

OHIO UNIVERSITY
ARMY ROTC
SOCIETY OF ALUMNI AND FRIENDS
CONSTITUTION AND BYLAWS

ORINALLY ADOPTED 28 JUNE 2001
REVISED MARCH 2016

An Official Constituency
Of the
OHIO UNIVERSITY ALUMNI ASSOCIATION

ATHENS, OHIO
CONSTITUTION

ARTICLE I
NAME AND PURPOSE

Section 1. The name of the organization will be the OHIO UNIVERSITY ARMY RESERVE OFFICERS' TRAINING CORPS (ROTC) SOCIETY OF ALUMNI AND FRIENDS (SAF) (hereafter referred to as the SOCIETY).

Section 2. The purpose of the SOCIETY will be to aid and promote the general welfare of the Ohio University Army ROTC program, to raise awareness and funds for scholarships for Army ROTC students, increase the Army ROTC Foundation, promote and facilitate friendship among alumni and friends within the SOCIETY, and to support the goals of the Ohio University Alumni Association.

ARTICLE II
AFFILIATION

Section 1 The SOCIETY is an official constituency of the Ohio University Alumni Association.

ARTICLE III
MEMBERSHIP

Section 1. Membership in the SOCIETY is open to all ALUMNI and FRIENDS of the Ohio University Army ROTC program interested in the goals of the Society and willing to assist in promoting those purposes. Membership may also include anyone affiliated or associated with Ohio University Army ROTC by virtue of military assignment to the Ohio University Army ROTC Battalion.

Section 2. ALUMNI are those persons who graduated from the Senior ROTC program or those who completed at least two years of the Ohio University Army ROTC program.

Section 3. FRIENDS are those persons, agencies, and organizations who have demonstrated an interest in and who support the general welfare of the Ohio University Army ROTC program.

Section 4. Alumni and friends membership(s) will be accepted into the society by application to the society.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. The affairs of the SOCIETY will be managed by a Board of Directors, a majority of whom will be ALUMNI of Ohio University Army ROTC. All members of the Board of Directors will be members of this society and, as a goal, representative of all eras of the Ohio University Army ROTC program.

Section 2. Members of the Board of Directors will serve without compensation.

**ARTICLE V
MEETINGS**

Section 1. There will be at least two scheduled meetings of the Board of Directors held annually at such time and place as may be determined by the Board of Directors. Normally, meetings of the Board of Directors will be held in the Spring and Fall of each calendar year with the Spring meeting designated as the Annual Meeting.

Section 2. Following the Annual Meeting, a report describing accomplishments of the previous year and plans for future years will be prepared by the secretary (as stated in Article IV, Section 4 of the By laws), approved by the president, and submitted to the Executive Director, Ohio University Alumni Association.

**ARTICLE VI
BYLAWS**

Section 1. The Board of Directors may adopt bylaws consistent with this constitution and with policies and regulations of Ohio University, Ohio University Army ROTC, and/or Ohio University Alumni Association.

**ARTICLE VII
AMENDMENTS**

Section 1. This Constitution may be amended or repealed at the Annual Meeting of the Board of Directors by the affirmative vote of at least two-thirds (2/3) of the number of members in attendance at the meeting provided the proposed amendment has been submitted in writing to all Board members ten (10) days prior to such meeting.

Section 2. Sections of this Constitution which are included herein in accordance with policies and regulations of Ohio University, Ohio University Army ROTC, and/or the Ohio University Alumni Association, may be amended or repealed only by the respective authorizing institution.

Section 3. Amendments approved by the Board of Directors will become effective upon adoption.

This Constitution adopted and effective March 12, 2016, Ohio University, Athens, Ohio.

BYLAWS
ARTICLE I
NAME

Section 1. The name of this organization will be the OHIO UNIVERSITY ARMY ROTC SOCIETY OF ALUMNI AND FRIENDS (hereafter referred to as the SOCIETY).

ARTICLE II
REGISTERED OFFICE

Section 1. The registered office of the SOCIETY is located in the Military Science Department, Bromley Hall, Athens, Ohio 45701-2979.

ARTICLE III
BOARD OF DIRECTORS

Section 1. The business of the SOCIETY will be managed by a Board of Directors consisting of:

- 12 - Directors, 1/3 who will be elected each year for a term of three (3) years. Each Director will be entitled to one (1) vote on each matter submitted to the Board for vote provided they are present at the meeting of the Board of Directors meeting when a vote is taken.
- 1 - the Immediate Past President of the Society. The Immediate Past President will be entitled to one (1) vote on each matter submitted to the Board for vote provided he/she is present at the Board of Directors meeting when a vote is taken.
- 1 - the Dean of the University College or his/her appointed representative (a Non-voting Advisor).
- 1 - The Executive Director of the Ohio University Alumni Relations or his/her designated appointee (a Non-voting Advisor).
- 1 - The Professor of Military Science will be a non-voting member of the board.
- 1 - Cadet Representative. A cadet nominated by the Professor of Military Science and appointed by the Board of Directors. (A Non-voting Representative)

Section 2. Members of the Board of Directors (minimum of 12) will be nominated from the membership of the Society. Recommendations for nominees to the Board may be made to the Chairperson of the Nominating Committee by any ALUMNI and/ or FRIEND of the SOCIETY.

Section 3. Members of the Board of Directors as of the date of the Annual Meeting (Spring Meeting) will elect the new directors. This election will be held during the Annual Meeting of the Board of Directors.

Section 4. The terms of an elected Director will be for three (3) years and begin July 1 following the Annual Meeting.

Section 5. The Immediate Past President of the Society will automatically be a member of the Board of Directors for two (2) years immediately following his/her term of office as President.

Section 6. A Director who has held office for two (2) full terms [six (6) consecutive years] will not be eligible for a third term for at least one (1) year following the second term of office with the exception of the person having served as President who will serve as Immediate Past President the following the two (2) years he/she served as president. Those elected to fill an office will be allowed to fulfill their term.

Section 7. Vacancies occurring on the Board of Directors will be filled by Special Election of the Board of Directors from a slate of nominees prepared and presented by the Nominating Committee. This Special Election will be held at the next scheduled meeting of the Board of Directors or via telephone conference. The term of office of a member elected to fill a vacancy will be for the completion of the term of the Director being replaced. This replacement term will not be considered under the term of office limitation stated in Article III, Section 6 of these Bylaws.

ARTICLE IV OFFICERS

Section 1. The officers of the SOCIETY will be President, Vice President, Secretary, Financial Secretary, and Immediate Past President. The term of office for officers will be two (2) years. The officers will be elected by and from the members of Board of Directors of the SOCIETY. Elections will held during the Annual Meeting.

Section 2. President. The president will be elected by and from the voting members of Board of Directors. He/she will be the chief executive officer of the Society; will have general and active management of the affairs of the Society; will see that all orders and resolutions of the Board of Directors are carried into effect and will have the general powers and duties of supervision and management usually vested in the president of a similar Society or a corporation. He/she will preside over all meetings of the Board of Directors, the Executive Board, and over all membership meetings.

Section 3. Vice President. The vice president will be elected by and from the voting members of Board of Directors. The Vice President will attend all meetings of the Society and the Executive Board; will assist the President and perform such duties as assigned by the President; and shall be vested with all of the powers and responsibilities of the President during the absence or disability of the President.

Section 4. General Secretary. The secretary shall be elected by and from the voting members of Board of Directors. The secretary shall be responsible for keeping official minutes, records of votes, resolutions, and proceedings for the Society and its Board of Directors. This information shall be forwarded to the Executive Director of the Ohio University Alumni Association or his/her designated appointee, and a copy will be provided to each board member upon completion. The secretary shall be responsible for compiling the year-end report at the end of the Annual meeting and submitting it to the Executive Director of the Ohio University Alumni Association or his/her designated appointee.

Section 5. Financial Secretary. The financial secretary shall be elected by and from the voting members of the Board of Directors. The financial secretary shall be responsible for coordinating with the Office of Development in order to receive and present updates of the Army ROTC SAF Endowment and other scholarships. The financial secretary is responsible for reporting transactions and balances to the Board of Directors at each meeting. The financial secretary will work with the president in order to identify and implement fund raising activities to increase scholarship giving opportunities. The financial secretary will work with the Professor of Military Science regarding the distribution of scholarship funds from the Endowment.

Section 6. Immediate Past President. The Immediate Past President of the Society shall serve as a voting member of the Board of Directors and member of the Executive Committee. The Immediate Past President shall preside at meetings in the absence of the President or Vice President.

Section 7. Vacancies. In the event of the death, the inability to serve, or resignation of the President, the Vice President shall advance thereto. In the event of the death, advancement, resignation or inability of the Vice President or Secretary to fulfill their duties, the President shall have the authority to fill, by appointment, such vacancies on an interim basis until the next regularly scheduled meeting of the Board of Directors. An unfilled or vacant position of Immediate Past President shall not be filled.

Section 8. Executive Committee. The Executive Committee shall exercise general control and supervision of all Board Members and Committees. The Executive Committee shall consist of the President, Vice President, General Secretary, Financial Secretary, and the Immediate Past President. Each member of the Executive Board shall have one vote on all issues brought before this Committee for action provided they are present at the Executive Committee meeting when a vote is taken. The Executive Committee shall prepare the Annual Report of the Society, which is to be submitted to the Executive Director, Ohio University Alumni Association.

ARTICLE V MEETINGS

Section 1. Meetings of the Board of Directors will be held as stated in Article V of the Constitution. Notice of the date, time, and place of each meeting will be sent to Board Members at least sixty (60) days prior to the meeting.

Section 2. Special meetings of the Board of Directors may be called by the Executive Committee or by any five (5) members of the Board. Notice of special meetings will be given to each member not less than ten (10) days in advance of the meeting and will include the purpose and the location of the meeting. Special meetings may be conducted via telephone conference if resources are available.

Section 3. Chairpersons of Standing Committees and Special Committees may call meetings of their committees throughout the year at their discretion.

Section 4. A quorum is defined as 2/3 of the directors present for each meeting.

Section 5. Members of the Executive Committee may invite guests to Board meetings to participate in discussion. Members may not send someone to represent them in their absence.

ARTICLE VI ORDER OF BUSINESS

Section 1. Parliamentary procedures for all meetings of the Board of Directors, the Executive Board, and membership of the SOCIETY will be governed by the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED except when they are in conflict with the Constitution or By Laws of this Society.

Section 2. The order of business will be:

1. Pledge of Allegiance
2. Roll call and determination of quorum
3. Reading of minutes of previous meeting
4. Reading of correspondence
5. Report the scholarship endowment
6. Hall of Fame nominations
7. Reports of committee chairpersons
8. Unfinished Business
9. New business
10. Announcements
11. Adjournment

Section 3. All Board meetings will be open to members of the society. The society members will attend the meeting as non-voting, ad hoc members.

ARTICLE VII COMMITTEES

Section 1. Standing Committees of the Society will include, but not be limited to:

- A. Development Committee
- B. Nominating Committee
- C. Hall of Fame Committee

Section 2. All standing committees will consist of a Chairperson and as many members as deemed necessary by the President. The President will be an ex-officio member of all committees except the Nominating Committee.

Section 3. The Chairperson of each of the Standing Committees will be appointed by the Executive Board of the Society from the members of the Board. The Chairperson or a designated representative of each Standing Committee will present a report of his/her committee at each meeting of the Board of Directors.

STANDING COMMITTEES

General Duties

Section 1. Development Committee. The Development Committee will be responsible for working with the Ohio University Advancement Office in order to raise and collect funds for the progression of the SOCIETY and the Army ROTC program at Ohio University. The Development Committee will be led by the Financial Secretary.

Section 2. Marketing Committee. The Marketing Committee is charged with promoting the SOCIETY and expanding the membership as well as correct submission of updated personal data to the Alumni Association for proper mailing lists.

Section 3. Nominating Committee. The Nominations Committee will consist of not less than three (3) members appointed by the Executive Board of the SOCIETY. The committee will be responsible for submitting a slate of nominations for membership on the Board of Directors at the Annual Meeting. The following criteria will be used for selection of the nominee

- a. The nominee must be willing to provide faithful service to the Ohio University Army ROTC program.
- b. The nominee must have the ability and dedication to attend all meetings of the Board of Directors. Missing (3) meetings during one term may result in the board member being replaced.
- c. The nominee must be a credit to Ohio University.
- d. The nominee must be willing to promote and assist in the implementation of all SOCIETY programs approved and sponsored by the Board of Directors.
- e. The nominee will conform to the Constitution and Bylaws of the SOCIETY.

Section 4. Hall of Fame Committee. The Hall of Fame (HOF) Committee will consider and recommend to the Board of Directors, nominees for the Hall of Fame selection for the BOD to consider. The Hall of Fame Committee will follow the Hall of Fame nomination form along with the Hall of Fame Bylaws in Appendix A.

SPECIAL COMMITTEES

Section 1. The Board of Directors will have the power to create, from time to time, special committees and ad hoc committees and to give them such powers and authority, as it will deem in the best interest of the SOCIETY, as well as to revoke their appointment.

**ARTICLE VIII
ALUMNI MAILING LISTS**

Section 1. The University has charged the Office of Alumni/University Advancement Records with the responsibility of maintaining official alumni records. Separate alumni mailing lists will not be maintained except for selected programs or events. Address or record changes received by the SOCIETY will be forwarded to the Office of Alumni Relations and University Advancement.

**ARTICLE IX
FUND RAISING**

Section 1. In accordance with established University policy, the SOCIETY will not plan, organize, or conduct any fund raising activities without prior approval of the Office of University Advancement.

**ARTICLE X
DUES**

Section 1. There will be no dues, enrollment fee, initiation fee, or fees of any type in order to be a member of the Society.

**ARTICLE XI
HISTORIAN**

Section 1. A Historian will be appointed by the President and will be responsible for gathering, cataloging and maintaining any such artifacts and/or memorabilia owned by, or on loan to, the SOCIETY. The historian may be a non-voting member of the Board of Directors.

**ARTICLE XII
AMENDMENTS**

Section 1. These Bylaws may be amended at the Annual Meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the number of members in attendance at the meeting provided the proposed amendment has been submitted to all members of the Board in writing ten (10) days prior to such meeting.

Section 2. Sections of these Bylaws, which are included in accordance with policies and regulations of Ohio University, Ohio University Army ROTC, and/or the Ohio University Alumni Association, may be amended or repealed only by the respective authorizing institution.

Section 3. Amendments approved by the Board of Directors will become effective upon adoption.

**ARTICLE XIII
DISSOLUTION**

Section 1. In the event of dissolution of this Society, the members will, through the President, assign all assets to the Ohio University Alumni Association, to be held in trust until such time as the Society is reestablished or reorganized at which time such assets will be returned or transferred to the newly functioning Society. These Bylaws were adopted by the SOCIETY on March 12, 1016. They became effective upon adoption.