CONSTITUTION AND BY-LAWS of the
MISSOURI MILITARY ACADEMY
ALUMNI ASSOCIATION

Revision Date: August 20, 2024 MMA Homecoming Yearly Alumni Association Meeting

ARTICLE 1 – DESIGNATION

SECTION 1 – NAME
The name of this Association shall be "Missouri Military Academy Alumni Association" herein after referred to as the Association.

ARTICLE II – PURPOSE

SECTION 1 – OBJECTIVES
The objectives of the Association shall be:

1. To promote Brotherhood and Camaraderie for graduates and former cadets of Missouri Military Academy.
2. To align the Alumni Association to MMA goals and initiatives, to further its primary mission of providing a quality education in a military school environment.
3. To continue, support, and promote the great traditions and values of MMA.
4. To be a proud representation of MMA and the values it instills in young men while representing and advocating for the Alumni of Missouri Military Academy.
5. To support and promote high quality cadet life initiatives and programs

ARTICLE III – MEMBERSHIP

SECTION 1 – MEMBERSHIP ELIGIBILITY
Graduates and former cadets who have completed at least one full year at the Missouri Military Academy Middle School (formerly known as Junior School) or High School are eligible for membership in the Association.

SECTION 2 – MEMBERSHIP AT LARGE
Missouri Military Academy Alumni, herein after referred to as Alumni, are considered a part of the Membership at Large if their Annual Association Dues are paid in full and they are considered in good standing with Missouri Military Academy, herein after referred to as the Academy, and the Missouri Military Academy Alumni Association Board of Directors, herein after referred to as the Alumni Board of Directors. The President of the Academy is the authority on whether an Alumni is in good standing with the Academy, and the President of the Alumni Board of Directors is the authority on whether an Alumni is in good standing with the Alumni Board of Directors. Members are considered in good standing if all Annual Association Dues

or Lifetime Membership Dues are paid in full as outlined in the Business Rules of the Missouri Military Academy Alumni Association, herein after referred to as Business Rules, and whose membership is not currently suspended, cancelled, or otherwise limited by their actions or associations.

SECTION 3 – ALUMNI ASSOCIATION AUXILIARY

Spouses of Alumni, Alumni of Kemper Military School, Alumni of Wentworth Military Academy, and parents of former cadets who completed at least one full year at Missouri Military Academy are eligible to serve on the Alumni Association Auxiliary, herein after referred to as Auxiliary.

ARTICLE IV – QUALIFICATIONS FOR OFFICERS AND BOARD OF DIRECTOR MEMBERS

SECTION 1 – PAST PRESIDENTS AND MEMBERS PREVIOUSLY RELIEVED FROM THE BOARD

Past Alumni Board of Director Presidents, and Members previously relieved from the Alumni Board of Directors for any reason, are not eligible to serve on the Alumni Board of Directors in perpetuity. This does not apply to Members at Large. Past Presidents are not eligible to be voted back into the Board of Directors as Voting Members, and are not eligible to serve as Committee Chairs or Action Officers. However, they may remain as committee volunteers unless it is determined by the Alumni Board of Directors that their continued presence is a deterrence to achieving the goals of the current Alumni Board of Directors.

SECTION 2 – PRESIDENT QUALIFICATIONS

The President of the Association must be considered in good standing with Missouri Military Academy and the Alumni Board of Directors as outlined in **ARTICLE III, SECTION 2** of these By-Laws. They will have served as an Association Committee Chair or Association Action Officer for at least one Operating Year (see Business Rules for Operating Year definition) during their tenure, or currently serve as a Committee Chair or Action Officer. They must be a member of the Alumni Board of Directors for a minimum one year, be a voting member of the Alumni Board of Directors, and a Lifetime Member (any level) of the Association.

SECTION 3. – ELECTED OFFICER QUALIFICATIONS

Elected Alumni Board of Director Officers must be considered in good standing with Missouri Military Academy and the Alumni Board of Directors as outlined in **ARTICLE III, SECTION 2** of these By-Laws. They will have served as an Association Committee Chair or Association Action Officer for at least one Operating Year during their tenure, or currently serve as an Association Committee Chair or Association Action Officer. They must be a member of the Alumni Board of Directors for a minimum one year, be a voting member of the Alumni Board of Directors, and a Lifetime Member (any level) of the Association.

SECTION 4 – ALUMNI BOARD OF DIRECTOR MEMBER QUALIFICATION

Alumni Board of Director Members must be considered in good standing with Missouri Military Academy and the Alumni Board of Directors as outlined in **ARTICLE III, SECTION 2** of these By-Laws, and they must volunteer to serve on at least one Committee.

ARTICLE V – ALUMNI BOARD OF DIRECTORS

SECTION 1 – ALUMNI BOARD OF DIRECTORS MEMBERS

The Alumni Board of Directors shall consist of Officers and Voting Members who are considered in good standing with Missouri Military Academy and the Alumni Board of Directors as outlined in **ARTICLE III, SECTION 2** of these By-Laws.

SECTION 2 – ALUMNI BOARD OF DIRECTORS VOTING MEMBERS

The Voting Members of the Association shall consist of a minimum of nine (9) and maximum of (11) voting members, elected from the Alumni Board of Directors Members, and who are considered in good standing with Missouri Military Academy and the Alumni Board of Directors as outlined in **ARTICLE III, SECTION 2** of these By-Laws.

SECTION 3 – ALUMNI BOARD OF DIRECTORS OFFICERS

The Officers of the Alumni Board of Directors are determined by **ARTICLE VI** of these By-Laws.

SECTION 4 – ASSOCIATION AFFAIRS

The Alumni Board of Directors is authorized to control the affairs of the Association, without reference to the Membership at Large.

SECTION 5 - MEETINGS

Meetings shall be held at the discretion of the President, or any other Alumni Board of Directors Officer. A simple majority of Board of Directors Voting Members shall constitute a quorum. (See Business Rules for guidance on Association Meetings)

SECTION 6 – DELEGATION OF AUTHORITY

The President, Vice President, Secretary, Treasurer, Director of Communications, and the International Officer, shall have authority to act on behalf of the Alumni Board of Directors during such times between Association meetings as deemed necessary by the President, or his designated representative. In the absence of a designated representative by the President, the chain of authority to act will be the following:

1. Vice President
2. Secretary
3. Treasurer
4. Director of Communications
5. International Officer

SECTION 7 – ASSOCIATION ELIGIBILITY OF ACADEMY EMPLOYEES

Past employee's of Missouri Military Academy may serve as a member of the Alumni Board of Directors by an unanimous vote by all voting members of the Board of Directors. Paid consultant is not inclusive of work won on a competitive bid basis.

Current employees of Missouri Military Academy, due to a conflict of interest, are not allowed to be members of the Alumni Board of Directors.

ARTICLE VI - OFFICERS

SECTION 1 – OFFICER POSITIONS

The Officers of the Association shall be the President, Vice President, Secretary, Treasurer, Director of Communications, International Officer, and such additional Vice-Presidents and assistant Secretaries and assistant Treasurers as shall from time-to-time be named by the President with the majority approval of the Officers of the Alumni Board of Directors.

SECTION 2 - PRESIDENT

It shall be the duty of the President to preside at all meetings of the Association. The President will act as the liaison between the Alumni Association Board of Directors, the Alumni, and the Academy. The President will work in conjunction with the Academy to speak on behalf of the Association when directed. The President will represent the Association at Academy events to include, but not limited to: Senior Ring Ceremony, all major scheduled Homecoming events, Maroon & Gold Banquet, Commencement Weekend to include Wallace Fry Speech Contest and Senior Banquet. The President may appoint a designate to represent the Alumni Board of Directors at these events, as required.

SECTION 3 – VICE PRESIDENT

It shall be the duty of the Vice-President to perform the duties of the President in the absence of the President, or inability to act by the President. The Vice-President shall organize, schedule, and conduct Alumni Board of Directors Officer Call Meetings, and supervise all Standing or Special Committees of the Alumni Board of Directors, and the Auxiliary(s).

SECTION 5 - SECRETARY

It shall be the duty of Secretary to take attendance, keep all records, to keep the minutes of all meetings, to maintain a complete listing of the members of the Association and to write all official correspondence and notices. The Secretary will supervise the creation and maintenance of committee continuity books for all Standing and Special Committees.

SECTION 6 - TREASURER

It shall be the duty of the Treasurer to act as custodian of all the funds of the Association, with the consent of the President, the Alumni Board of Directors, and the Academy; to supervise receipt and disbursements, and to act without bond unless bond is required by action of the President, the Alumni Board of Directors, and the Academy.

SECTION 7 – DIRECTOR OF COMMUNICATIONS

The Director of Communications (DoC) serve as the principal public communication advisor to the BoD President on all communication matters. The DoC possesses review and release authority for all information and products intended for the public on behalf of the BoD President, BoD Officers, and Committee Chairs. The DoC leads the communication synchronization process, plans, themes, messages, and products specific to the

BoD and ensures communication initiatives align with MMA themes and messages. The DoC advises on the difference between inform and influence actions pertaining to BoD communication strategies and as they apply to both the BoD mission, MMA mission, and the audience. The Communications and Marketing related committees will report to the Director of Communications as identified within the Business Rules.

SECTION 8 – INTERNATIONAL OFFICER

To duly represent the Alumni BOD outside the realms of the US. To promote brotherhood within the international MMA Alumni. To organize gatherings, rallies, lunches, where brothers from all walks of life, can have an event to meet up, and grow the relations between The Academy, The Alumni BOD and the International Alumni. To form an International Advisory Group and meet at least once a month to discuss how the Alumni BOD and the Academy can create and foster a better bond between them and the International Alumni, as well as help out in the organization of events throughout.

SECTION 9 – OFFICER SLATE

Candidates for Alumni Board of Directors Officer positions will be presented by the Nominating Committee to the Alumni Board of Directors in accordance with **Article VIII, Section 2** of these By-Laws.

ARTICLE VII – COMMITTEES

SECTION 1 – COMMITTEE COMPOSITION

The President shall appoint Committee Chairmen from Alumni Board of Directors, with the approval of the Alumni Board of Directors Officers, to Chair Standing Committees. Standing Committee Chair duties will be to properly organize and execute committee responsibilities for the Academy and the Membership at Large. Only Alumni Board of Director Members and Members at Large are eligible to serve on Association committees with the approval of the Committee Chair. Standing Committees are authorized a Co-Chair. Individuals nominated as Co-Chairs must be approved by the Alumni Board of Directors Officers.

SECTION 2 – SPECIAL COMMITTEES

The President may appoint temporary committees to address special initiatives outside of Standing Committees. These temporary committees will be referred to as Special Committees. Special Committees shall be made with the consent of the Alumni Board of Directors. The Chairman and membership of Special Committees shall be determined at the time of creation in accordance with **ARTICLE VII, SECTION 1**. Special Committees will disband once their initiative is formally presented to the Alumni Board of Directors for consideration of adoption, unless further action is required for the implementation of the special initiative as determined by the Alumni Board of Directors. (See Business Rules for List of Standing and Special Committees)

ARTICLE VIII – NOMINATIONS AND ELECTIONS

SECTION 1 – NOMINATING COMMITTEE ESTABLISHMENT & COMPOSITION

The President, by and with consent of the Alumni Board of Directors, shall appoint annually, four months prior to the time determined for the next Annual Meeting, a Nominating Committee consisting of all voting members who are not currently Alumni Board of Directors Officers, Alumni Board of Director Members, any

Officer not currently up for re-election, or any Officer that declares they will not seek re-election.

SECTION 2 – ELECTION OF OFFICER

The Nominating Committee shall present to the Alumni Board of Directors the slate of candidates as qualified in **Article IV** for office a minimum of eight weeks prior to the Annual Meeting. The slate of candidates will be posted on Academy and Association social media sites a minimum of six weeks prior to the Annual Meeting so that nominees can affirm or deny the nomination to the Nomination Committee Chair within one week of posting the Slate. Once affirmed, eligible nominees will be presented as an Officer Slate to the Alumni Board of Directors no later four weeks prior to the Annual Meeting, at which time a vote will be taken from the members of the Alumni Board of Directors to affirm the Slate of eligible candidates. The Officer Slate shall be elected by a majority vote of all Alumni Board of Directors members not included in the Officer Slate. The Nomination Committee Chair will serve as the coordinator for the vote of the Officer Slate, and will provide the finalized list to the Alumni Board of Directors Officers within 72 hours of the vote, to be presented at the Annual Meeting. The Annual Meeting date is fixed by the President and Events Committee Chair in concert with the Academy calendar and the Missouri Military Academy Director of Alumni and Parent Engagement.

The confirmed Slate of Officers will internally decide who will fill the roles of President, Vice President, Secretary, Treasurer, Director of Communications, and the International Officer prior to the Annual Meeting. The President will be voted on for a 2-year term with an option to complete a third year, and an additional fourth- year. The third-year and fourth-year option must be agreed upon by the current serving President, and achieve a majority vote of Alumni Board of Directors Voting Members to retain the President for the third-year option, and the fourth- year option, should it be necessary.

SECTION 3 – VOTING MEMBERS

Any Alumni Board of Directors Voting Member positions that are vacant may be filled at any time by the Alumni Board of Directors. Candidates for voting membership must be nominated by the Committee Chair of which Committee the nominee serves, and agreed upon by a 2/3 majority of the Voting Members of the Alumni Board of Directors. If a 2/3 majority vote cannot be achieved before the Annual Meeting, the Alumni Board of Directors may elect to hold a presentation and vote process at the Annual Meeting. On years a Voting Member position cannot be filled by the Annual Meeting, and the Voting Members of the Alumni Board of Directors decide to present a vote process at the Annual Meeting, eligible Association members will be presented to the Membership at Large. The Nomination Committee Chair will present each eligible Board of Directors Member and inform the Membership at Large of the number of open Voting Member positions for the year. Eligible Association members will then have two minutes to speak on their behalf. Upon completion, new Voting Members will be decided with a majority vote of the Membership at Large during the Annual Meeting of the Association.

SECTION 4 – OFFICER VACANCIES

Any Officer vacancies which occur during the year between Annual Meetings will be filled by a majority vote of the Vice President, Secretary, Treasurer, Director of Communications, and the International Officer. If a majority vote cannot be achieve, the President will serve as the tie-breaker. All appointed Officers must be eligible to serve as outlined in **ARTICLE IV**.

SECTION 5 – NOMINATION RESTRICTIONS
Floor nominations, nominations by ballot, or nominations by petition are prohibited for the Officer Slate.

ARTICLE IX – ACCOUNTING AND DISTRIBUTION OF ASSOCIATION FUNDS

SECTION 1 – MONETARY ACTIVITY
The Association finances will be maintained as a separate ledger within the Academy accounting structure and thus falls under the Academy 501(c)3 umbrella. All monetary activities of the Association will adhere to all receipt and distribution of funds that are governed under 501(c)3 requirements.

SECTION 2 – UTILIZATION OF FUNDS
The Association funds are to be distributed to support Association initiatives that are of benefit to the Academy, Cadets, or Alumni as a whole. Funds cannot be distributed to any individual Cadet, Parent, Alumni, former Cadet, or Faculty Member.

SECTION 3 – REQUESTS FOR UTILIZATION OF FUNDS
Request for funds distribution is reviewed by the Treasurer, then approved by a majority of a voting quorum by the Board of Directors Voting Members, and reviewed as necessary before distribution by the Missouri Military Academy Office of Development. No request is required for the perpetual utilization of funds outlined in **ARTICLE IX, SECTION 4**.

SECTION 4 – ACCOUNT BALANCE & PERPETUAL UTILIZATION
The BOD will maintain an account balance no lower than $25,000. The Association can provide up to 10% over the $25,000 account balance on a perpetual annual basis to the greatest need of the Academy as determined by the BOD, not to exceed $10,000 on an annual basis, until amended by these by-laws. Payment to said and agreed upon amount will be paid from the treasury by approval of the BOD.

ARTICLE X – REMOVAL AND RETIREMENT OF BOD MEMBERS

SECTION 1 – REMOVAL OF OFFICERS AND MEMBERS
Any Board of Directors Member, Voting Member or Officer can be removed at any time with a vote of no-confidence by a unanimous vote of the Alumni Board of Directors Voting Members. When a vote of no-confidence is called for, the highest-ranking Officer, as defined in **ARTICLE V, SECTION 6**, not being considered for removal, will convene a meeting of all Voting Members within seven calendar days, and will serve as the authority for tallying votes. If a unanimous vote is reached, the Officer will inform the Member that has been withdrawn through an official letter that details why the vote of no-confidence was reached, which may be sent via electronic means. If the Member is an Alumni Association Officer, then the Officer that convened the vote will inform the President of Missouri Military Academy of the removal of the withdrawn Officer.

SECTION 2 – RETIREMENT OF OFFICERS AND MEMBERS
The President may initiate retirement of any Alumni Association Officer or Alumni Association Member for cause with a 2/3 majority vote of the Board of Directors Voting Members.

ARTICLE XI – MEMBERS AT LARGE

SECTION 1 – BOD MEMBER AT LARGE DEFINITION

A BOD Member at Large is a voting member who volunteers to relinquish their voting privileges, or is requested by the President to become a BOD Member at Large as outlined in Business Rules.

SECTION 2 – BOD MEMBER AT LARGE RESPONSIBILITIES

A BOD Member at Large will continue to serve the Alumni Association in whatever capacity the member determines for a maximum of three (3) years. A BOD Member at Large can request to be considered for the next voting position that becomes available.

ARTICLE XII – ALUMNI ASSOCIATION AUXILIARY

SECTION 1 – AUXILIARY FUNCTION

The Auxiliary will support the Alumni Association Board of Directors through a liaison provided by the Auxiliary. The Auxiliary will provide supplementary or additional support as requested by Committed Chairs and/or the Alumni Board of Directors Officers.

SECTION 2.

The Auxiliary will manage their own organization and membership and are not bound by these By-Laws except as noted in **ARTICLE III, SECTION 3** and **ARTICLE IX.**

ARTICLE XIII – AMENDMENT OF BY-LAWS

SECTION 1 – SUSPENSION AND AMENDMENT

The suspension or amendment of a by-law shall require the recommendation of the Alumni Board of Directors and a majority vote of the Membership at Large present at the Annual Meeting. From time to time it shall be necessary to suspend or amend Association by-laws prior to the Annual Meeting. In such cases a vote to suspend or amend any by-law may be called by any Alumni Board of Directors Officer. Ad hoc voting on suspensions or amendments may take place at other annual Academy events or via electronic platforms such as Zoom, Duo, etc., with a 10-day notification to the Membership at Large provided via web-based communication. Ad hoc voting requires a majority vote of the Alumni Board of Directors voting members to initiate the 10-day notification process and proceed with a Membership at Large vote on proposed suspensions or amendments.

ARTICLE XIV – OPERATING PROCEDURES

SECTION 1 – BUSINESS RULES AND STANDARD PRACTICES

Business rules and standard acceptable practices for day-to-day functions not found on the By-Laws are outlined in the Business Rules of the Missouri Military Academy Alumni Association. The business rules are not susceptible to the same restriction of change as the By-Laws and may be changed or amended at any time without notice by a two-thirds majority vote of Alumni Board of Directors Voting Members.