

**BY-LAWS OF THE  
UNITED STATES NAVAL ACADEMY ALUMNI ASSOCIATION  
OF GREATER WASHINGTON, INC.**

**ARTICLE I. NAME AND STATUS**

The name of this organization is the UNITED STATES NAVAL ACADEMY ALUMNI ASSOCIATION OF GREATER WASHINGTON, INC., a Virginia non-stock corporation as of 5 February 1981, and declared a tax-exempt charitable and educational organization, by the IRS, within the meaning of Section 501(c)(3) of the Internal Revenue Code effective 3 March 1983.

**ARTICLE II. PURPOSE**

The purpose of this Association is to support and implement the objectives and purposes of the national U.S. Naval Academy Alumni Association; to perpetuate the personal associations and memories deriving from the common backgrounds and interests of the members; to promote the mission and benefit to the public of the United States Naval Academy; to engage in community activities which will support the mission of the United States Naval Academy, particularly in its efforts to attract, educate, and retain excellent young men and women in dedicated careers of leadership in the United States Armed Forces; and to foster and promote social contact, transitioning from the military to their post-military life, and activities among its members.

**ARTICLE III. MEMBERSHIP**

A. The chapter relies on the diversity and engagement of its members. The strength of the chapter relies upon the active engagement of members through attendance at meetings and networking events, including luncheons, by volunteering to support events or committees, or by contributing to the chapter as a member of the Board of Directors. Participation is encouraged from all members. There are two types of membership:

1. Regular: For all persons, wherever residing, who have attended the United States Naval Academy.
2. Associate:
  - a. For any person, who, because of an outstanding interest and devotion to the United States Navy, the Naval Academy, or other aspects of Navy or maritime public interest, has been sponsored by three regular members and approved by the Board of Directors.
  - b. Widows/widowers of former regular members.
  - c. Blue & Gold Officers; and
  - d. Active USNA Parent's Club Members.

Associate members shall not be entitled to vote nor hold elective office, with two exceptions, but shall be eligible to serve on committee(s). A representative Blue & Gold Officer and a representative USNA Parent's Club member may also be asked to serve on the Board of Directors. They will have voting privileges according to their membership type.

B. Eligible persons, upon their application, shall be enrolled as members by the Secretary.

C. Any member may be suspended or expelled from membership for due cause, after appropriate notice and hearing, by a three-quarters vote of the Board of Directors; or may resign by letter addressed to the Secretary.

D. Members may volunteer their time or be asked to participate in either permanent or special committees as volunteers to support the purpose of the association. Permanent committees open to membership include the Nominating Committee (described in [Article X.A](#) below) and the Audit Committee (described in [Article XII.B](#) below). The participants in the Executive Committee are constrained to those roles as defined in [Article IX.E](#) below. Special committees may be created for specific Association-led events or in support of specific board responsibilities, including outreach or membership engagement.

#### **ARTICLE IV. MEETINGS**

A. The chapter seeks to hold meetings on a monthly basis or a minimum of four meetings from September through May. Members will be notified of these meetings through electronic mail or other communication.

B. The spring meeting shall be known as the annual meeting at which time the Officers, Trustee, and members of the Board of Directors shall be elected.

C. Special meetings:

1. of the general membership may be called by the President upon direction of the Board of Directors.
2. of the Board of Directors--at the call of the President.

D. The Outreach and Engagement Officer shall cause all members to be notified, by electronic mail or other writing, of the date, time, place, and principal topic of each member meeting addressed in this Article. For any meeting at which any other matter is to be voted upon by the membership, the written notice shall include a brief summary of the subject.

1. Such notice, for the Annual Meeting, shall include the names of candidates for each elective position.
2. A brief summary of the program, including the name of the speaker(s),

major announcements, and business transacted will be shared on the Association web page following the meeting.

E. The President, working with the Secretary, shall cause all members of the Board of Directors to be notified, by electronic mail or other means, of the date, time, place, and principal topic of each meeting of the Board of Directors.

F. All attendees at general membership meetings shall be requested to enter their names, Naval Academy class and those of their guest(s), on sign-up sheets. This list shall be retained in the permanent records of the Association by the Secretary and attached thereto shall be a brief summary of the program, including the name of the speaker(s), major announcements, and business transacted.

## **ARTICLE V. FINANCIAL CONTRIBUTIONS**

A. The financial support of this association shall be derived from voluntary contributions from the membership, and from funds derived from any special activities of the Association consistent with its tax-exempt status. A suggested minimum annual voluntary contribution, in light of current operating expenses, may be promulgated by the Board of Directors upon recommendation of the Treasurer. The Board of Directors upon recommendation of the Treasurer may promulgate a suggested minimum annual voluntary contribution, which is intended to support operating expenses.

B. Assessments to cover the cost of special activities such as luncheons, dinners, speaker programs, golf tournaments, sports event buses, name tag purchases and other similar activities will be determined by the Board of Directors and will be levied upon only the participating parties as a personal expense and not an expense of the Association. Accordingly these assessments, separately paid for by only the users, are not considered as "contributions" or "gross receipts" to the Association.

## **ARTICLE VI. RIGHT TO VOTE**

The right to vote, to hold office, or serve on the Board of Directors shall be limited to regular members.

## **ARTICLE VII. OFFICERS**

A. The officers of the Association shall be: a President, a Vice-president, a Secretary, a Treasurer, and an Outreach and Engagement Officer, all of whom shall be elected in accordance with [Article X. Elections](#).

B. The **President** shall preside at all meetings and shall exercise the powers and rights usual to that office; including: (1) the establishment of special or permanent committees; (2) ad-hoc membership on all committees; and (3) the authority to appoint individual members to specific ad hoc assignments.

1. In cases of emergency and/or the disability of the Treasurer, the President is authorized unilaterally to disburse funds; however, no disbursement may

be made without the approval of a majority of the Board of Directors.

2. The President shall see to the satisfaction of all obligations of the Association with respect to taxes, corporate reports, etc. and, in coordination with the chapter Trustee, shall maintain liaison with the National Alumni Association.

C. The **Vice-president** shall maintain a schedule of operational commitments of the Board as well as Association-led functions, and track the progress of the Board or committees in meeting milestones or commitments.

1. During any periods in which the President is unable to act, the Vice-president shall assume all duties and powers of the President
2. The Vice-president shall perform such other duties as the President may require.

D. The **Secretary** shall be responsible for:

1. The preparation and maintenance of the official records of the Association, which, as a minimum, shall contain:
  - a. a roster containing the names, rank, service branch, duty status, and addresses of all members; and
  - b. a file of all incoming and outgoing Association official correspondence.
  - c. the minutes of all meetings of the Board of Directors, which shall be submitted to the Board for approval at least two days before the subsequent board meeting.
2. The documentation of all meetings as required by [Articles IV.E and IV.F](#).
3. Maintaining the access to shared document collaboration space (i.e. Dropbox or other online document repository) for use by the Board of Directors.

E. The **Treasurer** shall:

1. Except as may be otherwise directed by these by-laws, effect, or cause to be effected, all Association financial operations, including the receipt, accounting for, and disbursement of monies. Whenever food, other refreshments, and/or other services are provided by an outside contractor at regular or special meetings, or other social functions, the Treasurer shall collect payment from all members and guests to cover the cost of the same.
2. Prepare, or cause to be prepared:

- a. A report of the financial condition of the Association for each meeting of the Board of Directors through the last day of the previous month and for each fiscal year.
  - b. A report of the financial condition of the Association for each fiscal quarter, each fiscal year, and for each meeting of the Board of Directors; and
  - c. All required Association tax returns and related correspondence for the signature of the President.
3. Ensure availability of required documentation in support of any audit of the Association's finances.
  4. Ensure that all disbursements of Association funds are supported by invoices, vouchers, or other documentation in sufficiently detailed auditable form, all of which shall be retained in the permanent records of the Association for at least seven years.

F. The **Outreach and Engagement Officer** shall be responsible for outreach and engagement of members and others who may advance the purpose of the Association.

1. With regards to Association meetings, they shall:
  - a. Coordinate the timing of luncheon and other network meetings as well as scheduling of speakers or other guests for those meetings; maintain a schedule of potential speakers as identified by the Board or other members.
  - b. Be responsible for notifying members, by electronic mail or other dissemination, of the date, time, place, and principal topic of the each Association meeting, excluding Board of Directors meetings, in coordination with the Secretary, in accordance with [Article IV.D.](#)
  - c. Disseminate program summaries of Association meetings required by [Article IV.D.](#)
2. The Outreach and Engagement Officer shall be responsible for member communication and promotion including:
  - a. Developing, managing, and updating the content of the Association web page; maintaining timely and relevant information desired by members.
  - b. Recruiting additional members to the Association through regularly communicating the benefits and value of membership and maintaining a profile of Association membership to highlight member diversity and engagement.
  - c. Developing and scheduling, with the support of the other directors, engaging and compelling events to serve the Association's purpose.

- d. Promoting and communicating Association-led events to members through electronic mail, social media, social networking sites, the Association web page, or other appropriate channels.
3. The Outreach and Engagement Officer may preside over and leverage the expertise of a special committee(s) created for the purpose of recruiting or retaining members, developing web content, developing a communications strategy, and/or otherwise supporting the responsibilities of the Outreach and Engagement Officer.

## **ARTICLE VIII. TRUSTEE**

In the event that this Association is allocated a Trusteeship in the National USNAAA organization based on Chapter membership, a Trustee shall be elected as provided in [Article X](#). In the event that the chapter is allocated a Trusteeship that must be filled prior to the annual election cycle described in [Article X](#) below, the Board shall appoint an interim Trustee until the next election. The Trustee elected shall serve in that capacity for a term of three years. In addition, such person may serve one additional three-year term. The Trustee's duration of service shall conform to the National USNAAA's guidance.

She/he shall provide liaison between the two organizations and render such reports to the Board of Directors and the general membership as may be appropriate; and during his/her incumbency as Trustee, he/she shall also serve as a member of the Board of Directors of this Association with full voting rights.

## **ARTICLE IX. BOARD OF DIRECTORS**

A. The Board shall be composed of fifteen, but not more than eighteen directors, consisting of the sum of the Officers, the Trustee and the members of the Board of Directors.

If the immediate past President is not elected as the Trustee (see [Article VIII](#)), he/she will become a member of the Board immediately following his/her term as President with the same voting rights as the other directors.

1. The Board may approve the following additional members of the Board of Directors: one representative Blue and Gold Officer and one (or more) President of the Greater Washington Chapter United States Naval Academy Parent's Club.
  2. The Blue and Gold Officer and Parent's Club member(s) will be non-voting members of the Board unless they hold voting privileges as regular members.
- B. The President shall convene the Board at least three times per year, or at the call of any one of its members.

C. A quorum will be required for the Board to conduct business. A quorum is defined as 40% of the members of the board to include the President or the Vice-president.

D. The Board shall have general charge of; and control, of the activities and properties of the Association except as may be otherwise provided in these by-laws. No Association property may be disbursed or otherwise disposed of except with the approval of the Board, or as specifically authorized elsewhere herein.

E. For the conduct of routine chapter business in between regular board meetings an Executive Committee is established. The President, Vice-president, Treasurer, Past-President (if not the Trustee), and the Trustee constitute the Executive Committee. If the sum of these roles is less than five, the President may appoint another Board member to participate on the Executive Committee. The actions taken by the Executive Committee should be reported to the Board via e-mail as soon as reasonable following the meeting and reviewed at the next regular Board meeting. Routine business of the chapter will be defined by the President.

F. As with the chapter, the Board of Directors relies on and represents the diversity and engagement of its members. The strength of the Board relies on the active participation of Board members in meetings, attendance at networking events including luncheons, and volunteering to support events or advance the work of the Board.

G. The Board may choose to establish special committees, in addition to those standing committees noted in [Article III](#) above, to advance the work of the board or make use of the expertise and interest of members.

## **ARTICLE X. ELECTIONS**

A. Candidates for the offices of President, Vice-president, Secretary, Treasurer, Outreach and Engagement Officer, Trustee, and up to eleven other members of the Board shall be nominated to the Association by a Nominating Committee of a minimum of three members. The Nominating Committee is to be appointed each year by the President in time for deliberations and election announcement before the Annual Spring membership meeting. The Nominating Committee shall solicit candidates and submit a single slate of recommended candidates at the Spring membership meeting and via the Chapter website and/or electronic mail. The committee shall announce that additional nominations from the floor may be made at the Spring meeting, or via electronic mail and shared at the Spring meeting.

B. The President's appointment order shall be a formal precept which will direct the Committee to make its selections of candidates from those members who have declared not only their willingness to serve, but who are also able to make adequate commitments of time and energy required by the positions to which they aspire. The Nominating Committee shall be sensitive to ensure that as much as possible, the candidates for election to the Association's Board of Directors reflect the diversity of our Alumni in terms of age, gender, and ethnicity. In particular, in order to equitably distribute the class-year makeup of the Board, the Committee shall endeavor to include at least one nominee from each of the most recent class-year decades represented by members generally active in

the affairs of the Association.

C. The officers, trustee, and additional members of the Board shall be elected at the Annual Meeting held in spring from the committee nominations previously reported and/or such additional nominations as may be made from the floor or shared if received electronically prior to the meeting. Except where there is no contest(s), all elections shall be conducted by secret written ballot conducted by non-candidate ad-hoc tellers appointed by the President or via electronic voting. In the election of the additional members of the Board, the candidates receiving the highest number of votes of the active members voting shall be declared elected.

D. The newly-elected officers and directors, as well as the identified Blue and Gold and USNA Parents Club member, shall assume office on June 1, or after results of the election are available and communicated. They shall serve for one year or until their respective successors are elected. The Chapter Trustee shall assume his/her duties immediately after the adjournment of the spring meeting, and shall serve his/her term as described in [Article VIII](#). No specific formalities for assuming office are required; however the traditional amenities for "changing command" shall be observed with respect to turnover of documents and other material, and notice of any impending urgent business requiring attention by the incoming Board members.

#### **ARTICLE XI. VACANCIES**

Should any elected officer position, the Trustee position, or a position on the Board of Directors become vacant prior to the end of the respective term of office for that position, the Board of Directors by majority vote shall determine the course of action to follow regarding the vacant position.

#### **ARTICLE XII. FISCAL YEAR AND AUDIT**

A. The fiscal year shall run from 1 September through 31 August of the following year.

B. The President shall annually appoint an Audit Committee of three active members prior to 1 September to review the books of record and all supporting documents immediately after the close of the Fiscal Year, or whenever a vacancy occurs in the office of Treasurer. The audit report shall be signed by all committee members and retained with the official records of the Association; and a brief summary thereof shall be announced by the President at the first subsequent general membership meeting.

#### **ARTICLE XIII. AMENDMENTS**

Amendments to these by-laws may be proposed by any active member prior to 31 December for consideration at the next Annual Meeting. Upon review by the Board of Directors, the proposed amendment shall be placed on the ballot for such meeting. If approved by a majority vote of the active members present and voting, the amendment shall thereupon become effective.