10 days written notice to the appointee; and the Board may appoint successors to those appointees whose services have been terminated.

## Article VI CHAPTERS

Section 1. The Board shall have the authority to create and organize local or area chapters of the A.M.A. Alumni Association, Inc.

Section 2. Such chapters shall conform in their organization to that prescribed herein for this association, with such changes or modifications in By-Laws as may be deemed appropriate by the membership of the chapter.

## Article VII SEAL

Section 1. The corporate seal of the association shall consist of two concentric circles, between which is the name of the association, and in the center shall be inscribed the words, "Corporate Seal."

#### Article VIII AMENDMENTS

Section 1. These by-laws may be amended, repealed or altered, in whole or in part, by a majority vote of the Association Directors at an annual meeting or at a special meeting called for that purpose.

Approved and published by the General Membership at the annual meeting on 13 April 2015.