

BYLAWS OF AMA ALUMNI FOUNDATION, INC.

ARTICLE I

Function

The purposes of the AMA Alumni Foundation, as stated in its Articles of Incorporation, are exclusively educational, scientific and charitable. The Board of Trustees 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.

ARTICLE II

Membership

2.1 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. Invitation may also be extended by majority vote of the Board of Trustees 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.

2.2 Members shall be invited to convene at annual meeting of the Board of Trustees in order to put forward for discussion matters concerning the Foundation.

2.3. Members are asked to contribute funds to maintain the Museum and newsletter, offer scholarships, and defray administrative expenses.

ARTICLE III

Governance

3.1 Scope. All property, affairs and business of the corporation will be managed by the Board of Trustees. Except as otherwise expressly provided by law, the Articles of Incorporation or Bylaws, all the powers of the corporation shall be vested in the Board.

3.2 Trustees. There shall be a working Board of Trustees consisting of no fewer than nine (9) voting members. Alumni Trustees are preferred, but non-Alumni members with full voting rights may be elected by the Board. Any person may be elected as a non-voting Trustee.

3.3 Election and Removal of Trustees; Quorum (a) Trustees of the corporation shall be confirmed at each annual meeting of the Board of Trustees. Trustees shall serve for a term of three years and until their successors are elected. They may serve for an indefinite number of terms. Any Trustee may be removed from office or from the Board by a majority of the other Trustees. (b) In Trustee elections, the Chairman shall appoint a nominating committee of five alumni to receive nominations and prepare a written ballot to be exercised at the annual membership meeting. Any member may nominate himself or any other member for the position of Trustee. Nominations from the floor will not be accepted. Any member present at the membership meeting may vote, but using only the written ballots prepared for that purpose. No proxy votes will be allowed. (c) A majority of Trustees elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. Less than a quorum may adjourn any meeting. (d) Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of the majority of the remaining Trustees, even if less than a quorum of the Board, and the term of office any Trustee so elected shall expire on the date fixed by the expiration of the term of office of the Trustee he replaces.

3.4 Meetings of Trustees. (a) The Board of Trustees shall meet at least once a year, and at the first meeting after an election of Trustees, the Trustees must elect their officers. 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 be valid. (b) Regular meetings. 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. These meetings do not require notification by the Secretary. Meetings may be held at any time without notice if all of the Trustees are present. Adequate minutes of any meeting must be taken and preserved. (c) Called meetings. Additional meetings may be held at other places and times upon call of the Chairman, or upon the call of any four of the voting Trustees. The Secretary or Trustee performing the secretary's duties shall give at least twenty-four (24) hours notice by personal contact, letter, or electronic means.

3.5 Compensation. The members of the Board of Trustees shall receive no compensation for their services, but any Trustee may be reimbursed for expenses incurred which are reasonable and necessary to carry out the function of the corporation and approved by a majority vote of the disinterested Trustees.

ARTICLE IV Committees

4.1 An Executive Committee, composed of the Chairman and the Treasurer of the Foundation and any third Trustee is hereby created to deal expeditiously with such matters as may arise. 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 Trustees and included in the official minutes of that body.

4.2 Other Committees. The Board of Trustees, by resolution duly adopted, may establish such standing or special committees as it may deem advisable; and the members, terms and authority of such committees shall be as set forth in the resolutions establishing the same.

ARTICLE V Officers

5.1 Election of Officers; Term. The officers of the corporation 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. The officers of the corporation will be chosen by the Board from among the Trustees at the annual meeting and all officers shall hold office until the next annual meeting of the Board and until their successors are elected. The Chairman shall be elected from among the Trustees.

5.2 Removal of Officers; Vacancies. Any officers of the corporation may be removed summarily with or without cause, at any time, by the Board of Trustees. Vacancies may be filled by the Board of Trustees.

5.3 Duties. The officers of the corporation shall have such powers and duties as generally pertain to their offices, as well as those which may be conferred by the Board of Trustees. Any officer may be required to give bond with respect to the faithful performance of his duties as the Board may see fit.

5.4 Duties of the Chairman. The Chairman shall be the chief executive officer of the corporation. He shall be primarily responsible for the implementation of the policies of the Board of Trustees and shall have general management and direction of the operations of the corporation, subject only to the ultimate authority of the Board. The Chairman may sign and execute in the name of the corporation contracts and other instruments except where contrary to law or the will of the Board. He shall perform all duties incident to the office of Chairman and such other duties as may be assigned to him by the Board. The Vice-Chairman shall perform these duties in the absence of the Chairman.

5.5 Duties of the Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the corporation, and shall deposit all monies and securities of the corporation in such banks and depositories as shall be designated by the Board of Trustees. 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 operating budgets 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 Treasurer at his discretion may appoint an Assistant Treasurer to assist him in the performance of the Treasurer's duties including, but not limited to, check signing.

5.6 Duties of the Secretary. The Secretary shall act as Secretary of all meetings of the Board of Trustees, and, when requested, he shall act as Secretary of the

meetings of committees established under Article III. He shall keep and preserve minutes of all such meetings in a permanent file. He shall see that all required notices are duly given and served. He shall have custody of the seal of the corporation and shall cause it to be fixed on all appropriate documents; he shall have custody of all deeds, leases, contracts and other important corporate documents. He shall have charge of the books, records and papers of the corporation pertaining to its organization and management as a corporation. He shall see that all reports, statements and other documents required by law (except tax returns) are properly filed. He shall in general perform all the duties incident to the office of Secretary.

ARTICLE VI

Miscellaneous Provisions

6.1 Seal. The seal of the corporation 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 corporation.

6.2 Checks, Notes and Drafts. Checks, notes, drafts and other orders for payment of money shall be signed by persons authorized by the Board of Trustees. The signature of such person may be a facsimile.

6.3 Amendment of Bylaws. Unless proscribed by the Articles of Incorporation, these Bylaws may be amended or altered by a majority of voting members at any meeting of the Board of Trustees.

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

(The consolidation of all amendments to the original By-Laws was adopted at the meeting of the Trustees in Richmond, Virginia, on 28 January 2012.)

(Amended and republished on 20 January 2015, all Trustees having voted their approval electronically.)