



**TULANE  
NAVAL ROTC**  
ALUMNI ASSOCIATION

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**BY-LAWS  
OF  
TULANE NAVAL ROTC ALUMNI ASSOCIATION, INC.**

**ARTICLE I OFFICES**

1.1 The principal office shall be located at 6833 St. Charles Avenue, New Orleans, Louisiana 70118-5698.

1.2 The corporation may have such offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may require.

**ARTICLE II  
VOTING MEMBERS, MEETINGS**

2.1 Meetings of the voting members shall be held in the State of Louisiana, at such place as shall be designated in the notice calling the meeting. If the notice calling a meeting of the voting members does not designate a place for such meeting, then the meeting shall be held at the principal office of the corporation.

2.2 Annual meetings of the voting members shall be held at 3:00 p.m. on the Friday of Tulane Homecoming in each year, or on such other day and at such other time as shall be determined by the Board of Directors and duly noticed members, for the purpose of electing the Board of Directors and transacting such other business as may properly be brought before the meeting.

2.3 Special meetings of the voting members for any purpose or purposes, may be called by the President or any two directors. At any time, upon the written request of any person or persons entitled to call a special meeting, the Secretary shall within five (5) days after the receipt of such request call a special meeting of the voting members to be held at such time as the Secretary may fix, not less than ten (10) or more than sixty (60) days after the

receipt of such request. If the Secretary neglects or refuses timely to fix such time or to give notice of the meeting, the person or persons making the request may do so.

2.4 Except as otherwise provided in Section 2.8 hereof, or as a matter of law, written notice of the time, place and purpose of the meeting shall be given to all voting members of the corporation entitled to vote at such meeting, at least ten (10) days and not more than sixty (60) days before the day fixed for the meeting. Notice of the annual meetings need not state the purpose thereof, unless action is to be taken at the meeting for which the notice is required by law, the Articles of Incorporation or these By-Laws to state the purpose of the meeting.

2.5 Except as otherwise provided by law, the presence, in person or by proxy, of a majority of the directors shall constitute a quorum at all meetings of the voting members.

2.6 When a quorum is present at any meeting, the vote of the holders of a majority of the voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law or the Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

2.7 At any meeting of the voting members, every voting member shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such voting member and bearing a date not more than eleven months prior to said meeting, unless such instrument provides for a longer period. The holder of any proxy must be a voting member of the corporation. Each voting member shall have one vote on all matters that come for decision before the membership.

2.8 Adjournments of any annual meeting or special meeting of voting members may be taken without new notice being given unless a new record date is fixed for the adjourned meeting.

2.9 If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

### **ARTICLE III DIRECTORS**

3.1 The corporate powers shall be vested in, and the business and affairs of the corporation shall be managed by a Board of Directors of not fewer than three (3) and no more than thirty (30) natural persons. The Board may exercise all such powers of the corporation and do all such lawful acts and things which are not by law, the Articles of Incorporation or these By-Laws directed or required to be done by the voting members. All directors shall be members of the corporation. The directors shall be selected as provided in the Articles of Incorporation and shall hold office for one year and until their successors are chosen and have qualified.

3.2 In the event of any vacancy on the Board, the directors then remaining in office, even though not constituting a quorum, may fill the vacancy by majority vote for the unexpired term applicable to such vacant office, provided the voting members shall have the right to fill the vacancy at any special meeting called for that purpose prior to such action by the Board.

### **ARTICLE IV MEETINGS OF THE BOARD**

4.1 The meetings of the Board of Directors may be held at such place within or without the State of Louisiana as the Board may from time to time designate.

4.2 Regular meetings of the Board of Directors may be held at such times as shall from time to time be determined by the Board of Directors by resolution of a majority of the directors, or, if not so determined by the Board, as may be fixed in the call of the meeting, provided that oral or written notice of such resolution or call shall be given to all directors. Directors present at any regular or special meeting shall be deemed to have received due, or to have waived, notice thereof, provided that a director who participates in a meeting by telephone shall not be deemed to have received or waived due notice if, at the beginning of the meeting or of his or her participation therein, he or she objects to the transaction of any business because the meeting is not lawfully called.

4.3 Special meetings of the Board may be called by the President or any two directors on not less than 24 hours' notice given by the President or Secretary to each director either orally or in writing. If the President and Secretary fail or refuse or are

unable to call a meeting when requested by any two directors, then the two directors may call the meeting on five (5) days' written notice given to each director.

4.4 A majority of the Board shall be necessary to constitute a quorum for the transaction of business and, except as otherwise provided by law or in the Articles of Incorporation, the acts of a majority of the directors present, in person or by proxy, at a meeting at which a quorum exists shall be the acts of the Board.

4.5 If a quorum exists when the meeting is convened, the directors present may continue to do business, taking action by vote of a majority of a quorum as fixed in Section 4.4 hereof, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum or the refusal of any director present to vote.

4.6 Any action which may be taken at a meeting of the Board, or any committee thereof, may be taken by a consent in writing signed by all of the directors or by all members of the committee, as the case may be, and filed in the records of the proceedings of the Board or committee.

4.7 Members of the Board may participate in and be present at any meeting of the Board or any committee thereof by means of conference telephone or similar communications equipment if all persons participating in such meeting can hear and communicate with each other.

## **ARTICLE V COMMITTEES OF THE BOARD**

The Board may designate one or more *committees*, each committee to consist of two or more of the directors of the corporation (and one or more directors may be named as alternate committee members to replace any absent or disqualified regular members), which, to the extent provided by resolution of the Board or these By-Laws, shall have and may exercise the powers of the Board in the management of the business and affairs of the corporation. Such committee or committees shall have such name or names as may be stated in these By-Laws, or as may be determined by the Board. Any vacancy occurring in any such committee shall be filled by the Board, but the President may designate another individual to serve on the committee pending action by the Board. Each such committee member shall hold office during the term of the Board constituting it, unless otherwise ordered by the Board.

## **ARTICLE VI NOTICES**

6.1 Any written notice required or permitted by law, the Articles of Incorporation or these By-Laws to be given to any member or director shall be addressed to the member or director at his or her last known address and sent by United States mail or express mail service (postage prepaid) or by hand delivery or telephone facsimile transmission. Telephone facsimile notices shall be deemed given on the date of transmission. Any other notice shall be deemed given when delivery is received or refused (as the case may be) or two business days after such notice is placed in the United States mail, whichever occurs earlier.

6.2 Whenever any notice is required to be given by law, the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to be given that notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE VII OFFICERS**

7.1 The officers of the corporation shall be a President, one or more Vice Presidents as elected by the Board, a Secretary and a Treasurer. The same person shall not act as both President and Secretary.

7.2 The officers of the corporation shall hold office at the pleasure of the Board of Directors.

7.3 The President shall preside at all meetings of the voting members and shall have general and active management of the business of the corporation. If a Chairman of the Board of Directors has not been elected, the President shall preside at all meetings of the Board.

7.4 The President-Elect shall assume the office and duties of the President of the corporation upon (a) the conclusion of the President's term of office or (b) the death of the President or his or her inability to act. Except as may be limited by resolution of the Board, the President-Elect shall have, to the extent authorized by the President or the Board, the same powers of the President to sign contracts or other instruments on behalf of the corporation. The President-Elect shall also perform such other duties as are, from time to time, assigned to him or her by the President or the Board.

7.5 The Vice Presidents (if any), in the order specified by the Board or, if not so specified, in the order of their seniority shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the President or the Board of Directors shall prescribe.

7.6 The Secretary shall attend all meetings of the Board of Directors and all meetings of the voting members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the voting members and Board, and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he or she shall be.

7.7 The Treasurer shall oversee custody of the corporate funds and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He or she shall keep or cause to be kept a proper accounting of all receipts and disbursements and shall disburse the funds of the corporation only for proper corporate purposes or as may be ordered by the Board and shall render to the President and the Board at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation.

## **ARTICLE VIII MISCELLANEOUS**

8.1 All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

8.2 The Board of Directors may adopt for and on behalf of the corporation a fiscal or a calendar year.

8.3 The Board of Directors may adopt a corporate seal, which seal shall have inscribed thereon the name of the corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Failure to

affix the seal shall not, however, affect the validity of any instrument.

## **ARTICLE IX AMENDMENTS**

These By-Laws may be amended or repealed by the Board of Directors at any regular or special meeting, and may be amended or repealed by the voting members at any annual or special meeting, provided that, if the By-Laws are to be amended or repealed by the voting members, notice of the proposed amendment or repeal shall be contained in the notice of any such meeting of voting members.

## **ARTICLE X OPERATIONS**

10.1 Expenditures in furtherance of the purposes of the corporation, as provided in the Articles of Incorporation, shall be authorized by the President or by such other person or persons as the Board of Directors may select.

10.2 In no event shall the President or other officers make any expenditures or engage in any activity inconsistent with the corporation's status as an organization exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States Internal Revenue laws).