

# **U. S. NAVAL ACADEMY ALUMNI ASSOCIATION NORTH TEXAS CHAPTER BYLAWS**

**Approved – \_\_ October 2014**

## **ARTICLE I - GENERAL STATEMENT**

The North Texas Chapter (hereinafter the "Chapter") of the United States Naval Academy Alumni Association of Annapolis, Maryland (hereinafter the "National Association") is formed as an incorporated unit affiliated with the National Association, and is recognized as such by the National Association. The Chapter is organized as a public charity under section 509(a) (2) of the Internal Revenue Code

## **ARTICLE II - MISSION STATEMENT**

The Mission of the Chapter is:

- (A) To foster the interests of our country, the Naval Service, the United States Naval Academy ("Naval Academy"), and its Alumni in the North Texas Chapter Territory
- (B) To perpetuate the friendships and associations formed by members through their common experience and interest in the Naval Academy and the Naval Service, and to promote fraternity among Naval Academy Alumni;
- (C) To seek out, inform, encourage, and assist outstanding qualified young men and women to pursue careers as officers in the Navy and Marine Corps, especially through entry into the Naval Academy; and
- (D) To initiate and sponsor activities that will perpetuate the history, tradition, memories, and growth of the Naval Academy and bind Alumni together in support of the highest ideals of leadership, citizenship, and government.

The mission of this Chapter is entirely patriotic, fraternal, and philanthropic and is not for the private financial advantage of any member.

## **ARTICLE III - MANAGEMENT**

**Board of Directors** (or, hereinafter, the "Board")

- (A) The business, property, and funds of the Chapter shall be managed and controlled by the Board, which shall be composed of up to nine members:
  - a. five Officers: President, Vice President of Programs, Secretary, Treasurer, and Vice President of Membership;
  - b. two additional General Directors to be elected from the Membership at large;

- c. the currently-serving Chapter Trustee, if one currently serving and not already a Board Member; and
  - d. the two most recent past Presidents, if there is no serving Chapter Trustee, or the most recent serving President, if there is a serving Chapter Trustee. Past Presidents must be members in good standing and continue to reside within the North Texas Chapter territory to serve as Board Members.
- (B) All past Presidents of the Chapter who are Chapter members in good standing and residing in the North Texas Chapter territory shall serve as Ex-Officio Members.
  - (C) Any five members of the Board, one of whom shall be the President, shall constitute a quorum for the transaction of business at any meeting of the Board.
  - (D) Actions of the Board shall be decided by a majority vote of those present. In the event of a tie vote, the President's vote shall be deemed the deciding vote.
  - (E) Should an urgent situation arise requiring a decision by the Board, when a meeting is impractical, or when a sufficient number of members are unable to attend to form a quorum, the President may obtain a vote of the Board members by telephone or other electronic means to supplement those in attendance at the meeting, if a meeting is held. At least four members of the Board in addition to the President must vote, either by phone or in person, to constitute a quorum. The issue will be determined by a majority vote.
  - (F) At least one meeting of the Board shall be held annually. The Regular Members shall be invited to this annual meeting. Other meetings of the Board shall be held upon the call of the President, or upon written notice and request of any two members of the Board. Notice of all meetings shall be transmitted to all Regular Members at least forty-eight (48) hours prior to such meeting, unless same shall be waived by all members of the Board.
  - (G) Any vacancies occurring in the Chapter Officers or elected Directors, except the President (see Article IV, (H) below), shall be filled by the majority vote of the remaining members of the Board, from eligible Regular Members of the Chapter, to serve until the next Election Meeting.
  - (H) The *President* shall preside at meetings of the chapter and shall serve as the Chairman of the Board. He may appoint standing or special committees to carry out the mission of the Chapter, nominate succeeding officers, or for any other purposes consistent with the mission of the Chapter.
  - (I) The *Vice President of Programs* shall provide speakers for meetings, establish and develop other Chapter events, and perform the duties of the President in his absence and such other duties as may be assigned by the President. In case the President shall be unable to complete his term, the Vice President of Programs shall become President and the Board shall elect a Vice President of Programs to serve the remainder of the unexpired term.
  - (J) The *Secretary* shall record minutes of the Membership Meetings and the Board Meetings, and shall post notices and minutes of all such meetings; prepare regular updates to the Chapter, all as directed by the President; and correspond with the National Association's *Shipmate* chapter column. He shall have such authority in transacting the business of the Chapter as shall be granted to him by the Board.
  - (K) The *Treasurer* shall receive dues, fees, gifts, and other funds of the Chapter and expend them, invest them, or deposit them for safekeeping as directed by the

- Board; shall maintain a complete record of all receipts and expenditures and present for audit a statement of receipts and expenditures on or about December 31<sup>st</sup> of each year, and at any other time required by the Board; shall solicit and collect dues from members in accordance with the Chapter's established membership policies; and shall provide an annual financial report to the membership in the first quarter of the year. An audit, with results approved by the Board, will be conducted when a new Treasurer is elected.
- (L) The *Vice President of Membership* shall function as Administrator of the Chapter membership list and shall be responsible for the Chapter Membership Data Base and the continual updating thereof. He shall be responsible for soliciting new members for the chapter, and establishing programs to increase membership renewal.
  - (M) The *Website Administrator* is a non-voting officer position responsible for maintaining the currency of the data and the functionality of the Chapter website.

#### **ARTICLE IV - MEMBERSHIP**

The following persons shall be eligible for membership in the Chapter:

- (A) Any person who has been sworn in as a Midshipman for the full and regular course prescribed by the Academic Board for his or her class at the Naval Academy, and who resides or is domiciled in the North Texas Chapter Territory, shall be a Regular Member of the Chapter upon the graduation of that class and upon payment of prescribed Dues of the Chapter.
- (B) In addition to those eligible for Regular Membership as provided above, a person having demonstrated active support of the Naval Academy, the Naval Academy Alumni Association, and/or the North Texas Chapter may be invited to apply for Associate Membership. Approval of issuance of such invitation will be considered on an individual basis by the Board. With the payment of prescribed Dues of the Chapter, an Associate Member shall have all the privileges of Regular Membership except they shall not be eligible to vote or hold office in the Chapter.
- (C) Individuals who have (i) rendered outstanding and conspicuous service to the United States, the Naval Service or the Naval Academy, or (ii) are widows or widowers of those who were eligible for Regular Membership and who reside or are domiciled in the North Texas Chapter Territory, or (iii) are individuals on Active Duty currently stationed within the Territory; shall be eligible for Honorary Membership. An Honorary Member shall have all privileges of Regular Membership, except those of voting and holding office. Honorary Members will not be required to pay dues.
- (D) Any person who is a resident of the Chapter area and an alumnus of the U. S. Naval Academy will be considered for *Lifetime Membership* upon their class's 50<sup>th</sup> anniversary of graduation. Lifetime Members will have all privileges of Regular Membership. Lifetime Members will not be required to pay dues.
- (E) The Chapter Territory shall be defined as the geographical area as designated from time to time by the National Association.

- (F) No person who has been convicted by final judgment in a court of law for an infamous offense, or separated from the United States Armed Forces under other than honorable conditions, shall be eligible or retain any class of membership in the Chapter.
- (G) There shall be an annual Membership Meeting held at a Chapter meeting each year, at a time and place specified by the Board, for the purpose of electing officers and transacting Chapter business as may come before such meeting. The annual Membership Meeting may be held concurrently with a regular Monthly Meeting. Notice of such meeting shall be published by the Chapter electronically or in an email newsletter at least ten (10) days prior to such annual Membership Meeting. Notice of specific business to be transacted at such meeting will be given in such notice, except for proposed changes of these Bylaws and calls for election of officers which will be in accordance with those sections of these bylaws specific to them.
- (H) Chapter business, except the election of officers and amending the Bylaws as hereafter prescribed may be conducted by the majority vote of members present at monthly Chapter meetings which time and place shall be set from time to time by the Board. Such schedule shall be published in the Chapter newsletter, which shall constitute notice of such meetings.

## **ARTICLE V – ELECTIONS**

Chapter Officer and Director Elections shall be held in the fall of odd numbered years.

- (A) Nominations by any Regular Member for Officer and Directors shall be submitted to the Secretary in advance of the Chapter Meeting (Nominating Meeting) immediately preceding the annual Membership meeting, and during such meeting additional nominations may be taken from Regular Members in attendance
- (B) The Secretary shall, within 5 days of the Nominating Meeting, promulgate the slate of Candidates to the Chapter Membership for electronic balloting to be conducted during the time between the Nominating Meeting and annual Membership Meeting
- (C) The Secretary shall close the voting at noon Central time two days prior to the annual Membership Meeting.
- (D) The Secretary, along with at least two other Board members, shall canvass the vote and announce the election results at the annual Membership Meeting. .
- (E) Two year terms of office for the Chapter Officers will begin on January 1<sup>st</sup> following the election. The President may only serve two consecutive terms in that office, and the other Chapter Officers may be reelected for up to three consecutive terms only, in that specific office, unless otherwise authorized by the Board of Directors in cases where qualified successors have not been nominated in accordance with these bylaws and will result in a vacant position.

Chapter Directors.

- (A) Chapter Directors will serve overlapping four year terms with one Director elected at each election. At each chapter biannual election, one Director will be elected and one former President appointed to four year terms.
- (B) An elected Chapter Director may not succeed himself unless authorized by the Board of Directors in cases where qualified successors have not been nominated in accordance with these bylaws and will result in a vacant position.

National Trustee.

- (A) When appropriate in the year of the triennial chapter membership count, generally in the first quarter of the year, the Secretary and President shall conduct an election of a Chapter Trustee in a manner consistent with the election of Board members as required by this Article. The election must be completed in time to respond in a timely manner to the National Association's announcement of the chapters who have qualified for large chapter seats.
- (B) The Chapter Trustee term shall be for three (3) years, or as specified by the National Association, so long as the Chapter qualifies.
- (C) Candidates for the office of Chapter Trustee must meet all of the following requirements:
  - a. Must be able to attend all Trustee Meetings at the Naval Academy
  - b. Must be a Regular Member in good standing.
  - c. The Chapter Trustee's tenure will be in accordance with the National Association's bylaws.
- (D) The Chapter Trustee is subject to recall by the Board for cause.
- (E) Should the Chapter Trustee be unable to serve his complete term, the Board, in accordance with Article V (D) above, shall elect a qualified replacement to complete the trustee's three year term.
- (F) The Chapter shall reimburse the Chapter Trustee for reasonable travel expenses (not otherwise reimbursed by the National Association) associated with regular meetings of the National Association Board.

## **ARTICLE VI - INCOME AND EXPENSES**

- (A) The Board is authorized to accept gifts for the purposes within the mission of the Chapter.
- (B) Dues shall be solicited from the Chapter membership to support Chapter activities. The amount of such dues shall be set annually by the Board. The payment of such Dues shall be a condition of membership.
- (C) The Officers are authorized to expend reasonable funds for the Chapter website, for printing and mailing of Chapter newsletters, other notices, reimbursement of authorized expenses incurred in the furtherance of Chapter business and for Chapter activities. However, neither the Board, nor any Officer, shall, under any circumstance, obligate or make any expenditure or expenditures in excess of \$1000 without the consent of three (3) members of the board, and never in excess of the funds available in the Chapter's treasury.

## **ARTICLE VII – POLICIES**

- (A) In keeping with our Mission, the Chapter Roster shall not be sold, loaned, distributed, or given to anyone for commercial purposes.
- (B) Monthly meetings, annual meetings or any other event of the Chapter, shall not be used by members or guests as a forum for commercial purposes. If a question arises concerning whether or not an action or proposed action, is commercial, the final determination shall be made by the Board. Likewise, should an instance occur wherein a waiver is required, the decision shall be made by the Board.

## **ARTICLE VIII - DISSOLUTION**

In the event of dissolution of the Chapter, funds remaining in the Chapter treasury, after all obligations are paid, shall be distributed to the National Association as a donation to its non-restricted funds.

## **ARTICLE IX - AMENDMENTS**

Any amendment to these Bylaws may be proposed by any Regular Member of the Chapter. Such a proposal shall be submitted to the President, in writing, who shall cause such proposed amendment, or a general description thereof, to be included in the notice of the next Chapter Meeting. At this meeting, such proposed amendment or amendments shall be presented by the Secretary for discussion and possible modifications by those in attendance or by Regular Members submitting suggested modifications in advance of the Meeting to the Secretary. Within 30 days following this meeting the Secretary, having considered all comments shall provide all Regular Members with the proposed amendments (including any modifications submitted in accordance with this Article), for approval by the Regular Membership via electronic ballot. The Secretary and at least two other Board Members shall canvass the votes received on the fifteenth day from the date of the distribution of the electronic ballots to the Membership. The amendments shall be deemed approved upon two thirds votes in favor of the proposed amendments in the ballots received.

## **ARTICLE X – MISCELLANEOUS**

Gender – all references herein to the masculine shall by be interpreted to be a reference the masculine and feminine