

**BYLAWS  
OF  
MMI ALUMNI BRIGADE**  
(formerly known as the MMI Alumni Battalion)

(Approved by two-thirds vote of the Board of Directors on September 16, 2017)

**ARTICLE I**

**NAME AND PURPOSES OF ORGANIZATION**

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

Section 2. Purposes Marion Military Institute (MMI) Alumni Brigade, the alumni association, supports MMI by fostering and expanding a lifelong and global community of active alumni, parents, and friends through opportunities for meaningful engagement in order to increase awareness, pride, participation, volunteer involvement, and philanthropic commitment.

**ARTICLE II**

**MEMBERS**

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

The Brigade shall have the following classes of members:

*Regular Member* – Any individual who subscribes to the purposes of the Brigade and pays member dues annually as may be set by the Board. Annual members in good standing shall have the right to vote in the annual meeting.

*Life Member* – Any individual who subscribes to the purposes of the Brigade and pays such life member dues as may be set by the Board. Life members in good standing shall have the right to vote in the annual meeting.

*Parents Platoon Member* – The family of a current cadet who subscribes to the purposes of the Brigade and pays member dues annually as may be set by the Board. A designated adult from each Parents Platoon Membership in good standing shall have the right to vote in the annual meeting.

*Complimentary Member* – Graduates of MMI will receive a three-year complimentary membership. Complimentary members in good standing shall have the right to vote in the annual meeting.

*Honorary Member* – Any individual who, in the opinion of the Board, has exhibited outstanding service to MMI may be granted honorary membership by unanimous vote by the members of the Board present and voting at any regular or special meeting. There shall be no dues for honorary members and the honorary member shall not have the right to vote in the annual meeting.

Section 2. Annual Meeting and Quorum There will be an annual meeting of members on Alumni Weekend, as designated by the Board in coordination with the President of MMI. Notice of the time and date of the annual meeting, which shall be held on the MMI campus, may be given by posting such notice on the MMI website no less than thirty days before the date of the meeting. A quorum for the annual meeting shall consist of the voting members present at the annual meeting.

**ARTICLE III**

## BOARD OF DIRECTORS

Section 1. Composition The Board shall be composed of a minimum of five and a maximum of twenty elected Directors. Only Regular or Life are eligible to serve on the Board.

Section 2. Ex-Officio Members MMI's President, Vice President of Institutional Advancement, and the Brigade Executive Director, are welcomed as ex-officio non-voting participants of the Board. Additionally, past Brigade Presidents and the Brigade's designee to the MMI Foundation Board of Trustees are ex-officio, non-voting participants of the Board.

Section 3. Elections and Terms The Board shall be elected by the voting membership to serve three-year terms. The Directors shall serve until their successors are duly elected and installed. 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. After a Director has completed a full three-year term in office, the Director will be ineligible for re-election for one year, unless during the three-year term the Director is elected as an Officer when Article IV Section 3 shall supersede the above limits.

Section 4. Nomination Any voting member in good standing may nominate a candidate for the Board. The Board shall appoint a nominating committee no less than 180 days prior to the annual meeting. Nominations shall be solicited from the Brigade members at-large and compiled by the Nominating Committee for placement on a ballot to be submitted for Board approval. The nominees, announced via electronic means at least 30 days prior, will be voted on by the membership at-large during the annual meeting.

Section 5. Duties The Board shall manage the affairs of the Brigade. This shall be done through the adoption of the Brigade Standard Operating Procedures (SOP). The Board shall also reserve major decisions to Board action. Neither the Board nor individual members of the Board shall be responsible for the day-to-day management of the Brigade. Each member of the Board, however, is expected to be knowledgeable about the affairs, status and condition of the Brigade and annually sign a Commitment to Serve Agreement.

Section 6. Meetings Quarterly meetings of the Board shall be held in person or by telephone or any other method in which all Directors can participate in discussions about the issues being presented. A two-month notice of the day and time of the meeting shall be given to all members of the Board and nominees and will be posted on MMI website. Special meetings may be called at any time by the President or by 30% of the Directors then in office.

Section 7. Quorum A simple majority of members of the Board will constitute a quorum which must be present to conduct Brigade business.

Section 8. Committees The standing committees shall be the: Executive, Nominating, Finance, and Membership. Committee Chairs and members shall be appointed by the Board. Ad hoc committees shall be created as needed by Board consensus and may include non-Board members. Position descriptions for Chairs and committee members will be included in each committee's operating procedures and kept on file in the Brigade office. Each committee's operating procedures and subsequent revisions must be approved by the Board. Vacancies in committees appointed by the Board shall be filled by a majority vote of the Board.

- a) Executive Committee This committee 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 chaired by the Executive Vice President and organized as stated in Article III, Section 4 above and shall consist of at least five Board members.
- c) Finance Committee This committee shall consist of the President, Treasurer, and two or more Regular Members or Life Members appointed by the Executive Committee. The committee shall develop and recommend to the Board those financial principles, plans, and courses of action which will provide for the mission accomplishment and financial well-being of the Brigade. The duties include, but are not limited to the development of an annual budget and contingency reserve and prepare, or cause to be prepared, the annual federal income tax return.
- d) Membership Committee This committee shall consist of three or more Regular Members or Life Members appointed by the Executive Committee. The committee, working with the Executive Director, is charged with developing and implementing efforts to increase and sustain membership.

Section 9. Vacancies, Resignations, Removal The President, with majority consent of the Board, shall fill any vacancies in its membership or committees. A Director so appointed shall fill the unexpired term. A resignation from the Board or a committee shall take effect upon receipt of written notice to the President and the vacancy be filled in accordance with above procedure. Any Director who misses two consecutive regularly scheduled meetings will be contacted by the President regarding continued service on the committee or the Board. Then the President, in consultation with the executive committee, may request the Director's resignation for continued absences. Any member of a committee or Board may be removed with cause by a majority vote of the entity which appointed the member.

Section 10. Conflict of Interest The Board shall have a Conflict of Interest policy applicable to all Board members without exception. The Conflict of Interest policy promotes transparency and accountability, and serves to identify where conflict may arise between Board Members and their individual (or close) relationships with MMI. Conflict of Interest is defined as existing when the interests or concerns of a Board Member may be seen as competing with the interests or concerns of the Brigade. The Conflict of Interest policy shall permit an individual Board Member to recuse himself/herself from participating in discussions and votes on matters which could unduly bias the independence of the Board and cause the decisions and actions of the Board to be called into question. The Conflict of Interest policy shall be incorporated into the SOP, and published in electronic media related to the Brigade.

## **ARTICLE IV**

### **OFFICERS**

Section 1. Composition The officers of the Board shall be a: President, an Executive Vice-President, such other vice-presidents as the Board deems appropriate, a Secretary, and a Treasurer. Only Regular or Life are eligible to serve as officers, and the President and Executive Vice President must have served on the Board for at least one year immediately preceding their nomination or appointment.

Section 2. Nomination and Election Any Board member may submit a nomination for an officer position to the Nominating Committee. Such candidate must agree in writing to be nominated and to serve if elected. Nominations for officer positions will be compiled by the Nominating Committee and presented to the Board for a vote by secret ballot. The slate of officers will be presented for approval by voting members at the annual meeting. A meeting shall take place between the newly elected officers and prior officers to review roles and responsibilities no later than one month after the election.

Section 3. Terms of Service Current Board members nominated and elected to serve as Officers may serve up to two consecutive one-year terms beyond their current three-year term of service on the Board. When serving in an Officer position, that Officer may serve a maximum cumulative time on the Board of five years. After five years, that Officer becomes ineligible for re-election to the Board for one year. Officers nominated by the Board for a second year in their current position will be reaffirmed at Brigade annual meetings

Section 4. Vacancies Any vacancy occurring during an officer's term, including that of the President shall be filled by majority vote by the Board. A partial term shall not count as a full one-year term.

### Section 5. Powers and Duties of Officers

- a) President The President shall provide leadership to the organization and shall be responsible for planning for and presiding over the Board meetings and the annual meeting of members. The President is expected to review and understand the organization's articles of incorporation and bylaws, policies and procedures, financial and legal situation, and strategic plan. As the board ambassador, the president acts as a spokesperson to the larger community, speaks in public on behalf of The Brigade and advocates for its goals. Working with the Board, the President recruits new Board members whose vision aligns with the organization. The President serves ex-officio on committees and is in charge of Executive Director, with respect for Brigade activities.
- b) Executive Vice President The Executive Vice President (EVP) shall perform such duties as may be delegated by the President or by the Board. The EVP must be prepared to assume the role of President when necessary, presiding over Board meetings and acting as spokesperson for the Brigade. The EVP will preside over the Nominating Committee and board member orientation.

- 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. Additionally, the President shall annually send by written invitation a request for the host of the Alumni/Foundation Dove Shoot to participate on the Alumni Brigade Board as Vice President of Joint Fundraising, and to do so without regard to election or term of service on the Alumni Board.
- d) Secretary The Secretary shall be responsible for maintaining minutes of the meetings, and attesting the signature of the President and other officers. The Secretary may perform other duties as are normal for the office of Secretary or as may be assigned.
- e) Treasurer The Treasurer serves as the financial officer of the Brigade, and directs the preparation of financial and management reports and summarizes reports for the Board. The Treasurer chairs the Finance Committee to develop financial plans and prepare the annual budget.

Section 6. Past President Presidents completing their term of service are always ex-officio members of the Brigade Board, and as such always serve as goodwill ambassadors for the Alumni Brigade and MMI. Past Presidents are permitted to continue to serve on Board committees. Past presidents desiring to participate actively in Board voting are required to be re-elected to the Board by general membership vote.

## **ARTICLE V**

### **EXECUTIVE DIRECTOR**

Section 1. Executive Director The MMI President will assign an appropriate MMI staff member, normally the Director of Alumni Affairs, to serve as the Board Executive Director. The Executive Director is an ex-officio member of all standing and ad hoc committees. The duties will include, but not to be limited to the following:

- a) Work closely with the Board President to carry out such duties as are necessary to administer and implement the policies and directions determined by the Board to perform the purposes of the Brigade.
- b) Maintain and store all Brigade documents including: bylaws and all amendments, correspondence, business records, and minutes of all meetings of the Membership, the Board, and committees.
- c) Manage the Brigade membership and ensure the alumni database is as complete and current as possible. Maintain and track information on alumni that reflect their achievements, significant activities and service.
- d) Organize, coordinate, and manage the execution of Alumni Weekend, Alumni Mixers, and other special events that cultivate alumni support.
- e) Execute, with the President, all contracts on behalf of the Brigade.
- f) Make a report on the state of affairs of the Brigade at each meeting of the Membership, the Board, and Executive Committee.
- g) Administer and direct communication with the membership.

## **ARTICLE VI**

### **FINANCE**

Section 1. Contracts The Board may authorize any officer or officers of the Brigade, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Brigade, and such authority may be general or confined to specific instances. Contracts, letters of intent, or any other agreement that might financially obligate the Brigade may be authorized by the President or Executive Director as long as the expenditure falls within the approved budget. All other contracts, letters of intent or other financial obligations outside the scope of the approved budget must have prior approval of the Board.

Section 2. Fiscal Year The Brigade shall operate on a fiscal year beginning on October 1st of each year and ending on September 30<sup>th</sup>.

Section 3. Budget An annual budget, prepared by the Finance Committee, must be approved by the Board prior to the start of the fiscal year. Any major change in the budget must be approved by the Board.

Section 4. Financial Reporting. The Finance Committee shall cause standard quarterly financial statements to be produced in accordance with the Financial Accounting Standards Board (FASB) current bulletin for *Presentation of Financial Statements of Not-for-Profit Entities* and presented to the Board at the Board meeting following the end of the quarter for which the quarterly financial statement was produced. The financial records of the organization are public information and shall be made available to the membership, Board, and public.

Section 5. Investments Subject to the terms of the Affiliation Agreement, the Brigade shall have the right to invest and reinvest funds and property of whatsoever kind entrusted to it or any portion thereof in such securities or other property according to the judgement of the Board.

## **ARTICLE VII**

### **INDEMNIFICATION**

The Brigade shall indemnify and hold harmless any non-compensated officer against any civil liability arising from the conduct of the affairs of the 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 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 VIII**

### **PARLIAMENTARY PROCEDURE**

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

## **ARTICLE IX**

### **AMENDMENTS**

These bylaws may be amended at any annual meeting of the Brigade by an affirmative vote of two-thirds of the voting members of the Brigade present at an annual meeting. Proposed amendments must be submitted to the Brigade President for review and brought to the Board for coordination and review at least six months prior to the annual meeting.

## **CERTIFICATE**

I, Reki Mae Garland, Secretary of the Brigade, hereby certify that the attached constitutes a complete and correct copy the bylaws of the Brigade, as amended. I further certify that these bylaws are in full force and effect as of the date hereof.

DATED this the 16th day of September 2017

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## Addendum 1

### ENDOWMENT

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

(a). The Endowment Fund shall be kept separate and apart from other funds of the 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), except pursuant to the approval of two-thirds of the Regular Members or Life Members of the 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 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 Brigade programs and activities, and for such other purposes as The Board may deem appropriate.