

**BYLAWS OF THE
AU NROTC ALUMNI ASSOCIATION**
21 March, 2015

ARTICLE I – NAME AND ADDRESS

Section 1.01 Name

The name of the Association shall be the “AU NROTC Alumni Association.” The Association supercedes the AU NROTC Alumni Association, Inc., which has been dissolved.

Section 1.02 Address

The address of the Association shall be AU NROTC Alumni Association, Naval ROTC Unit, W. F. Nichols Center, Auburn University, AL 36849-5512.

ARTICLE II - PURPOSE

Section 2.01 Organization

The Association shall be an unincorporated nonprofit association as defined in ALA. Code Section 13A-13-2 (2012). The Association shall have no treasury and no funds shall pass through the Association.

Section 2.02 Purposes

A. The Association is established to support activities for charitable or educational purposes that relate specifically to the staff and midshipmen of the Auburn University Naval ROTC Unit, including specifically, fundraising for the purpose of providing scholarships and academic and professional development support to midshipmen.

B. The Association also exists to provide educational, social, and recreational opportunities for its members, and to the staff and midshipmen of the Auburn University Naval ROTC Unit.

ARTICLE III – BOARD OF DIRECTORS

Section 3.01 General Powers

The affairs of the Association shall be managed by its Board of Directors (hereinafter, “the Board”). The Board is given all the powers necessary and convenient to give effect to any or all of the purposes for which the Association has been organized. By way of illustration, and not limitation, the board is responsible for electing its officers, amending the bylaws, and managing all of the affairs of the Association.

Section 3.02 Composition

A. The Board shall consist of nine voting members, plus one non-voting member, all of whom serve without compensation. Eight voting members will be elected by the members of the Board. The voting members must be Regular Members in good standing in the Association. The ninth voting member will be the Professor of Naval Science at Auburn University (hereinafter, the “PNS”).

B. The nine voting members of the Board shall be elected by the board members whose terms have not expired as of the time of the annual board meeting. Board members shall be elected for four year terms. The terms of current members (those serving at the time these bylaws are adopted) shall date from the time first elected and will extend beyond four years, if necessary, so that the term ends at the annual board meeting. Those members who have served for at least four years as of the meeting of the board are deemed to have served their term, and shall cease being members unless re-elected to another term by the remaining members. Should a vacancy occur subsequent to the annual meeting, a new board member may be elected at the next meeting.

C. The PNS will serve as a voting member of the Board upon assumption of the duties of Professor of Naval Science and shall remain on the board until he or she is relieved of those duties.

D. The non-voting member of the Board shall be appointed by the NROTC Battalion Assignment Board. This member must be a Midshipman First Class, Midshipman Second Class, or Officer Candidate. The student so appointed will assume office at the time of appointment and shall serve until relieved by the Battalion Assignment Board. This non-voting member shall have the title of Battalion Representative.

E. A member of the Board may resign by forwarding to the Chairman a resignation in writing. Such resignation shall be effective when received by the Chairman or when indicated in the letter of resignation.

F. When a voting position on the board becomes open, notice shall be provided to all Regular Members, by email and by posting a notice on the Association page on

the AU NROTC web page and other electronic means available. Members may make nominations by communicating them to the Board Chairman. Members may nominate themselves or other Members. Only nominations provided to the Board prior to the annual meeting shall be considered. Members making nominations, or nominees, may submit resumes or other written material in support of their nomination.

G. The Board, by a majority vote of those present, shall elect a Chairman, Vice-Chairman, Secretary, and Membership/Communications Chairman.

Section 3.03 Duties of Specific Board Members

A. The Chairman shall act as chief executive officer. The Chairman shall conduct liaison with the Auburn University Foundation with regard to fundraising and the scholarship awards.

B. The Vice-Chairman shall assume all of the duties and the authority of the Chairman in the absence of the Chairman.

C. The Secretary shall keep the minutes of the Board and publish them to the board members upon approval by the Chairman.

D. The Membership/Communications Chairman shall coordinate communication efforts with the Association, to include sending solicitations to members, maintaining an active member list, and communicating upcoming events to association members through email. To the extent possible, communication shall be made using the AU NROTC Alumni page and all available electronic media. The Membership/Communications Chairman will keep the Board apprised of membership trends at the annual meeting.

E. In the case of the temporary absence or incapacity of the Chairman, Vice-Chairman, or Secretary, the Board shall, by majority vote of those present, elect a Chairman *pro tem*, Vice-Chairman *pro tem*, or Secretary *pro tem*.

Section 3.04 Meetings of the Board of Directors

A. There shall be one meeting of the Board each calendar year. The date of the meeting shall be set by the Chairman. The Chairman shall make every effort to schedule a spring meeting during Auburn University's Spring Term early enough to allow distribution of endowed scholarships. If the Chairman determines that circumstances require deviation from the foregoing, he or she may set a different date. Absent special circumstances, the venue of the meetings shall be the NROTC Unit.

B. Special meetings of the Board may be called by one-third of the directors or by the Chairman and shall be held at such place, on such date, and at such time as they or he or she shall fix. Notice of the place, date, and time of each such special meeting shall be given each director by the Chairman.

C. A quorum shall consist of a simple majority of voting members. If a scheduled meeting fails to attain a quorum, the meeting shall adjourn to a time, place, and date set by the Chairman. For the purposes of awarding scholarships, the failure to attain a quorum shall not delay such action. In the absence of Board action, the unit PNS shall determine leadership scholarship awardees based on input from staff officers and NCOs.

D. A member may participate in any meeting of the Board by any electronic means that permits the member to communicate with the Board.

E. At any meeting of the Board at which a quorum of the directors is present, business shall be transacted in such order and manner as the Chairman may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present. Action may be taken by the Board without a meeting if all members consent in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

F. The Chairman of the Board, or the Vice-Chairman in the absence of the Chairman, shall determine the order of business and the procedure at the meeting. The Chairman of the Board, or the Vice-Chairman in the absence of the Chairman, shall regulate the manner of voting and the conduct of the discussion.

ARTICLE IV - OFFICERS

Section 4.01 Officers of the Board

The Chairman, Vice-Chairman, and Secretary of the Board shall be elected by the members of the Board by a majority vote. They shall serve until they request to be relieved or until the board, by a majority vote, determines that their service should be terminated, or until their term as a board member expires.

ARTICLE V – MEMBERS

Section 5.01 Regular Members

Regular Membership is open to any person who is a graduate of Auburn and who was commissioned through the NROTC Program at Auburn University, to any person who attended Auburn and received a commission in the U. S. Navy or U.S. Marine Corps, and to any commissioned officer assigned to the Auburn NROTC Unit staff. All persons who graduate from the NROTC Program at Auburn University shall automatically become a member unless that person declines.

Section 5.02 Associate Members

A. Associate Membership is open to spouses, widows, or widowers of anyone eligible for Regular Membership. Associate membership is also open to first class midshipmen and officer candidates in good standing in the Auburn NROTC program.

B. Associate Membership may also be granted, by a majority vote of the Board, to anyone who is serving or has served as an officer in the Armed Forces of the United States and desires to support the purposes of the Association.

C. Associate Members shall not have the right to vote or be elected to office.

Section 5.03 Members in Good Standing

A. Members in good standing are those who indicate a desire to contribute to the purposes of the Association. Contributions to the Auburn University Foundation on behalf of the Association are encouraged but not required of members in good standing.

B. No one, otherwise eligible, may be refused membership on the basis of sex, race, color, religion, national origin, age, handicap, or any status designated by the Department of Defense as protected.

Section 5.04 Honorary Members

A. Honorary membership may be extended by the Board to any individual whom the Board chooses to so honor.

B. Honorary members do not have the right to vote or be elected to office but are eligible for all other rights, privileges, and benefits of membership in the Association.

ARTICLE VI

Section 6.01 Annual Gathering of Members

An annual gathering of the members for social purposes shall be held in conjunction with an Auburn fall football game and/or during the spring A Day game. The Chairman shall schedule the annual fall gathering on the date of Auburn's Homecoming or Armed Forces Appreciation Game, if possible.

Section 6.02 Notice of Gatherings

A notice of a gathering shall be sent to each member at the email address supplied to the Association by the members. The notice shall provide the date, time, and place of the gathering. The information shall also be posted on the appropriate electronic communications page(s).

ARTICLE VII– ANCILARY MATTERS

Section 7.01 Electronic communication

The Association recognizes that its members are widely dispersed around the nation and the globe and that the only practical mode of communication is through electronic means. Accordingly, email shall be used wherever practical. A vote or communication made through email shall have the same efficacy as being present.

Section 7.02 Planning Year

For all purposes, the planning year for the Association is the calendar year.

ARTICLE VII– AMENDMENTS

Section 8.01 General

These bylaws may be amended by the Board by a two-thirds vote of the members at any meeting where a quorum is present.

Section 8.02 Amendment Proposal

A. Any member of the Board may propose an amendment of the bylaws at any meeting or through electronic communication. An amendment may also be proposed by a petition signed by ten Members.

B. These bylaws and any amendment to these bylaws must be made available to all members by posting them on the Association's webpage, should such a page be available.