

Approved by the SMAAF Board of Directors on 10 May 2021

**BY-LAWS
OF
STAUNTON MILITARY ACADEMY
ALUMNI FOUNDATION, INC.
AS OF MAY 10, 2021**

**ARTICLE I
PURPOSE**

The purpose of the Staunton Military Academy (SMA) Alumni Foundation, Inc. (The Foundation) is not only to serve alumni and preserve the traditions and memories of the former Staunton Military Academy but also educational, scientific, and charitable. In furtherance of these purposes, The Foundation shall solicit and receive contributions to maintain a museum which houses the artifacts and historical documents and publications of the former Staunton Military Academy and to establish and fund academic scholarships for students involved in military and non-military programs sponsored by academically accredited schools, academies, institutes, colleges, and universities. Although the Board of Directors of The Foundation may set reasonable criteria for any such academic institution to select a recipient of any scholarship funded by The Foundation, the selection otherwise of such recipient shall be determined by the academic institution that has been selected by the Board of Directors of The Foundation. All such scholarships shall appropriately honor the memory of Staunton Military Academy and those who participated in its cadet corps. Such academic and institution shall not discriminate among applicants, students, or staff on the basis of race, gender, religion, or national origin.

In addition to the advancement of education through its scholarship program The Foundation in conjunction with Mary Baldwin University (MBU) and its Virginia Women's Institute for Leadership (VWIL) program, shall establish and maintain a public museum and memorial wall funded through private and public contributions

to honor SMA and VWIL graduates, faculty, and staff. No part of the net earnings of The Foundation shall inure to the benefit of any individual.

ARTICLE II MEMBERSHIP

Membership in The Foundation shall require the applicant to be a former student or cadet of Staunton Military Academy or the Mary Baldwin University Virginia Women's Institute for Leadership who left said institution in good standing. In addition, the seated Commandant of Cadets at the Mary Baldwin University Virginia Women's Institute for Leadership is eligible for full membership.

ARTICLE III MEMBERSHIP ASSESSMENTS

Membership assessments may be authorized by the Board of Directors of The Foundation at a duly called meeting of the Board of Directors at which the Directors shall be personally present as distinguished from a conference call.

ARTICLE IV BOARD OF DIRECTORS

The property, affair and business of The Foundation will be managed by the Board of Directors. The Board shall be not less than seven (7) and not more than twenty-one (21) Directors, who shall be members of The Foundation. One third (1/3) of said Directors shall be elected at each annual meeting for a term of three (3) years. By-Laws, all the powers of the corporation shall be vested in such Board.

One meeting of the Board of Directors shall be held annually, approximately 24 hours prior to the annual membership meeting, and at the same geographical location. At such meeting, the Board of Directors shall designate a slate of members for recommendation to the general membership at the annual membership meeting as candidates for election to the Board. The annual organization meeting of the Board of Directors shall be held immediately following the annual membership meeting, at the same geographical location.

Special meetings of the Board of Directors shall be held at such time and places, including conference calls, as may be fixed and called by the President, the secretary, or the officer performing the secretary's duties, shall give not less than twenty-four

(24) hours' notice by letter, email, telephone or posted on the foundation's website of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all of the Board of Directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting.

The order of business at any regular or special meetings of the Board of Directors shall be determined by the President. A quorum at any meeting shall consist of a majority of the members of the Board. A majority of such quorum shall decide any question that may come before any regular or special meetings of the Board. Any director may be removed from office by a majority of the other Directors at a meeting of the Board of Directors expressly called for that purpose. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, even if less than a quorum of the Board, and the term of office of any Director so elected shall expire on the date fixed by the expiration of the term of office of the Director being replaced. The members of the Board of Directors shall receive no compensation for their services as such, but any Directors may be reimbursed for expenses incurred which are reasonable and necessary to carry out the function of The Foundation.

ARTICLE V OFFICERS

The officers of The Foundation shall consist of a President, a Vice President, a Secretary, a Treasurer and an Assistant Treasurer. The officers of The Foundation will be chosen by the Board of Directors at its annual meeting, and all officers shall hold office until the next annual meeting of the Board of Directors and until their successors are elected. The President shall be chosen from among the Directors.

Removal of Officers and Vacancies. Any officer of The Foundation may be removed summarily with or without cause, at any time, by a majority vote of the Board of Directors. Vacancies may be filled by the Board of Directors. The officers of The Foundation shall have such duties as generally pertain to their offices, as well as such powers and duties as are prescribed by law or are herein after provided or as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any officers to give such bond with respect to the faithful performance of duties as the Board may see fit.

Duties of the President. The President shall be the chief executive officer of The Foundation and shall be primarily responsible for the implementation of the policies of the Board of Directors and shall have general management and direction of the operations of the corporation, subject only to the ultimate authority of the Board of Directors. The President may sign and execute in the name of the corporation contracts and other instruments except in cases where 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 otherwise to be signed or executed. In addition, the President shall perform all duties as may from time to time be assigned to him by the Board of Directors.

Duties of the Vice President. The Vice President shall assume such duties and responsibilities as assigned by the President. In the absence or disability of the President, the Vice President shall perform all duties of the President.

Duties of the Secretary. The Secretary shall act as Secretary of all meetings of the Board of Directors, and, when requested, shall act as Secretary of the meetings of committees established under ARTICLE VII. The Secretary shall keep and preserve minutes of all such meetings in permanent books, see that all notices required to be given by the corporation and shall affix the seal or cause it to be fixed to all documents the execution of which on behalf of the corporation under its corporate seal is duly authorized in accordance with the law of the provisions of these By-Laws. The Secretary shall have responsibility for custody of all deeds, leases, contracts, and other important corporate documents and shall have charge of the books, records and papers of the corporation relating to its organization, and management as an alumni foundation; the Secretary shall see that all reports, statements and other documents required by law (except tax returns) are properly filed and shall in general perform all the duties incident to the office of the Secretary.

Duties of the Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of The Foundation, and shall deposit all monies and securities of the corporation in such banks and depositories as shall be designated by the Board of Directors. The Treasurer shall be responsible for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; for the preparation of appropriate operating budgets and financial statements; for the preparation and filing of all tax returns required by law; and for the performance of all duty's incident to the office of treasurer and such other duties as from time to time may be assigned by the Board of Directors or the President.

Duties of the Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in fulfilling the duties of that office as needed. In the absence or disability of the Treasurer, the Assistant Treasurer shall perform all duties of the Treasurer.

ARTICLE VI EXECUTIVE COMMITTEE

1. There shall be an Executive Committee of The Foundation consisting of the following: The President, Vice President, Secretary, Treasurer, Assistant Treasurer, the Chairman of the Reunion Committee and the Chairman of the Museum Committee. The President and Vice President shall serve as the Chair and Vice Chair of the Executive Committee, respectively.

2. The Executive Committee shall have the authority to act for the Board of Directors at all times when the Board of Directors is not meeting, unless otherwise specified as to the matter or matters to be determined at a regular or special meetings of the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors at or prior to its next subsequent board meeting.

3. A majority of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee. The Chair of the Executive Committee, or the Vice Chair if the Chair is absent or disabled, shall call such meetings as the business of the Council may require.

ARTICLE VII COMMITTEES

In addition to the Museum Committee and the Reunion Committee, The Board of Directors and/or the President may create such committees, as deemed proper in furthering the purposes of The Foundation. In such cases, the President shall have the authority to appoint committee chairs and members.

ARTICLE VIII MEETINGS OF THE GENERAL MEMBERSHIP

The annual meeting of the members of The Foundation shall be held on such day or days, time, and place within the Commonwealth of Virginia or other location as shall be fixed by the Board of Directors.

Special meetings of the members may be held, upon the call of the Board of Directors or of at least twenty-five members of The Foundation at a time and place to be fixed by those calling the meeting.

Notice of meetings, written or printed, for every regular or special meetings of the members, shall be prepared and mailed, emailed, telephoned, or posted on the foundation's website to each member at his last known address at least two (2) weeks prior to any such meeting, and if for a special meeting such notice shall state the agenda thereof.

A quorum for any annual meeting of the membership shall consist of forty (40) members, in person or represented by proxy. A majority of such quorum shall decide any question that may come before the meeting, unless otherwise provided for herein.

Meetings of members shall be conducted accordance with the most current edition of Robert's Rules of Order, unless otherwise prescribed by regulations of the Board of Directors.

The order of business at the annual meeting, and as far as possible at all other meetings of the members, shall be:

- Call to Order
- Pledge of Allegiance
- Proof of due notice of meeting
- Reading and disposition of any unapproved minutes
- Reports at the annual meeting of officers and committees
- Report of nominating committee recommending candidates for an open and/or expired Board seat and elections for the open and expired seats.
- Unfinished business
- New business
- Adjournment

There is but one class of member and each member shall be entitled to one (1) vote.

ARTICLE IX

MISCELLANEOUS PROVISIONS

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.

Checks, Notes and Drafts. Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize (when the Board of Directors so authorizes, however, the signature of any such person may be a facsimile).

Amendment of By-Laws. These by-Laws may be amended or altered at any meeting of the Board of Directors by affirmative vote of two-thirds of the number of Directors fixed by these By-Laws.

Liquidation of Corporation. On Liquidation of the corporation, any assets remaining after payment of the corporation's debts and other obligations shall be distributed to one or more organizations as described in Section 501 (c) (3) of the Internal Revenue Code (or any comparable provision of a successor statute) as determined by the Board of Directors.