

**BY-LAWS
OF
MMI ALUMNI BRIGADE**
(formerly known as the MMI Alumni Battalion)

As Amended on April 30, 2005 to conform with
the provisions of the Affiliation Agreement dated August 26, 2004

(Approved by majority vote of the Regular and Life Members
at the annual membership meeting on April 30, 2005)

ARTICLE I

NAME AND PURPOSES OF ORGANIZATION

Section 1. Name. The name of this organization will be the “MMI Alumni Brigade.”

Section 2. Purposes. The purposes of the organization are:

- (a) To further and support the educational purposes of Marion Military Institute located in Marion, Alabama.
- (b) To serve as a network for effective communications between MMI’s alumni, faculty, friends, the MMI Cadet Corps, and the administration of MMI.
- (c) To provide contributions and support to assist in ensuring the continued success in academics, leadership and the personal development of the MMI Cadet Corps.
- (d) To promote MMI’s guiding principles of “Truth, Honor and Service.”

ARTICLE II

MEMBERS

Section 1. Membership. Membership in the MMI Alumni Brigade (the “Alumni Brigade”) is conferred upon any organization or individual who subscribes to the purposes of the organization and pays such dues as may be set by the Board of Directors.

Basic Member – Any individual who attended MMI for at least one semester and anyone who graduated from MMI but is not a dues paying Regular Member or Life Member.

Regular Member – Any individual who subscribes to the purposes of the organization and pays such Regular Member dues as may be set by the Board of Directors.

Life Member – Any individual who subscribes to the purposes of the organization and pays such Life Member dues as may be set by the Board of Directors.

Organizational Member – Any organization which subscribes to the purposes of the organization and pays such Organizational Member dues as may be set by the Board of Directors.

Section 2. Annual Meeting and Quorum. There will be an annual meeting of Regular Members and Life Members on Alumni Weekend, as designated by the Board of Directors in coordination with the President of MMI. The meeting will be held at Marion Military Institute, in Marion, Alabama. A quorum for the annual meeting shall consist of the Regular Members and Life Members present at the annual meeting.

Section 3. Nomination of President. Any ten Regular Members or Life Members in good standing may nominate a candidate for president. Such candidate must agree in writing to be nominated and to serve if elected. Nominations, with the signatures, printed names and addresses of the nominating Regular Members or Life Members, shall be submitted in accordance with a procedure to be developed and published by a nominating committee, appointed by the Board of Directors. The Board shall appoint a nominating committee at least 120 days in advance of the annual meeting. The nominating committee shall publish the nominating procedure to the Regular Members and Life Members at least 60 days in advance of the annual meeting. Publication on the MMI Alumni Brigade Web page and over the MMI Alumni Brigade email network shall be considered sufficient notice, though the Nominating Committee is urged to communicate with members in other ways if possible.

Section 4. Nomination of Directors. Any ten Regular Members or Life Member in good standing may nominate a candidate for a position on the Board of Directors of the Alumni Brigade. Such candidate must agree in writing to be nominated and to serve if elected. Nominations, with the signatures, printed names and addresses of the nominating members, shall be submitted in accordance with a procedure to be developed and published by a nominating committee, appointed by the Board of Directors. The Board shall appoint a nominating committee at least 120 days in advance of the annual meeting. The Nominating Committee shall publish the Nominating Procedure to the Regular Members and Life Member at least 60 days in advance of the annual meeting. Publication on the Alumni Brigade Web page and over the Alumni Brigade email network shall be considered sufficient notice even though the Nominating Committee is urged to communicate with members in other ways if possible.

Section 5. Special Procedure For The First Year. The initial Board of Directors shall call for a special election for President and nine members of the Board of Directors (who with the initial members shall make a total of 12 members) following the above-described procedure to the extent practical. The President and Board members shall take office as soon as the results of the election can be tabulated and announced. For purposes of this first election all terms will expire at the end of the Annual Meeting in the year 2001 and this term will not be considered a full term.

Section 6. Dues. Each Regular Member shall pay annual dues to the Alumni Brigade on or before January 1st, in the amount of \$25.00, or such other sum as may be set by the Board of Directors from time to time.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of a minimum of three and a maximum of thirty-six elected Directors. The initial Board shall be composed of three Directors as provided in the Articles of Incorporation. Only Regular Members or Life Members are eligible to serve on the Board of Directors.

Section 2. Elections.

- (a) Board of Directors. The Board of Directors shall be elected by the Regular Members and Life Members to serve three-year terms. The Directors shall serve until their successors are duly elected and installed.
- (b) President. The President shall be elected by the Regular Members and Life Members for a one-year term. The President shall serve until the President's successor is duly elected and installed.

Section 3. Terms. A term shall begin at the end of the Annual Meeting of the year of the election and shall run until the following Annual Meeting.

- (a) Board of Directors and Officers of The Board. Directors shall be elected by the Regular Members and Life Members to serve staggered three-year terms. The initial Board of Directors shall serve for one year and then be eligible for re-election to a full one-year, two-year or three-year term. At the first general election of Directors one third will be elected for a one-year term; and one-third will be elected for a two-year term; and one third will be elected for a three-year term. After that, all Directors will be elected for three-year terms. After a Director has completed a full three-year term in office the Director shall be ineligible for re-election before the expiration of one year.
- (b) President. The President shall be elected by the Regular Members and Life Members to serve a one-year term. The President may be elected for up to three consecutive one-year terms. After the President has completed three consecutive full one-year terms in office the President shall be ineligible for re-election before the expiration of one-year.
- (c) Other Officers. Other officers shall be elected by the Board of Directors for one-year terms.

Section 4. Vacancies.

- (a) Board of Directors. Any vacancy occurring during a Director's term may be filled by appointment by the Board of Directors, even if the remaining members of the Board constitute less than a quorum. A Director so appointed shall fill the unexpired term.
- (b) President. If the office of President becomes vacant during a President's term the vacancy shall be filled by appointment by the Board of Directors. A president so

appointed shall fill the unexpired term. A partial term shall not count as a full one-year term for purposes of Section 3(b).

- (c) **Other Officers.** If any other office becomes vacant during an officer's term, the vacancy may be filled by appointment by the Board of Directors upon the recommendation of the President.

Section 5. Duties. The Board of Directors shall manage the affairs of the Alumni Brigade. This shall be done through the adoption of policies and procedures. The Board shall also reserve major decisions to Board action. Neither the Board of Directors nor individual members of the Board shall be responsible for the day-to-day management of the Alumni Brigade. Each member of the Board, however, is expected to be knowledgeable about the affairs, status and condition of the Alumni Brigade.

Section 6. Chairman of the Board. The Board of Directors may elect a Chairman of the Board at each annual meeting.

Section 7. Other Officers of the Board. The Board of Directors may also elect a Vice-Chairman and a Secretary and such other officers as may be deemed appropriate.

Section 8. Meetings. An annual meeting of the Board of Directors shall be held in Marion, Alabama, within 30 days following the membership meeting, which shall be held during Alumni Weekend at Marion Military Institute. One week's notice of the day and time of the meeting shall be given to all members of the Board and nominees. Special meetings may be called at any time by the President or by 30% of the Directors then in office. Meetings may be held in person or by telephone or any other method in which all Directors can participate in discussions about the issues being presented.

Section 9. Quorum. A quorum shall consist of a majority of the then serving members of the Board of Directors and must be present to conduct business. A majority of those present and voting at a duly constituted meeting shall prevail on any issue brought to a vote.

Section 10. Committees. The Board shall create such committees as it deems appropriate. The Board shall appoint a chairman and members to the committees. Members of the committees may, but need not be, Directors or Regular Members or Life Members of the Alumni Brigade. Committees, which may be formed, are listed below. Other committees may be established as deemed necessary by the Board of Directors.

- (a) Executive Committee: The Brigade shall have an Executive Committee. It shall consist of the officers of the Brigade plus other ex-officio officers as the Committee shall appoint.
- (b) Nominating Committee: This Committee will be organized as stated in Article II, Section 4 above. It will consist of at least three Regular Members or Life Members appointed by the Board of Directors.
- (c) Audit Committee: The Brigade will, as the Board may deem appropriate, periodically establish an audit committee composed of three or more Regular Members or Life Members. This Committee will oversee the organization's

internal accounting controls; select the external auditors; review the external auditors' annual report, management letter, and the results of the external audit.

- (d) Finance Committee: This committee shall consist of three or more Regular Members or Life Members appointed by the Executive Committee. The committee shall develop and recommend to the Board of Directors those financial principles, plans, and courses of action which will provide for the mission accomplishment and financial well-being of the Alumni Brigade, to include fund raising.
- (e) Endowment & Investment Committee: This committee shall consist of three or more Regular Members or Life Members appointed by the Board of Directors with the Treasurer as an ex-officio member. It shall recommend to the Board of Directors for approval the investment policies for the Endowment Fund and make recommendations to the Board of Directors regarding disbursement of these funds.

Section 11. Committee Vacancies, Resignations, Removal. Vacancies in committees appointed by the Board of Directors shall be filled by a majority vote of the Board of Directors. Vacancies in committees appointed by the Executive Committee shall be filled by a majority vote of the Executive Committee. A resignation shall take effect at the time specified in the notice or, if no time is specified, upon receipt thereof. Acceptance of a resignation shall not be necessary to make it effective. Any member of a committee appointed either by the Board of Directors or the Executive Committee may be removed with or without cause by a majority vote of the entity which appointed the member.

Section 12. Directors Resignation, Removal. Any Director may resign at any time by giving written resignation to the Board of Directors. A resignation shall take effect at the time specified in the notice or, if no time be specified, upon receipt thereof. Acceptance of a resignation shall not be necessary to make it effective. Any Director may be removed for cause by a majority vote at the annual meeting of the Alumni Brigade, or by a majority vote of the entire Board of Directors at a meeting of the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. Composition. The officers of the Alumni Brigade shall be a: President, an Executive vice President, such other vice presidents as the Board deems appropriate, a Secretary, and a Treasurer. Only Regular Members or Life Members are eligible to serve as officers.

Section 2. Election of President. The President shall be elected by the Regular Members and Life Members of the Alumni Brigade.

Section 3. Election of Other Officers. The other officers shall be elected by the Board of Directors, from the recommendations of the President, at the annual meeting of the Board of Directors.

Section 4. Term. The officers shall be elected to serve a term of one year.

Section 5. Vacancies. Any vacancy occurring during an officer's term, including that of the President shall be filled by appointment by the Board of Directors.

Section 6. Powers and Duties of Officers.

- a. President. The President shall be responsible for the day-to-day operation of the Alumni Brigade and shall provide leadership to the organization. The President shall be responsible for planning for and presiding over the annual meeting of members.
- b. Executive Vice President. The Executive Vice president shall perform such duties as may be delegated by the President or by the Board of Directors. The Executive Vice President shall preside in the absence of the President. The Executive Vice president shall be considered to be in training for the position of President, but election to the office of president shall be at the discretion of the Regular Members or Life Members.
- c. Vice Presidents. The Board, upon recommendation of the President, may, but is not required to, elect such other vice presidents as the Board deems appropriate. Such vice presidents shall be responsible for such duties as may be assigned to them.
- d. Secretary. The Secretary shall be responsible for giving notices of meetings of the members, maintaining minutes of meetings of the members, attesting the signature of the President and other officers, and such other duties as are normal for the office of Secretary or as may be assigned.
- e. Treasurer. The Treasurer shall be responsible for establishing and maintaining the bank accounts of the Alumni Brigade and providing financial information to the Board of Directors, the officers of the Alumni Brigade and to the members. The Treasurer shall perform such other duties as are normal for the office of Treasurer or as may be assigned.

ARTICLE V

EXECUTIVE DIRECTOR

Section 1. Executive Director. The Board of Directors may, at its discretion, from time to time, appoint an Executive Director to assist the officers.

Section 2. Appointment. The Executive Director is to be appointed by and serve at the pleasure of and upon such terms of employment as determined by the Board of Directors.

Section 3. Duties. The Executive Director is to perform the functions of Secretary. In addition to those duties and functions ordinarily performed by a corporate secretary, the Executive Director will carry out such duties as are necessary to administer and implement the policies and directions determined by the Board and Executive Committee to perform the purposes of the Alumni Brigade. The Executive Director is to serve as an Ex officio (without vote) Member of all standing and temporary committees. These duties will include, but not be limited to, the following:

(a) To prepare and permanently maintain minutes of all meetings of the Membership, the Board, Executive Committee, and committees;

(b) To appoint, direct, administer, instruct, train and supervise the staff to perform the purposes and missions of the Alumni Brigade;

(c) To direct the planning and coordinating of class reunions, homecoming, special activities, and other specifically assigned alumni relations' activities;

(d) To maintain records of names and addresses of all graduates, of local alumni clubs, and assist local alumni clubs to maintain their records and activities;

(e) To maintain and store all correspondence and other business and accounting records;

(f) Together with the President (or President-Elect or Vice President where necessary) to execute all contracts on behalf of the Alumni Brigade;

(g) To maintain the by-laws and all amendments thereto and to assure compliance therewith;

(h) To make a report on the state of affairs of the Alumni Brigade at each meeting of the Membership, the Board, and Executive Committee;

(i) To continuously review the activities and affairs of the Alumni Brigade and to recommend to the Executive committee amendments and/or changes to the programs and activities in accordance with the purposes thereof;

(j) To administer and direct publications and communications with the membership;

(k) To sign all checks should the Treasurer not be available and together with the Treasurer to jointly sign all checks in excess of \$5,000;

ARTICLE VI

ENDOWMENT FUND

Section 1. Establishment. The Alumni Brigade shall have an Endowment Fund consisting of such funds as the Board of Directors may designate for its use and such gifts and bequests as may be made from time to time to the Alumni Brigade for addition thereto, and such other funds as may be transferred thereto from time to time by the Board of Directors.

(a) The Endowment Fund shall be kept separate and apart from other funds of the Alumni Brigade.

(b) The principal of the Endowment Fund shall not be disposed of, in whole or in part (other than for reinvestment in accordance with the policy guidelines adopted by the Board of Directors), except pursuant to the approval of two-thirds of the Regular Members or Life Members of the Alumni Brigade present at an Annual Meeting, and provided that written notice of the proposed disposition shall have been given to the Regular Members or Life Members at least 30 days prior to the meeting. The foregoing provisions concerning disposition of the principal of the Endowment Fund and the required approvals therefor and this sentence may not be amended, altered, or repealed except pursuant to the approval of two-thirds of the Regular Members or Life Members of the Alumni Brigade present at an Annual Meeting, and provided that written notice of the proposed change shall have been given to the Regular Members or Life Members at least 30 days prior to the meeting.

(c) The income from the investment of the Endowment Fund may be used to finance the Alumni Brigade programs and activities, and for such other purposes as The Board of Directors may deem appropriate.

ARTICLE VII

DISTINGUISHED ALUMNUS AWARD

Section 1. Establishment. There shall be established a Distinguished Alumnus Award. The name of the award shall be Marion Military Institute Alumni Brigade Distinguished Alumnus Award. The award shall not be made in any one year to more than one alumnus. It is not mandatory that the award be made annually. This award shall be separate and distinct from any other alumnus award.

Section 2. Eligibility. All alumni of Marion Military Institute shall be eligible to receive the distinguished alumnus award. The award may be made posthumously.

Section 3. Criteria for Selection. Criteria to be considered in making the award shall include:

1. Loyalty and service to Marion Military Institute;
2. Character and personal life;
3. Professional achievement or success in chosen endeavor; and
4. Community service on local, state or national level.

Section 4. Nominations. Nominations for the Distinguished Alumnus Award may be made by any alumni, by any chapter of the Alumni Brigade, or by any member of the faculty or staff of Marion Military Institute, in writing, to the Executive Secretary not later than January 1st of each year. Nominations shall be kept before the selection committee for a period of two years, inclusive of the year of nomination. Any nominees not selected for the award within two years of nomination shall be deleted for the list of nominees but may be re-nominated.

Section 5. Selection Committee. A selection committee of seven Regular Members or Life Members to select the recipient of this award shall consist of seven alumni appointed by the Board of Directors. Five members shall constitute a quorum. The selection committee shall notify the Executive Secretary of the name of the recipient of the award not later than March 1st of each year so that the award may be properly prepared for the time of presentation.

Section 6. Nature of the Award. The award shall be in the form of a plaque, metal on wood, with suitable and appropriate wording, and with the name of the recipient and year of the award.

Section 7. Announcement and Presentation. No public announcement of the recipient of the award shall be made prior to the day of presentation of the award. The award should be presented at a luncheon, banquet or other appropriate event held in conjunction with Alumni Brigade Weekend, by the President of MMI.

ARTICLE VIII

LOCAL ALUMNI CHAPTERS

Section 1. Eligibility. Eligibility to receive or retain a charter as an alumni chapter of Marion Military Institute Alumni Brigade shall be based upon those criteria set forth in the Alumni Brigade Policy on Alumni Chapters to be established by the Board of Directors. Any alumni chapter failing to meet criteria for active chapter status shall, upon a recommendation of the Executive Committee and an affirmative vote of two-thirds of the Regular Members or Life Members present and voting at any Board of Directors meeting, have its charter revoked.

Section 2. Officers. Alumni chapter officers shall consist of a President, a Vice-President, or President-Elect, an Immediate Past President, a Secretary, and a Treasurer or a Secretary-Treasurer. Their terms of office shall be for one year and should run concurrently with the terms of the President, President-Elect, and Immediate Past President of the Alumni Brigade. Alumni chapters should conduct elections in schedule with a calendar to be published by the Executive Committee of the Alumni Brigade. The Secretary and the Treasurer (or the Secretary-Treasurer) are the only chapter officers who may be elected to successive terms. The President of each alumni chapter may appoint a chapter registrar whose responsibility it shall be to maintain the membership rolls of the chapter. All officers of the alumni chapters must either be active Regular Members or Life Members or become active Regular Members or Life Members of the Alumni Brigade within twenty-one (21) days after election or their offices shall be vacated.

Section 3. Committees. Each alumni chapter shall be required to have such standing committees as the Brigade may from time to time direct. Committee chairmen shall coordinate the work of their respective committees in the Alumni Chapter with the appropriate committee of the Alumni Brigade. Each alumni chapter may have such other committees as it may find necessary.

Section 4. Calendar. Each alumni chapter shall observe the calendar prepared by the Executive Committee of the Alumni Brigade.

ARTICLE IX

FINANCIAL TRANSACTIONS

Section 1. Contracts. Except as otherwise provided in these By-Laws or in the Affiliation Agreement dated August 26, 2004, the Alumni Brigade may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Alumni Brigade and such authority may be general or confined to specific instances, provided, however, that any contract transaction or act on behalf of the Alumni Brigade in a matter in which the members of the Board of Directors or officers are personally interested as shareholders, Director, or otherwise, shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Alumni Brigade's use or application of its funds for private benefit, and provided further that no contract, transaction, or act shall be taken on behalf of the Alumni Brigade if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code. In no event, however, shall any person or other entity dealing with the members of the Board of Directors or officers be obligated to inquire into the authority of the members of the Board of Directors and officers to enter into and consummate any contract, transaction, or other action.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of moneys, and all notes, bonds or other evidence of indebtedness issued in the name of the Alumni Brigade shall be signed by the Treasurer of the Alumni Brigade and/or other such officer or officers, agent or agents, employees of the Alumni Brigade and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Alumni Brigade shall be deposited from time to time to the credit of the Alumni Brigade in such banks as the Board of Directors may select.

Section 4. Fiscal Year and Review. The Alumni Brigade shall operate on a fiscal year beginning on January 1st of each year and ending on December 31st of that year. The financial accounts and records shall be reviewed annually by a Certified Public Accountant, appointed by the Executive Committee upon recommendation of the Finance Committee, with copies being provided to (a) the members of the Board; (b) the members of the Finance Committee; and, (c) to any member, upon written request. Copies of the annual audit will be available at the annual meeting of the membership.

Section 5. Investments. Subject to the terms of the Affiliation Agreement dated August 26, 2004, the Alumni Brigade shall have the right to retain all or part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a member of the Board of Directors is or may hereafter be permitted by law to make or any similar restriction and may utilize such investment advisors and agents as the Alumni Brigade shall deem advisable, provided, however, that no action shall be taken by or on behalf of the Alumni Brigade if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code.

ARTICLE X

INDEMNIFICATION

The Alumni Brigade shall indemnify and hold harmless any noncompensated officer against any civil liability arising from the conduct of the affairs of the Alumni Brigade except when the act or omission of such officer which gave rise to such cause of action amounts to willful or wanton misconduct or fraud, or gross negligence. This Article does not apply to any claim, cause of action, action or suit brought against an officer for any personal injury to or death of another person or property damage arising out of an officer's duties.

For the purposes of this Article, the term "officer" shall mean any officer, director, trustee or member of the governing body of the Alumni Brigade who does not receive compensation for serving in such capacity. A per diem amount of not more than \$300.00 per day and actual, reasonable, and necessary expenses shall not constitute compensation for the purposes of this Article.

ARTICLE XI

PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order (Newly Revised) shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Alumni Brigade may adopt.

ARTICLE XII

AMENDMENTS

The By-Laws may be amended at any annual meeting of the Alumni Brigade by a two-thirds vote of those present and voting.

I, the undersigned, as Secretary of the Alumni Brigade, hereby certify that the foregoing set of By-Laws was duly and unanimously adopted at the meeting of the Board of Directors of the said Alumni Brigade held on the 30th day of April, 2005

Chris Bennert Green
Secretary

CERTIFICATE

I, Chris Bennert Green, Secretary of the Alumni Brigade, hereby certify that the attached constitutes a complete and correct copy the By-Laws of the Alumni Brigade, as amended. I further certify that these By-Laws are in full force and effect as of the date hereof.

DATED this the 30th day of April , 2005

Chris Bennert Green
Secretary