

**Articles of
Incorporation**

I	Name	12
II	Purpose and Powers	12
III	Members	12
IV	Directors	13
V	Registered Office	13
VI	Dissolution	14



Augusta Military Academy
Alumni Foundation



**By-laws
And
Articles of Incorporation**

Table of Contents

Article	Section	Subject	Page			
				V	Meetings of Directors	
				5.1	Regular Meetings	5
				5.2	Annual Meeting	6
				5.3	Special Meeting	6
				5.4	Quorum	6
				5.5	Manner of Acting	6
				VI	Officers	
				6.1	Number	6
				6.2	Election and Term of Office	7
				6.3	Removal	7
				6.4	Vacancies	7
				6.5	Chairman	7
				6.6	Vice Chairman	8
				6.7	Secretary	8
				6.8	Treasurer	9
				6.9	Executive Director	9
				6.10	Reports	9
				VII	Committees	
				7.1	Executive Committee	10
				7.2	Other Committees	10
				VIII	8.1 Fiscal Year	10
				IX	9.1 Seal	10
				X	Amendments	
				10.1	Amendments	10
				10.2	Special Quorum	10
				10.3	Certification	11
				XI	Miscellaneous Provisions	11
I		AMA Alumni Foundation				
	1.1	Purpose	1			
	1.2	Exempt Status	1			
II		Membership				
	2.1	Qualifications	1			
	2.2	Non-Alumni	1			
III		Meetings				
	3.1	Annual Meeting	1			
	3.2	Order of Business	2			
	3.3	Quorum	2			
IV		Directors				
	4.1	Scope	2			
	4.2	Number of Directors	2			
	4.3	Terms	2			
	4.4	Nominations of Directors	3			
	4.5	Election of Directors	4			
	4.5.1	Director Election Rules	4			
	4.6	Vacancies	4			
	4.7	Resignation of Directors	5			
	4.8	Compensation	5			
	4.9	Rules and Regulations	5			
	4.10	Accounting Systems and Reports	5			



BY- LAWS

ARTICLE I: Statement of Purpose

Section 1.1. Purpose. The purposes of the AMA Alumni Foundation, as stated in its Articles of Incorporation, are exclusively educational, scientific and charitable. The Board of Directors may adopt such guidelines, policies and procedures as may be necessary to implement the purposes and functions of the corporation as set forth in these Bylaws and its Articles of Incorporation; provided that any such guidelines, policies and procedures must be consistent with the corporation's status as exempt from tax under Section 501(c)(3) of the Internal Revenue Code and be established in such a way such that the expenditures made by the Corporation will not constitute taxable expenditures within the meaning of Section 4945 of the Internal Revenue Code.

Section 1.2. Exempt Status. Notwithstanding any other provision of these bylaws, no Director, officer, employee or agent of the corporation is permitted to take any action or carry on any

activity by or on behalf of the corporation which is not permitted to be taken or carried out by an organization exempt under Section 501(c)(3) of the Code. No part of the net earnings of the corporation may inure to the benefit of, or be distributable to, any Director, officer, employee, or agent of the corporation.

ARTICLE II: Membership

Section 2.1. Qualifications. 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.

Section 2.2. Non-Alumni. An Invitation may also be extended by majority vote of the Board of Directors to those non-alumni whose interest in the school and its purposes shall be such that in the thoughts of the Board that individual is deserving of membership and voting eligibility.

ARTICLE III: Meetings

Section 3.1. Annual Meeting. An Annual Meeting of the membership shall be held each year for the purpose of electing Directors, passing upon reports

covering the previous fiscal year, and transacting such other business as may come before the meeting.

Section 3.2. Order of business. The order of business at the annual meeting of the membership and, so far as possible, at all other meetings of the members, shall be essentially as follows:

- (a) Registration
- (b) Determination of Quorum
- (c) Opening of Polls for Election of Directors
- (d) Call to Order of Business Session
- (e) Reading of unapproved minutes of previous meeting of the membership and the taking of necessary action thereon
- (f) Presentation and consideration of reports of officers, Directors, and committees
- (g) Election of Directors
- (h) Unfinished Business
- (i) New Business
- (j) Adjournment

Section 3.3. Quorum. When the total number of members present, which includes in-person, teleconferencing and videoconferencing, represents a majority of the Directors elected and serving at the time of the meeting shall constitute a quorum for the transaction of business.

ARTICLE IV: Directors

Section 4.1. Scope. All property, affairs and business of the corporation will be managed by the Board of Directors. And with the exception as otherwise expressly provided by law, the Articles of Incorporation or Bylaws, all the powers of the corporation shall be vested in the Board.

Section 4.2. Number of Directors. There shall be a working Board of Directors consisting of no fewer than nine (9) and a maximum of thirteen (13) voting members. Additionally, the AMA Alumni Association president shall be an ex officio member (vote 13) with full voting rights, making the total votes an odd number.

Section 4.3. Terms. Each Director shall be elected for a three-year term, starting with the date of the annual meeting at which they are elected, and until their successors have been duly elected and qualified, or until their death, resignation, or removal. The Board of Directors shall be divided into three classes with staggered terms, with each class as nearly equal in number as may be. Accordingly, approximately one-third of the Directors' terms of office shall expire each year.

Section 4.4. Nominations of Directors. In Director elections, the Chairman shall appoint a nominating committee of three (3) alumni to receive nominations and prepare a written ballot to be exercised at the annual membership meeting. Members of the Nominating Committee shall be neutral in both actions and appearances. If a Nominating Committee member chooses to engage in campaign activities, or run for a position, he must resign from the Nominating Committee immediately.

Call for nominations shall take place no less than sixty (90) days prior to the Annual Meeting convened for electing Directors. Notice shall be provided all members via AMA website posting and electronic mail. Any member may nominate himself or any other member for the position of Director. Nominations must be received no later than thirty (30) days prior to the Annual Meeting. Nominations from the floor will not be accepted.

(a) Director candidates should be willing and able to support the Foundation financially in kind. This can be accomplished by donations or actively seeking donations from individuals or organizations.

(b) Director candidates should be willing and able to assist in strengthening the Foundation by sharing experience and knowledge while achieving the goals set forth by the Board of Directors.

(c) Director candidates should be willing and able to commit to the Foundation a minimum 10 hours per month in time and effort, on average, towards the goals and tasks set by the Board of Directors.

(d) Director candidates should be willing and able to assist in leading the membership of the Foundation by volunteering as Museum Docent at least two times a calendar year and volunteering to serve during the Annual reunion or other functions that may occur from time to time.

(e) The Secretary shall promptly cause to be posted via website and electronic mail, the meeting notice and a statement of the number of Directors to be elected and the names and address of the candidates.

- (f) Only candidates who have been nominated in accordance with Article IV, Section 4.4 shall be eligible for election.

Section 4.5. Election of Directors. Election of Directors shall be by printed ballot as determined by the Nominating Committee; provided that if there are no contested directors' seat, election of directors may be conducted by voice vote or show of hands. Each AMA Alumnus, and eligible non-alumnus member, present at the membership meeting may vote using only the written ballots prepared for that purpose; and those persons who receive the highest number of votes at a meeting shall be deemed to have been elected. No proxy votes will be allowed. (a) In the event that the votes counted at any meeting of the members for the election of a Director results in a tie vote, such tie vote shall be decided by secret ballot of those sitting directors physically present at the meeting; except that no incumbent director shall be permitted to cast a vote regarding his own re-election.

Section 4.5.1 Director Election Rules. Candidates may use the Museum's mailing list to promote their candidacy with the following conditions:

- (a) The information to be transmitted shall first be vetted by the Chairman or a person he designates.
- (b) The Museum shall be the permanent custodian of the Mailing list.
- (c) All transmissions and mailings shall originate from the Museum. Any cost for paper, envelopes, stamps and labor shall be borne by the candidate(s).
- (d) Candidates may offer campaign literature to anyone during the pre-election period up to 7 days before the election process commences. Candidates must present 100 work or less qualification statement at the time he or she announces their candidacy. All nominee's campaign literature and qualification statements will be inserted in the reunion registration envelope.
- (e) Candidates may not place campaign literature in fellow Alumni's hotel rooms or vehicles without their consent.

Section 4.6. Vacancies. Any vacancy occurring among the Directors may be filled at the annual meeting, any regular

meeting, or at a special meeting, having established quorum of the Board of Directors called for that purpose, by the affirmative vote of a majority of the remaining Directors even though less than a quorum or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4.7. Resignation of Directors. Any Director may resign at any time by giving written notice to the Chairman, the Board of Directors, or the Secretary. A Director's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective. The pending vacancy that arises due to a Director's resignation may be filled prior to the effective date, but the successor cannot take office until the effective date.

Section 4.8. Compensation. The members of the Board of Directors shall receive no compensation for their services, but any Director may be reimbursed for expenses incurred which are reasonable and necessary to carry out the function of the Foundation, with approval by

a majority vote of the disinterested Directors.

Section 4.9. Rules and Regulations. The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with law, the Certificate of Incorporation of the Foundation or these By-laws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Foundation.

Section 4.10. Accounting System and Reports. The Board of Directors shall cause to be established and maintained a complete accounting system which complies with the applicable laws, rules, and regulations over the Foundation. The Board of Directors shall after the close of each fiscal year cause to be made a full and complete audit of the accounts, books, and financial condition of the Foundation as of the end of such fiscal year. Such audit reports shall be submitted to the members at the following annual meeting.

Article V

Meetings of Directors

Section 5.1. Regular Meetings. The Board of Directors shall meet at least three times a

year. The first meeting of the newly elected board members and the current active board members shall be convened in closed door session immediately after the general election to elect the Officers for the following one year term and for any other business the Board may want to discuss. A member of the newly elected board shall be selected by the members to chair the election proceedings. At the conclusion of the election of officers, the election chair shall step down. All future meetings may be held by telephone conference call at the Chairman's discretion, and votes may be taken on conference calls or by e-mail. Proxy votes in writing will not be allowed.

Section 5.2. Annual Meeting. Unless otherwise determined, the annual meeting shall occur during the annual alumni reunion. Other regular meetings include any which are fixed by resolution of the Board and the By-Laws. These meetings will require (24) hour's notification by the Secretary. Meetings may be held at any time without notice if all of the Directors are present. Minutes of any and all meeting must be taken. All minutes will be reviewed and approved by the BOT and at that time will be duly signed by the Secretary and included in the permanent minutes book.

Approved meeting Minutes shall be posted on the Foundation's web site.

Section 5.3. Special Meeting. Special meetings may be held at other places and times upon call of the Chairman, or upon the call of any four of the voting Directors. The Secretary or Director performing the secretary's duties shall give at least twenty-four (24) hour notice by personal contact, letter, or electronic means.

Section 5.4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provide, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5.5. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Article VI Officers

Section 6.1. Number. The officers of the Foundation shall consist of a Chairman, a Vice-

Chairman, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by a single person.

- (a) The officers of the Foundation shall have such powers and duties as generally pertain to their offices, as well as those which may be conferred by the Board of Directors.
- (b) Any officer may be required to give bond with respect to the faithful performance of his duties as the Board may see fit.

Section 6.2. Election and Term of Office. The officers of the Foundation shall be elected annually by and from the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the members or until his successor shall have been duly elected and shall have qualified subject to the provisions of these bylaws.

Section 6.3. Removal. Any officer elected or appointed by the

Board of Directors may be removed by the Board of Directors, having established quorum whenever in its judgement the best interests of the Foundation will be served.

Section 6.4 Vacancies.

Except as otherwise provided in these By-laws, a vacancy in any office may be filled by the Board of Directors, having established quorum, for the unexpired portion of the term. In case of the temporary absence of an officer or his ability to act, the Board of Directors may delegate temporarily the powers and duties of such officer to any other director, subject to the provisions of these By-laws.

Section 6.5. Chairman.

The Chairman:

- (a) Shall be the principal officer of the Foundation and shall preside at all meetings of the members and the Board of Directors.
- (b) May sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of

- Directors or by these By-laws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed.
- (c) In general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.6. Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman in the absence of the Chair or in the event of his death, inability or refusal to act. The Vice Chair, unless otherwise determined by the Board of Directors, shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him by the Chair, by the Board of Directors, or by these bylaws.

Section 6.7. Secretary. The Secretary shall have general responsibility and oversight for:

- (a) Causing minutes to be kept of the meetings of the members and the Board of

- Directors in one or more books maintained for that purpose;
- (b) Causing all notices to be given in accordance with these By-laws or as required by law;
- (c) Custody of the Foundation records and seal of the Foundation, and seeing that the seal of the Foundation is affixed to all documents the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these By-laws;
- (d) Causing to be kept a register of the members, active and inactive, including post office address, email address, and primary telephone number wherever possible.
- (e) Causing to be kept on file at all times complete copies of the Certificate of Incorporation and of the By-laws of the Foundation containing all amendments thereto, which shall always be open to the members via posting on the AMA Foundation website.
- (f) Such other duties incident to the office of Secretary,

and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

The Board of Directors may, by resolution, delegate any of the foregoing duties to the Executive Director who, in turn, may delegate such duties to his staff; and, in such event, to the extent of such delegation, the Secretary shall be released from such duties, responsibilities, and authorities.

Section 6.8. Treasurer.

The Treasurer shall supervise the AMA Museum's Executive Director on duty and will be responsible of all funds, securities, receipts, and disbursements of the corporation, and shall supervise the deposit all monies and securities of the corporation in such banks and depositories as shall be designated by the Board of Directors. He shall be responsible:

- (a) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices;
- (b) for the preparation of appropriate annual operating budget and financial statements;
- (c) for the preparation and filing of all tax returns required by law; and

- (d) 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.

The Board of Directors may, by resolution, delegate any of the foregoing duties to the Executive Director who, in turn, may delegate such duties to his staff.

Section 6.9. Executive Director. The Board of Directors may appoint an Executive Director for the Augusta Military Academy Museum who may be, but shall not be required to be, an Alumnus of Augusta Military Academy. The Executive Director shall perform such duties as the Board of Directors may from time to time require of him(her) and shall have such authority as the Board of Directors may from time to time vest in him.

Section 6.10. Reports. The Officers of the Foundation shall submit at each annual meeting of the members reports covering the business of the Foundation for the previous fiscal year and showing the condition of the Foundation at the close of such fiscal year.

ARTICLE VII Committees

Section 7.1. Executive Committee. An Executive Committee composed of the Chairman, Vice-Chairman and the Treasurer of the Foundation and one (1) other Director or person that may be designated by the Chairman is hereby created to deal expeditiously with such matters as may arise from time to time, with the exception of the changing or amending of the Bylaws or expulsion of a member. The Chairman shall chair the Executive Committee, which may conduct its meetings electronically. Actions taken by the Committee will be recorded and these minutes will be reported at the next full meeting of the Board of Directors and included in the official minutes of that body. All decisions and actions taken by the Executive committee must be ratified by a quorum of Directors at the next Board of Directors meeting.

Section 7.2. Other Committees. The Chairman may establish such standing or special committees as he may deem advisable; and the members, terms and authority of such committees shall be as set forth in the resolutions establishing the same.

Article VIII Fiscal Year

Section 8.1. The fiscal year of the Foundation shall begin on the first day of January of each year and end on the thirty-first (31) day of December of the same year.

Article IX Seal

Section 9.1. Seal. The seal of the Foundation shall consist of a flat faced circular die, of which there may be any number of counter parts, on which there shall be engraved the word "Seal" and the name of the Foundation.

Article X Amendments

Section 10.1. Amendments. Bylaws may be amended or altered from time to time as the Board of Directors feel it is warranted. Proposals to amend these By-laws shall be presented following basic parliamentary procedure.

Section 10.2. Special quorum. A special quorum must

be established that represents two-thirds (2/3rd) of the Board of Directors to vote on an amendment. A majority vote will carry the motion.

Section 10.3. Certification.

The Secretary will certify the amended Bylaw document and will place the written and signed certification into the Foundation's By-law master book. The official By-law document shall be consolidated into the master with all changes made no later than the next scheduled General meeting of the AMA Alumni Foundation.

meeting of the Directors in Richmond, Virginia, on 28 January 2012.

Amended and republished on 20 January 2015, all Directors having voted them approval electronically.

Amended and approved at the meeting of the Directors on June 22, 2019 in Fort Defiance, Va.

Article XI

Miscellaneous Provisions

Checks, Notes and Drafts. Checks, notes, drafts and other orders for payment of money shall be signed by individual(s) authorized by the Board of Directors.

HISTORICAL INFORMATION:

The original By-Laws were adopted at the first meeting of the Directors in Fort Defiance, Virginia, on 22 September 2001.

The consolidation of all amendments to the original By-Laws was adopted at the

ARTICLES OF INCORPORATION

AUGUSTA MILITARY ACADEMY ALUMNI FOUNDATION

A Virginia Non-Stock Corporation

I.

Name

The name of the corporation is Augusta Military Academy Alumni Foundation.

II.

Purposes and Powers

The corporation is organized and shall be operated exclusively for charitable, scientific or education purposes. No part of the corporation's net earnings shall inure to the benefit of any director, officer, or other individual. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or

distributing of statements), any political campaign on behalf of any candidate for public office.

In connection with the carrying out of any or all of such purposes, the corporation shall be possess of, and may from time to time exercise, any and all powers conferred upon non-stock corporations by Section 13.1-826 of the Virginia Code, as from time to time amended, and, if deemed a private foundation (as defined in Section 509 of the Internal Revenue Code as from time to time amended, and corresponding provisions of future interest revenue laws), shall comply with all restrictions applies to such non-stock corporation by Section 13.1-826 of the Virginia Code, as from time to time amended.

III.

Members

The corporation shall have such members with such rights and privileges as may be provided in the By-laws.

IV.

Directors

The individuals hereinafter designated as comprising the initial Board of Directors shall hold office until the first annual election of directors. All other directors shall be elected by the members at their annual meeting. Vacancies occurring in the Board of Directors between annual meetings of the members may be filled by the Board of Directors. The term of office of each director shall extend from the date of his election until his successor, if any, shall have been elected as provided by the By-laws. A director may be eligible for re-election to un limited successive terms as a director.

The Board of Directors shall be composed of such number of persons as fixed by the By-laws, but in no event less than five (5).

The number of directors constituting the initial Board of Directors is five (5), and the names and address of the

persons who are to serve as the initial directors are:

Name	Address
R. Goodloe Saunders, II,	9367 Dick Woods Road, Afton VA 22920
Robert E. Bradford,	142 Silver Pine Lane, Danville CA 94506
K. Gary Nicholson,	11971 Lexington Dr, Dunkirk MD 20754
T. Duke Fancher,	1300 Army Navy Dr., Apt 1025 Arlington VA 22202
Roderick O. Willey,	429 Pine Top Rd., Fort Defiance, VA 24437

The conduct and management of the affairs of the corporation shall be, and at all times shall remain, in the Board of Directors, provided; however, that no director shall be entitled to vote upon any matter in which he may have a direct or indirect personal interest.

V.

Registered Office and Registered Agent

The initial registered office of the corporation is in the County of Albemarle at 9367 Dick Woods Road, Afton, Virginia 22920. The name of the

corporations initial registered agent is R. Goodloe Saunders, II, of the same address, who is a resident of Virginia and a director of the corporation.

VI.

Dissolution

In the event of the dissolution of the corporation, all of its property not needed for the payment of its debts and expenses shall be transferred and conveyed to some other organization or organizations organized and operated exclusively for charitable, scientific or educational purposes and then described in Section 170(b)(1)(A) (other than in clauses (vii) and (viii) of the Internal Revenue Code, as amended), provided that each such organization has been in existence and so described for a continuous period of at least sixty (60) calendar months

immediately preceding such distribution to it.

IN WITNESS WHEREOF,
the undersigned incorporator has hereunto set his hand this 13th day of November 2000.

_____(Seal)

