

BYLAWS
THE CITADEL ALUMNI ASSOCIATION

Adopted 11/14/97
(Amended 11/05/04, 11/10/06, 11/14/08, 11/2/12, 11/7/14, 11/9/2018, 11/4/2022)

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ARTICLE I – NAME, PURPOSES AND STRUCTURE

Section 1. Name. The name of this organization will be “The Citadel Alumni Association” (hereinafter, the “Association”).

Section 2. Purposes. The Association is organized and shall operate a supporting organization exclusively for the benefit of, to perform the functions of, and to carry out the purposes of The Citadel, the Military College of South Carolina (“The Citadel”). To this end, the objectives of the Association shall include the following:

- a. To provide a private, self-sustaining, non-profit organization to support, advance and promote the ideals and purposes of The Citadel, the Military College of South Carolina, the Corps of Cadets, and the Alumni;
- b. To foster, perpetuate and preserve the history, memories, values and traditions of The Citadel, the Military College of South Carolina, the Corps of Cadets and the Alumni; and
- c. To sell, award and determine the right to wear the ring of The Citadel, which ring and the trademark thereto are owned by the Association.

Section 3. Rules of Order. All meetings of the Association, the Board of Directors, committees, and other agencies of the Association shall transact business in accordance with the latest edition of Robert’s Rules of Order, except insofar as such rules may conflict with provisions of these Bylaws, in which case the provisions of the Bylaws shall prevail.

Section 4. Fiscal Year and Audit. The Association shall operate on a fiscal year beginning on January 1 of each year and ending on December 31 of that year. The financial accounts and records shall be audited annually by a Certified Public Accountant, appointed by the Executive Committee upon recommendation of the Finance Committee, with copies being provided to (a) each Director, (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 Members.

Section 5. Indemnification. The Association will indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit, demand, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was acting within the scope of his office in good faith as a Director, Officer, employee, or agent of the Association.

The rights provided by this section shall (a) not be deemed exclusive of, nor in any way limited to, any other rights to which such person may be entitled hereunder; (b) continue as to a person who has ceased to be a Director, Officer, Employee, Agent or Trustee as to acts performed during the term of his office; and (c) inure to the benefit of such person’s heirs and legal representatives.

The rights of indemnification include the right to be reimbursed for any and all reasonable expenses incurred (to include attorneys' fees) in defending any claim, action, demand, suit, or proceeding while acting pursuant to the scope of their office as a Director, Officer, employee, or agent.

Section 6. Insurance.¹ The Association will purchase and maintain liability insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association against any claim, demand, suit, action or proceeding for liability asserted against him while acting within the scope of his status as such. The policies will be in such amounts as may be determined from time to time by the Board. The purchase of such insurance does not diminish the rights of such persons for indemnification and to be held harmless.

ARTICLE II – MEMBERSHIP

Section 1. Members. All graduates of The Citadel, those who had to leave prior to graduation due to a national emergency as determined by the Board, and ex-cadets who have completed their freshman year shall, upon timely payment of appropriate dues, become Members of the Association (each a "Member," and collectively, the "Members"); provided, however, that no person shall be accepted whose attendance as a student was terminated in other than honorable circumstances. There shall be three classifications of Members:

- a. Annual Member. An Annual Member shall be a Member, who pays annual dues will be entitled to the privileges of the floor and the ballot for the year for which they pay dues. All persons who were Annual Members prior to the effective date of these Bylaws are eligible to be Annual Members.
- b. Life Member. A Life Member shall be each Member who pays the life membership dues then prevailing will be entitled to the privileges of the floor and the ballot for their lifetime. All persons who were Life Members prior to the effective date of these Bylaws shall be Life Members. A Member who has paid annual dues for a total of fifty (50) years will become a Life Member without further payment of dues.
- c. Distinguished Life Member. Upon recommendation of the Executive Committee and upon a vote of two-thirds (2/3) of the Board, a Member who has rendered unusual and conspicuous service to The Citadel or to the Association will be designated as a Distinguished Life Member, with such persons having the privileges of the floor and the ballot during their lifetime.

Section 2. Associate Members. All other persons who do not qualify as a Member under Section 1 and who desire to join in the support of The Citadel and the purposes of the Association shall be granted "Associate Member" status by the Board upon payment of the appropriate dues;

¹ Wording of this section was approved as written. A footnote was removed which had inserted a missing word.
11/10/06

provided that no person shall be accepted whose attendance as a student was terminated in other than honorable circumstances. Associate Members are entitled to the privileges of the floor but not of the ballot.

Section 3. Honorary Life Members.² The Board is authorized to elect Honorary Life Members at any time, no more than one per calendar year, to serve for life with privileges of the floor but without vote, and without payment of dues. This category of membership shall be selected from persons who are not otherwise eligible for membership under Section 1 who have rendered unusual and conspicuous service to The Citadel or the Association. Upon recommendation of the Awards Committee or by motion by any Member/Associate Member to the Executive Committee, or upon its own motion, the Executive Committee may nominate a person to the Board for recognition as an Honorary Life Member together with the written reasons for such nomination. The board must approve the nomination by two-thirds (2/3) vote of its Members present.

Section 4. Termination.³

- a. Membership in the Association shall terminate upon the occurrence of any of the following events:
 - (1) Resignation of a Member; or
 - (2) The Board takes action to terminate the Membership due to a conviction, deferred adjudication, or probation of any act that is a felony, or any misdemeanor involving moral turpitude including but not limited to any act of fraud, dishonesty, embezzlement, or theft.
- b. Procedure for Termination by the Board. Before action to terminate any Member (of any membership category), the Board by motion made, seconded, and passed by a majority of Directors present and voting at a regular or special meeting, shall, through the Executive Director, provide the member not less than fifteen (15) days written notice, sent by first class or certified mail to the last address of the Member shown in the Association's records, of the proposed termination, proposed date of termination, and the reason(s) therefore. During the said fifteen (15) days the Board shall give the Member the opportunity to be heard in writing in connection with the proposed termination of membership which response must be received by the Executive Director not less than five (5) days before the effective proposed date of the termination. At a meeting of the Board, either regular or special, a vote of 3/4ths or more of those Directors present shall be required for termination.

Section 5. Dues. The Board shall determine dues in the following manner, to wit:

- a. Annual Members and Associate Members shall pay such annual dues and

² The limit of 10 living Honorary Members was removed. 11/10/06

³ Termination procedure added. 11/4/22

upon such payment schedule as determined per fiscal year. Reduced annual dues during the first year after graduation of the cadet first class may be authorized. All monies received from annual dues will be deposited to the General Account to be used for payment of appropriate expenditures of the Association.

- b. Life Members.⁴ shall pay dues in a single sum, or over a maximum number of years as may be determined by the Board from time to time. The Board may determine a different payment schedule for life membership dues for cadets.
 - (1) All of the monies received for life membership dues shall be separately accounted, budgeted and invested by the Finance Committee pursuant to Statements of Investment Policy, Objectives and Guidelines for Life Membership Fund as approved by the Board.
 - (2) Any expenditure from the Life Membership Account in excess of the amount available under the spending policy must be recommended by the Finance Committee and the Executive Committee and approved by a two-thirds (2/3) vote of the Board.

Section 6. Meetings. The Members shall conduct meetings in the following manner:

- a. Annual. The Annual Meeting is to be held during Homecoming Weekend.
- b. Special. A special meeting may be called at any time upon (1) a vote of the Executive Committee, (2) the written request of one hundred (100) Annual and/or Life Members, or (3) by the Board. The purpose of the special meeting must be the conduct of business of such an urgent nature that it cannot be delayed until the Annual Meeting. The agenda of the special meeting must be restricted to the purpose for which it is called.
- c. Notice.⁵ Written notice of Annual Meeting and any special meeting must be given to all Members not less than thirty (30) days nor more than sixty (60) days prior to the meeting. Written notice of special meeting must include the purpose of the meeting.
- d. Place. The Annual Meeting shall be held in Charleston, South Carolina and special meetings shall be held within the State of South Carolina.
- e. Registration.⁶ Prior to each meeting, Members will register and be certified by the Executive Director as Members in good standing and receive a tag

⁴ Add language to allow the Board to set number of years to pay Life Member dues. 11/7/14

⁵ A sentence was added requiring the purpose of Special Meetings be announced in the Notice. 11/05/04

⁶ The Roll Call was eliminated and a registration and identification provision was enacted to replace it. 11/05/04

or device to wear, designating them as such. Only Members in good standing may participate.

- f. Quorum. A quorum to conduct business shall consist of fifty (50) Annual or Life Members or Distinguished Life Members (either present or by written proxy). Motions will be adopted upon a second and a majority vote of those present or attending by proxy, except upon such other vote requirement as may be stated otherwise herein.
- g. Vote. Each Member, either present in person or by written proxy, is entitled to one vote.
- h. Proxies. A Member may give a written proxy to another Member to vote at Annual Meeting or any special meeting, but no member may act as a proxy for more than one Member. Proxies are to be validated by the Executive Committee.
- i. Annual Meeting Agenda Items.⁷ Any Member wanting to present business at the Annual Meeting shall submit the item in writing to the Executive Director 45 days in advance of the meeting so that it can be sent out with the meeting notice.

Section 7. Communications.⁸

- a. Email, or other electronic notice approved by the Board of Directors, will be considered as appropriate written notice for the purpose of these Bylaws and may be used to communicate with Members and Directors in all cases where written notice is required in these Bylaws, except as provided for in paragraph b. and c. below.
- b. Any email, or other electronic notice, must be addressed directly and specifically to the individual address provide by the member or director to the Association office. Posting on a bulletin board or web pages, or similar group notice, is not considered written notice to members.
- c. Any individual Member or Directors may elect to receive all notices by US Postal Service. The Association staff will maintain a roster of those Members or Directors electing to receive written notice via US Postal Service and deliver all notices in that manner when requested.

⁷ Provision added that any member wanting to present business items to the Annual Meeting must submit them in advance. 11/10/06

⁸ New section added to allow Email (and other forms of electronic messaging developed and approved by the Board in the future) to be used to give “appropriate written notice” in lieu of US Postal Service mail. 11/7/14

- d. In all places in the Bylaws where written notice is specified in the Bylaws, the phrase: "Notice in the form of an electronic transmission is appropriate notice" or words to that effect, will be inserted.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors (the “Board of Directors” or the “Board,” and each individual serving on the Board shall be referred to as a “Director,” and collectively as the “Directors”) shall be composed of persons selected in the following manner, to wit:

- a. The four Officers identified in Article V, Section 1;
- b. Two Local Alumni Club presidents of clubs recognized in accordance with Article VII appointed by the President (one from within South Carolina and one from outside of South Carolina);
- c. Two Directors At Large appointed by the President;
- d. All Past Presidents of the Association shall be a Director for a period of three (3) years after their term of office with full power of voice and vote; thereafter all Past Presidents shall be ex-officio Directors with full power of voice, but without a vote; and
- e. The District Directors shall be elected by the Members from designated geographic or category districts.^{9,10}
 - (1) There will be a minimum of:
 - Six districts in South Carolina,
 - One for the US Army (active),
 - One for the US Air Force (active),
 - One for the US Navy/USMC/USCG/USMM (active),
 - One for The Citadel Graduate College¹¹,
 - 19 total Districts,
 - 29 Directors.
 - (2) A Reapportionment Committee will be established when the new President takes office in 2004 and each six years thereafter. The committee will be made up of the President-Elect, who will chair the committee, the Vice-President and two other members of the Board, at least one being from outside of South Carolina. The

⁹ New provisions were established to provide for the number and apportionment of districts and district directors, and a reapportionment procedure was established. 11/05/04

¹⁰ Category Districts codified and a Director position for The Citadel Graduate College established. 11/10/06

¹¹ Administrative correction made to reflect the name change to The Citadel Graduate College. 02/16/11

President taking office at the Annual Meeting will appoint the two other members of the Board. The names of the members of the committee will be announced at the Annual Meeting.

- (3) The Reapportionment Committee will review the number of Members in each district, as of November 1st of that year, to determine if the number of members per Director position is approximately equal. If it is not, the committee will propose a solution to attain an approximately equitable allocation of Director positions per Member. The recommendation may provide for a revision of district boundaries, a reallocation of Director positions, creation of new Director positions and/or creation of districts, except that the recommendation must conform to the provisions of Section 1 Composition, e., (1) above.
 - (4) The Reapportionment Committee will report its recommendation to the Board of Directors as a District Director Apportionment Plan, at the first meeting of the Board after January 1 for action by the Board. Copies of the District Director Apportionment Plan will be provided to all Members of the Board at least two weeks prior to the meeting. The District Director Apportionment Plan will be presented for discussion and amendment. An affirmative vote of three-fourths (3/4ths) of the Board present and voting is required to approve the District Director Apportionment Plan as amended.
 - (5) Any Director serving in a position that is eliminated by a District Director Apportionment Plan, or who no longer lives within a redrawn district from which he was elected, may continue to serve on the Board until his term expires.
- f. Parliamentarian.¹² The President shall appoint a Parliamentarian, who shall not be a voting member of the Board. The Parliamentarian shall advise the President, other Officers and committees on matter of parliamentary procedure.

Section 2. Term.¹³ The terms of office of the Directors shall be from the first Annual Meeting occurring after their selection or date of their appointment until the Annual Meeting coinciding with the expiration of their term or until their successors are elected or appointed and installed. The terms of the Directors are:

- a. One (1) year. Vice President, President-Elect and President.
- b. Two (2) years. District Directors and Treasurer. The District Directors in

¹² To provide for a Parliamentarian. 11/7/14

¹³ Section was reworded to set the term of office of the Treasurer to two years rather than one year and to bring the section into compliance with the new composition of the Board established in Article III revision. 11/10/06

even numbered Districts shall be elected in even numbered years and District Directors in odd numbered Districts shall be elected in odd numbered years. The Treasurer will be elected in even numbered years.

- c. Past Presidents serve for life, pursuant to Section 1(d) of this Article.

Section 3. Authority. The Board is the governing body of the Association with the authority to exercise full control and management of the business affairs consistent with the Articles of Incorporation and these Bylaws.

Section 4. Vacancy. Any District Director whose office becomes vacant during his term of office shall be replaced by a vote of the Board with a Member from the same district. If no candidate is elected to a Director position during the annual election, the Board will elect a Member who resides in the area or fits the category.¹⁴

Section 5. Absences. Subsequent to the date of these Bylaws, any Director who is not personally present for at least one meeting of the Board during each calendar year shall be deemed to be inactive for the balance of his term. Any inactive Director shall have the right to voice at Board meetings but not the right to vote. An inactive Director may, on good cause shown, be reinstated by the Board of Directors, by a majority vote, pursuant to either a written petition or request made in person at a Board meeting.

Section 6. Eligibility. To be eligible to be a Director, a person must be a Member in good standing. To be eligible a person must also be a resident of the district or meet the category requirements of the District when elected. Any Director serving in a position that no longer lives within a district, or leaves the category for which they were elected, cannot serve on the Board.¹⁵

Section 7. Meetings. The Board shall meet and conduct business in the following manner:

- a. Regular.¹⁶ There shall be four (4) regular meetings during each calendar year at such date, time and place as determined by the Executive Committee, except that one of the four meetings shall be immediately following the Annual Meeting. This meeting following the Annual Meeting shall be a meeting of the newly elected Directors and the newly elected officers shall preside. Notice of this meeting will be sent along with notice of the Annual Meeting to all members of the Association, to include all candidates for District Director and other offices.
- b. Special. Special meetings may be held to conduct business not capable of being conducted at Regular meetings. Special meetings may be called by the Executive Committee or ten (10) Directors making a written request to the President. The business conducted at such special meetings shall be limited to the purpose(s) stated in the written notice of the meeting.

¹⁴ Requires Board to fill all vacant Director positions, not President. 11/7/14

¹⁵ Clarified residency requirement for a Director position if Director moved. 11/7/14

¹⁶ The requirements for a fourth regular meeting were set. 11/05/04

- c. Notice.¹⁷ Notice of all meetings will be given not less than fifteen (15) days in advance of the meeting so long as telephonic or other electronic means of attendance are provided for the Directors. The purpose of any special meeting must be stated in the notice. Notice in the form of an electronic transmission is appropriate notice.
- d. Place. The place of all meetings shall be within the State of South Carolina.
- e. Roll Call. A roll call will precede each meeting and only Directors in good standing may participate.
- f. Quorum.¹⁸ A quorum to conduct business shall consist of one-third (1/3rd) of all Directors in good standing, exclusive of those Past Presidents without the right to vote under Article III, Section 1, subsection d, hereinabove.”
- g. Vote. Each Director is entitled to one vote. Motions will be adopted upon a second and a majority vote of those present, except upon such other vote requirement as may be otherwise stated herein. The Board may establish governing policies for special matters before the Board that require a 2/3 or 3/4 vote. Such policies must be approved by the same 2/3 or 3/4 vote of the Board.
- h. Proxies. Directors may not grant proxies.
- i. Attendance.¹⁹ Past Presidents and Local Club Presidents are invited to attend all meetings of the Board. Club Presidents may be granted the privileges of the floor if the President determines time permits. Any Association Member in good standing may attend any meeting of the Board. They may speak at the invitation of the President.
- j. Manner of Attendance.²⁰ All meetings of the Association, whether they are Board of Directors or Committee meetings, may be conducted telephonically or electronically with sufficient prior notice (14 days). This will allow business to be conducted in a timelier manner for increased participation. All the other bylaws under Section 7 governing meetings remain in place.

ARTICLE IV – EXECUTIVE COMMITTEE

Section 1. Composition. There shall be an Executive Committee of the Board consisting of

¹⁷ Changed to allow the Board to hold meetings with 15 days’ notice with the use of teleconferencing. 11/7/14

¹⁸ Past Presidents with limited rights and no vote cannot be counted towards quorum. 11/9/2018

¹⁹ New paragraph added on attendance at Board Meetings. 11/05/04

²⁰ Added new paragraph. 11/2/12

the following eight (8)²¹ persons:

- a. The four (4) Officers identified in Article V, Section 1;
- b. The Immediate Past President; the Chairman of the Facilities Operations Committee;²² and
- c. Two (2) Directors to be appointed by the President from the elected²³ members of the Board of Directors.

Section 2. Term. The term of the Executive Committee shall be from the first annual meeting occurring after the election of officers until the next annual meeting or until successors are elected or appointed and installed.

Section 3. Committee Assignments. The Executive Committee will monitor the activities of all committees (standing and temporary) in the pursuance and performance of the mission, budget and policies of each committee.

Section 4. Authority. The Executive Committee shall have the following authority:

- a. To implement policies of the Board of Directors;
- b. To conduct business which requires action between meetings of the Board; and
- c. To perform such other duties as are designated in these Bylaws.

Provided, however, that the foregoing notwithstanding, the Executive Committee shall take no action nor establish any policy inconsistent with the actions and policies previously taken and/or established by the Board of Directors.

Section 5. Meetings. The Executive Committee shall meet at the call of the President or upon the request of two (2) Members of the Committee at a date, place and time as set by the President or, in his absence, by the next officer in the line of succession; provided, however, that meetings may be conducted by conference telephone calls. A minimum written notice of two (2) days will be given for all meetings. Each Member is entitled to one (1) vote and proxies may not be granted. A quorum to conduct business shall consist of four (4) Members. Motions will be adopted upon a second and majority vote of those present.

ARTICLE V – OFFICERS

Section 1. Designation and Duties. The Association shall have the following officers (herein

²¹ Made correct the number of committee members with the addition one. 11/2/12

²² Added the Chairman of the Facilities Operations Committee to Executive Committee. 11/2/12

²³ The word elected inserted. 11/10/06

each an “Officer” and, collectively, the “Officers”):

- a. President. The President shall serve as Chairman of the Board and preside at all meetings of the Members, the Board, and the Executive Committee and perform such other duties as are designated in these Bylaws until his successor is installed. The President shall be responsible for supervising the implementation of the policies and decisions of the Board and the enforcement of these Bylaws. The President shall sign all contracts and other documents obligating the funds of the Association in excess of amounts determined from time to time by the Executive Committee.
- b. President-Elect. The President-Elect shall perform the duties of the President in the absence of the President. The President-Elect shall be a Director, a Member of the Executive Committee, and of the Finance Committee. Upon the expiration of the term of office of the President, the President-Elect shall automatically assume that office.
- c. Vice President. The Vice President shall perform the duties of the President in the absence of the President and President-Elect. The Vice President shall be a Director, a member of the Executive Committee, and a member of the Finance Committee. Upon the expiration of the term of the office of the President-Elect, the Vice President shall automatically assume that office.
- d. Treasurer.²⁴ The Treasurer shall be a Director and a Member of the Executive Committee and Chairman of the Finance Committee. The Treasurer’s duties shall be to report for the Finance Committee, to the Executive Committee, the Board and the Members, at their meetings, on the financial condition of the Association. The Treasurer shall have the authority to sign all checks that are for authorized purposes. The Treasurer shall recommend to the Executive Committee, for its approval, the names of those in addition to the Executive Director authorized to sign checks in his absence. The Treasurer shall perform such other duties as may be assigned by the Executive Committee. Any compensation shall be recommended by the Finance Committee and approved by the Executive Committee. The Treasurer shall be a resident of Charleston or a neighboring county. If the office becomes vacant by reason of death, resignation, or a determination of incompetence by a Court, then the Treasurer shall be replaced by a vote of the Board.

Section 2. Election. The Officers shall be elected in accordance with the provisions of Article IX.

Section 3. Term. The term of office of the officers shall be from the first annual meeting occurring after their election until the next Annual Meeting or until their successor is elected and installed.

²⁴ The duties of the Treasurer were redefined. 11/05/04

Section 4. Eligibility. To be eligible to be an officer, a person must be a Member in good standing.

Section 5. Vacancy.²⁵ In the case of a vacancy in the office of President, President-Elect, or Vice President, for any reason other than as provided for in Sections 1- 3 of this Article, the following rules of succession apply:

- a. President Position Vacant: In the case of a vacancy in the office of President, the President-elect will assume the office of President for the remainder of the vacated term and remain President for the next full one year term.
- b. President-Elect Position Vacant: In the case of a vacancy in the office of President-Elect, the Vice President will assume the office of President-Elect for the remainder of the vacated term and assume the office of President for the next full one year term.
 - (1) If there is no Vice President to assume the vacated office of President-Elect, who was elected by the Members in accordance with Article IX, an election of a President-Elect will be conducted in conjunction with the next election for Directors of the Association, and in a manner as set forth in Article IX.
 - (2) If there is no Vice President to assume the vacated office of President-Elect, because the Vice President has assumed the vacated office of President, a Special Meeting of the Board of Directors will be called by the Executive Committee, in a manner as set forth in Article III, Section 7, to elect an interim President-Elect to serve the remainder of the vacated term of the President-Elect. Nominations for the interim President-Elect may be made in advance of the Special Meeting or from the floor of the Special Meeting. To be nominated, a candidate must be a sitting Member of the Board of Directors in good standing. The interim President-Elect elected by the Board shall not automatically assume the office of President. An election of a Vice President will be conducted in conjunction with the next election for Directors of the Association, and in a manner as set forth in Article IX.²⁶
- c. Vice President Position Vacant: In the case of a vacancy in the office of Vice President, a Special Meeting of the Board of Directors will be called by the Executive Committee, in a manner as set forth in Article III, Section

²⁵ New Section inserted establishing the procedure for filling of the positions of elected officers which became vacant. Section 5 Executive Director was renumbered Section 6. 11/05/04

²⁶ The change provides for the Board to elect an interim Vice President and/or an interim President Elect at a Special Meeting, and candidates must come from the membership of the Board. 11/7/14

7, to elect an interim Vice President to serve the remainder of the vacated term of the Vice President. Nominations for the interim Vice President may be made in advance of the Special Meeting or from the floor of the Special Meeting. To be nominated, a candidate must be a sitting Member of the Board of Directors in good standing. The interim Vice President elected by the Board of Directors shall not automatically assume the office of President-Elect. An election of a President Elect will be conducted in conjunction with the next election for Directors of the Association, and in a manner as set forth in Article IX.²⁵

- d. All Offices Vacant: In the case of a vacancy in the office of President, President-Elect and Vice President, an election for all offices will be conducted within 90 days, and in a manner as set forth in Article IX. The Treasurer will act as President until a President is elected.

Section 6. Executive Director. There shall be an Executive Director (ED) to assist the Officers in the following manner, to wit:

- a. 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.
- b. 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 perform 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 Association. 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:
 - (1) To prepare and permanently maintain minutes of all meetings of the Membership, Board, Executive Committee, and committees;
 - (2) To appoint, direct, administer, instruct, train, and supervise the staff to perform the purposes and missions of the Association;
 - (3) To direct the planning and coordinating of class reunions, Corps Day, Homecoming, special activities, and other specifically assigned alumni relations activities;
 - (4) To maintain records of names and addresses of all graduates, of local alumni clubs, and to assist local alumni clubs to maintain their records and activities;
 - (5) To maintain and store all correspondence and other business and accounting records;

- (6) Together with the President (or President-Elect or Vice President where necessary) to execute all contracts on behalf of the Association;
- (7) To maintain the Bylaws and all amendments thereto and to assure compliance therewith;
- (8) To make a report on the state of affairs of the Association at each meeting of the Membership, the Board and Executive Committee;
- (9) To continuously review the activities and affairs of the Association and to recommend to the Executive Committee amendments and/or changes to the programs and activities in accordance with the purposes thereof;
- (10) To administer and direct publications and communications with the Membership; and
- (11) To sign all checks should the Treasurer not be available and together with the Treasurer to jointly sign all checks in excess of \$5,000.00.

- c. Vacancy. In the case of a vacancy in the office of Executive Director, the President of the Association will appoint a Search Committee to identify and screen candidates and present finalists to be voted upon by the Board of Directors. The recommendation of the Board will be presented to the President of the Citadel. This search will be conducted in accordance with the Executive Director Search Committee Policies and Procedures established by the Board. In the event that The Citadel appoints a Director of Alumni Affairs (state position) that is not the same candidate as the Citadel Alumni Association Board-chosen candidate for the Executive Director (CAA position), a Special Meeting will be held by the Board of Directors to either affirm the selection of the Executive Director or to appoint the Director of Alumni Affairs as the new Executive Director.

Section 7. Controller.²⁷ The Board may employ a part-time or full-time Controller, depending on the needs of the Association, at such compensation and benefits as may be appropriate. The Controller will report directly to the Executive Director and shall perform such duties as are assigned by the Executive Director. The Controller will serve on the Finance Committee as an ex-officio member.

Section 8.²⁸ Recall.²⁹ Upon presentation to the Executive Committee of a petition signed by one

²⁷ Changed to give the authority to hire a full time comptroller and gives the duties of the office 11/2/12

²⁸ The section dealing with the recall of officers was moved to Article V Officers. 11/05/04

²⁹ Wording changed to allow conference call hearings and electronic voting in a Recall. 11/7/14

hundred (100) Members setting forth an immoral or illegal act by an officer or a director, the Executive Committee shall appoint a Member as an Investigating Officer who shall be charged with investigating and prosecuting the allegations, and a Conduct Committee of five (5) Members to hold a hearing. The officer or director accused of wrongdoing shall be given the opportunity to appear and to present witnesses and evidence at hearing. The findings of the Conduct Committee shall be prepared in writing and presented to the Board. Upon a vote of three-fourths (3/4) of the Board, a ballot shall be sent to the Members to recall the officer or director from office. A vote of two-thirds (2/3) of those returning the ballot within twenty-one days of it being sent will be necessary for recall. The Board and the accused party shall each be given the opportunity to include a single page statement with the mail ballot. Conference call hearings and electronic communications may be used in all activities pursuant to this section.

ARTICLE VI – COMMITTEES

Section 1. Standing Committees.³⁰ Unless otherwise noted herein, the President shall appoint the chairman of the following committees, and the chairman shall appoint one or more committee Members. Any chairman appointed to a committee, that is not a member of the Board, will be invited to all Board meetings and granted privileges of the floor on matters relating to the committee they chair.

- a. Finance.³¹ The Finance Committee shall be chaired by the Treasurer. The purpose will be to (1) prepare and submit the annual budget to the Executive Committee no later than thirty (30) days prior to the Annual Meeting, (2) monitor the annual budget, (3) make recommendations to the Executive Committee for amendment of the budget, (4) invest all funds of the Association under the guidelines adopted by the Board of Directors; (5) review the annual audit and make reports and recommendations therefrom to the Board, and (6) recommend to the Executive Committee contracts for all fund raising activities by vendors.

The President-Elect, Vice President, and Treasurer shall be members. Upon the first appointment of committee members, the three Officers shall jointly nominate three (3) other committee members, one of which shall serve for one year, one for two years, and another for three years. Thereafter, the President shall nominate the new committee members as the old terms expire.

There will be an Investment Subcommittee, which is responsible to the Finance Committee. It will be responsible for recommending investment policies and matters to the Finance Committee. The Subcommittee shall consist of three committee members appointed by the Board. The first committee member shall initially serve for six years, the second initial committee member shall serve for four years, and the third initial committee

³⁰ Wording added granting all committee chairmen the privilege of the floor. 11/10/06

³¹ Added the phrase "...no later than thirty (30) days prior to the Annual Meeting." 11/14/08

member shall serve for two years. Thereafter, each committee member shall serve for six years. No person shall serve more than twelve years.

- b. Membership. The purpose will be to encourage all persons desiring to promote the purposes of the Association to become Members of the Association. The Vice President shall serve as chairman.
- c. Cadet Recruitment.³² The purpose will be to attract and recruit qualified fourth classmen and to retain cadets until graduation. The Chair of this committee will be coordinated with The Citadel Admissions Office and, when possible, will also serve as National Chair of The Citadel Volunteers.
- d. Elections.³³ The purpose will be to supervise the conduct of all elections and to recommend to the Board any amendments to the election rules. The committee shall consist of at least six (6) members, of which three (3) will be Past Presidents of the Association. Any member of this committee must automatically cease to be a committee member who (1) becomes a candidate for any office monitored by the committee or (2) who openly supports a candidate for any office monitored by the committee.
- e. Governmental Relations. The purpose will be to establish and maintain liaison between the Association and the various governmental agencies which affect the purposes of the Association and through such process to advance and protect the best interests of The Citadel. The committee will have a minimum of eleven (11) Members of which the President will appoint the committee chairman, and the committee chairman and President will jointly select the remaining ten (10) Members, with a minimum of one from each geographical district for the South Carolina District Directors.
- f. Awards. The purpose will be to recommend to the Executive Committee the recipient of the annual Association Alumnus of the Year Award, together with a gift for such person, and to recommend such other awards as may be appropriate, with such awards to be made by the Executive Committee.
- g. Long-Range Planning. The purpose of such committee is to research and recommend long-range future activities and plans to the Board.
- h. Distinguished Citadel Alumni List.³⁴ The purpose will be to oversee and maintain a listing of Distinguished Citadel Alumni in order to promote the achievements of Alumni and the history of The Citadel. The committee shall consist of nine members as approved by The Citadel Alumni Association Board.

³² Added last sentence referencing to Citadel Volunteers Chairmanship. 11/10/06

³³ Added "...at least..." to this paragraph. 11/10/06

³⁴ Established this standing committee. 11/10/06

- i. Rings Committee.³⁵ This committee will oversee all ring-related activities and make recommendations to the Executive Committee on the disposition of any rings in the possession of the Association.
- j. Big Red.³⁶ The Big Red Committee is hereby established as a permanent committee for the purpose of dealing with the custody, care, and maintenance of the Big Red flag as well as to protect trademark infringement and other legal issues involving the flag. This committee will be charged with pursuing any trademark infringements associated with the flag and provide a yearly report to the Association Board of Directors on the status of any outstanding issues.

Section 2. Other Committees Authorized. The President is authorized to establish temporary committees, and appoint chairmen thereof, to address issues and for specific purposes of continuing interest to the Association to include, but not limited to, the following:

Local Alumni Clubs; Facilities (existing and prospective); Minority Affairs; Athletic Relations; Faculty/Cadet Relationships; Career Opportunities; Public Relations; Historical; and Ring and Publications.

Section 3. Conduct. Committees shall conduct meetings at their desire but not less than two (2) per year. Reports shall be filed by the chairman with the Executive Director and distributed to the Board upon the request of the President. Unless stated elsewhere herein, the term of committee membership will be from time of appointment until a successor committee is appointed. Whenever possible the Members of each committee shall have an educational and/or work experience background which will benefit the activities and goals of the committee.

ARTICLE VII – LOCAL ALUMNI CLUBS

Section 1. Recognition. Members desiring to establish a Local Alumni Club in an identified geographical area or clubs already in existence on the effective date of these Bylaws who wish to be officially recognized by the Association shall submit an application to the Executive Director in a form approved by the Board. The form must include, but not be limited to, (1) an active membership of at least five (5) Members; (2) an identified geographical area; and (3) such other requirements as are established by the Board. Applications must be approved by a majority vote of the Board.

Section 2. Activities. Local Alumni Clubs recognized by the Association shall be independent organizations rather than subsidiaries of the Association. The Board of Directors, Executive Committee and Officers shall have no authority to take any action to assume legal responsibility for liability or any action of a Local Alumni Club, and the Association by these Bylaws specifically disclaims all such responsibility and liability.

³⁵ Established this standing committee. 11/14/08

³⁶ Established this standing committee. 11/12/12

Section 3. Trade Name, et al. Without the written approval of the Board, no organization shall use the name, the emblem or any other identification of the Association nor shall they conduct any activities that might be construed as that of an officially recognized Local Alumni Club.

ARTICLE VIII – BOARD OF VISITORS

Section 1. Election. Pursuant to the Constitution and Statutes of South Carolina, Members of the Association shall elect members of the Board of Visitors designated as Alumni Members. The elections shall be conducted by the Association and shall be by mail ballot.

Section 2. Candidates.³⁷ A candidate for the Board seats must be a Citadel graduate as well as a Member in good standing in of the Association and in compliance with the Constitution and Statutes of the State of South Carolina. An Alumni Member of the Board of Visitors may only serve two six year terms consecutively, but he/she may serve any number of terms. Terms of office shall begin 1 July and end on 30 June and shall be for six (6) years. An Alumni Member of the Board of Visitors shall hold office until his successor is elected and installed.³⁸

Section 3. Vacancy. Any Alumni Member of the Board of Visitors whose office becomes vacant during his term of office shall be replaced by the vote of the Board of Directors of the Association. The vacancy may be filled at any regular or special meeting of the Board of Directors, provided written notice of the purpose of the meeting to fill the vacancy on the Board of Visitors is provided in accordance with Article III, Section 7. Any Alumni Member appointed to the Board of Visitors by the Board of Directors shall not succeed himself.

ARTICLE IX – ELECTIONS

Section 1. Applicability. The elections for the offices of Vice-President, Treasurer, District Directors and Alumni Members of the Board of Visitors shall be conducted in the manner set forth in this Article.

Section 2. Nominations. To be nominated, a person's candidacy must be endorsed by ten or more current Members of the Association to the Elections Committee at the Association's office. Such endorsement may be in writing on a petition or by email or other electronic means, delivered to the Elections Committee at the Association's office.³⁹

Section 3. Notification and Compliance. The Elections Committee, as constituted by Article VI, Section 1(d), is responsible for providing each nominee with a copy of the Association's Bylaws, applicable provisions of the South Carolina Code of Laws, and all rules and regulations promulgated by the Elections Committee and approved by the Board to govern the conduct of

³⁷ Insertions were made to require that the candidates must be a Citadel graduate and a CAA Member Also it provides that they may succeed themselves but could serve no more than 12 years consecutively. 11/14/08

³⁸ Wording was clarified as to number of terms allowed and to allow electronic voting. 11/7/14

³⁹ Wording changed to allow nominations to be made electronically. 11/7/14

elections. Each nominee will acknowledge in writing that he has received these documents, understands them and intends to comply with them.

Section 4. Certification. The Elections Committee shall certify those nominees who are qualified to be candidates for the particular office sought to the Board of Directors.

Section 5. Campaigns. Subject to the Bylaws and the approval of the Board of Directors, the Elections Committee is empowered to promulgate such rules, regulations and procedures as are necessary for the discharge of this function.

Section 6.⁴⁰ Ballots. The election shall be conducted by mail or electronic balloting and forwarded to each Member of the Association at their last known address or email account address. The Election Committee shall be responsible for counting all votes whether they be by mail or electronic and will announce the results as soon as practical but at least 45 days prior to the Annual Meeting, so as to allow the new incoming officers the opportunity to attend the Annual Meeting and conduct business afterwards. In all contested elections, the candidate who receives the highest number of votes shall be declared elected.

ARTICLE X – AMENDMENTS

These Bylaws may be amended or repealed, in whole or in part, upon the following procedures:

Section 1. By the Board. The Board shall have no authority to amend these Bylaws.

Section 2. By the Membership.

- a. A written Petition to Amend, stating the proposed amendment, shall be presented to the President by one hundred (100) Members with the Petition designating the method of the membership voting on the proposal either (1) by mail ballot at the same time as the annual elections, or, (2) at the annual membership meeting of the Members.
- b. A vote of two-thirds (2/3rds) of the Members that vote in person or by proxy (one per Member) at the Annual Meeting will be necessary to approve the proposed amendment.

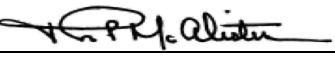
These Bylaws were adopted on November 14, 1997 to be effective on January 1, 1998. These Bylaws were amended on November 5, 2004, November 10, 2006, November 14, 2008, November 2, 2012, November 7, 2014, November 9, 2018 and November 5, 2022.

⁴⁰ The paragraph was rewritten to establish the conducting of electronic or mail balloting and established a deadline for the announcement of the results. 11/2/12

The undersigneds hereby certify that that these are the true Bylaws of The Citadel Alumni Association as of the 4th day of November, 2022.

THE CITADEL ALUMNI ASSOCIATION

By: 
President

Attest: 
Executive Director