

**The Greater Southern Maryland  
Chapter  
Of**



**Bylaws**

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**BYLAWS  
OF  
The Greater Southern Maryland Chapter  
Of  
The United States Naval Academy Alumni Association, Incorporated**

*ARTICLE 1  
NAME AND LOCATION*

**SECTION 1. NAME**

The name of the organization, as recognized by the United States Naval Academy Alumni Association hereafter called the Alumni Association, shall be the Greater Southern Maryland Chapter of the United States Naval Academy Alumni Association, hereafter called the Chapter.

**SECTION 2. PRINCIPAL OFFICE**

The principal office of the chapter is located in St. Mary's County in the State of Maryland.

**SECTION 3. CHANGE OF ADDRESS**

The designation of the county or state of the chapter's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

P.O. Box 196, Great Mills, Maryland 20634 effective 1 January 2023.

**SECTION 4. OTHER OFFICES**

The chapter may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

*ARTICLE 2  
NONPROFIT PURPOSES*

**SECTION 1. IRC SECTION 501(C)(3) PURPOSES**

This chapter is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**SECTION 2. MISSION**

The mission of this corporation shall be to serve and support the United States, the Naval Service, the United States Naval Academy and the members:

a. By seeking out, informing, encouraging and assisting outstanding, qualified young men and women to pursue careers as officers in the Navy and Marine Corps through the Naval Academy.

b. By communicating the message of the Naval Academy to the area alumni.

c. By initiating and sponsoring activities which will perpetuate the history, traditions, and memories of the Naval Academy, strengthen the Naval Academy, and bind alumni together in support of the highest ideals of command, citizenship, and government.

d. To do such other lawful acts as may contribute to the furtherance of the United States Naval Academy.

*ARTICLE 3*  
*MEMBERS*

**SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The chapter shall have two classes of members, regular members and associate members. No member shall hold more than one membership in the chapter. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this chapter, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

**SECTION 2. QUALIFICATIONS OF MEMBERS**

The qualifications of regular and associate members are listed below.

a. Regular Membership in this chapter is available to any person who has been sworn in as a Midshipman at the United States Naval Academy and whose service has not been terminated under other than honorable conditions. Regular members shall be entitled to one vote and may hold office.

b. Associate Membership is by invitation to— anyone who has demonstrated active support of the Naval Service, the Naval Academy, or the Alumni Association. Associate Members do not have the right to vote. The number of Associate Members shall not exceed ten percent of the Regular Members.

c. Each regular member shall be a member in good standing of the United States Naval Academy Alumni Association.

**SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership upon application and payment of dues.

**SECTION 4. DUES**

The annual dues payable to the chapter by Regular and Associate Members shall be as determined by the Board. Annual dues will not be assessed for widows or widowers of deceased alumni.

**SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the chapter may admit.

**SECTION 6. MEMBERSHIP BOOK**

The chapter shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership.

## **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this chapter is not, as such, personally liable for the debts, liabilities, or obligations of the chapter.

## **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

## **SECTION 9. TERMINATION OF MEMBERSHIP**

Membership shall terminate upon the occurrence of any of the following events:

a. Upon his or her notice of such termination delivered to the President or Secretary of the chapter personally or by mail, such membership to terminate on the date of receipt of such notice or at any later date specified therein.

b. If the chapter has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the chapter. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

c. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the chapter. Any person expelled from the chapter shall receive a prorated refund of dues already paid for the current dues period.

All rights of a member in the chapter shall cease on termination of membership as herein provided.

## *ARTICLE 4 OFFICERS*

### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the chapter shall be a President, a Vice President, a Secretary, and a Treasurer. The officers shall constitute the Executive Committee. The chapter may also have a Chairperson of the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. The President shall function as the Chairperson of the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Any person who is a regular member may serve as an officer of this chapter.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the regular members from their own membership, at the regular annual meeting. Each officer shall hold office for one year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the chapter. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the chapter.

#### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the chapter and shall, subject to the control of the Board of Directors, supervise and control the affairs of the chapter and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the chapter, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the chapter the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the chapter or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the chapter and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the chapter.

Keep at the principal office of the chapter a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the chapter, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the chapter.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the chapter, and deposit all such funds in the name of the chapter in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the chapter from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the chapter as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the chapter's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the chapter, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the chapter.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the chapter, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 10. COMPENSATION**

Officers shall serve without compensation.



*ARTICLE 5*  
*DIRECTORS*

**SECTION 1. NUMBER**

The Board of Directors, shall consist of the Chapter Officers and at least three other Regular Members not to exceed a total of fifteen directors (four Officers and eleven Regular Members), hereafter called the Board.

**SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in this state. Other qualifications for directors of this chapter shall be as follows:

Each director shall be a member in good standing of the United States Naval Academy Alumni Association and of the Greater Southern Maryland Chapter of the United States Naval Academy Alumni Association with all dues current.

**SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this chapter, the activities and affairs of this chapter shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

**SECTION 4. DUTIES**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the chapter;
- c. Supervise all officers, agents and employees of the chapter to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the chapter. Notices of meetings mailed or electronically mailed to them at such addresses shall be valid notices thereof.

**SECTION 5. TERM OF OFFICE**

Each year, one third of the authorized number of directors exclusive of officers shall be elected to serve on the Board. Each director shall hold office for a period of three years and until his or her successor is elected and qualifies. Each director may serve consecutive terms.

At the end of the first year of operation of the Chapter, one third of the directors will be selected by random and secret drawing to end their term as director and to seek re-election for a full three year period should they so desire.

At the end of the second year of operation of the Chapter, one third of the directors initially members of the board and not having to end their terms at the end of the first year will be selected by random and secret drawing to end their term as director and to seek re-election for a full three year period should they so desire.

#### **SECTION 6. COMPENSATION**

Directors shall serve without compensation.

#### **SECTION 7. VACANCIES**

Vacancies on the Board shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the chapter would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board or until his or her death, resignation or removal from office at which time the remaining term of office will be filled by election of the regular members.

#### **SECTION 8. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the chapter.

#### **SECTION 9. INDEMNIFICATION BY CHAPTER OF DIRECTORS AND OFFICERS**

The directors and officers of the chapter shall be indemnified by the chapter to the fullest extent permissible under the laws of this state.

#### **SECTION 10. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the chapter (including a director, officer, employee or other agent of the chapter) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the chapter would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

### *ARTICLE 6 MEETINGS*

#### **SECTION 1. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the chapter or at such other place or places as may be designated from time to time by resolution of the Board.

The Executive Committee may, in its sole discretion, determine that any meeting of the members shall not be held at any place, but may instead be held solely by means of remote communication. The Executive Committee may also determine that any number of attendees, up to and including all attendees, may participate in any meeting of the Board of Directors by means of remote communication. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members shall receive at least seven (7) days advance notice of the change to a remote meeting and shall be provided instructions for participation and voting for such remote meeting.

Meetings held by remote communication shall be subject to the following provisions:

(1) The technology used for the electronic meeting shall allow attendees full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.

(2) The Board shall implement reasonable measures to authenticate the attendance and vote of each attendee.

(3) Any action that could be taken at an in-person meeting may also be taken at a remote meeting held pursuant to this provision.

## **SECTION 2. REGULAR MEETINGS**

A regular annual meeting of members shall be held in February on a day to be determined by the Board.

The purpose of the annual meeting is the election of officers, directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes for each office or director position up to the number of directors to be elected shall be elected. Each voting member shall cast one vote for each vacancy.

Regular meetings of the Board shall be held each month. These meeting will be open to members.

## **SECTION 3. SPECIAL MEETINGS**

Special meetings may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the chapter or, if different, at the place designated by the person or persons calling the special meeting.

## **SECTION 4. QUORUM FOR MEETINGS**

A quorum for meetings of members shall consist of a majority of the voting members of the chapter appearing in person or by proxy.

A quorum for meetings of the Board shall consist of a majority of the members of the Board and can be effected in person or by proxy.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **SECTION 5. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the members.

#### **SECTION 6. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

#### **SECTION 7. VOTING RIGHTS**

Each Regular Member is entitled to one vote on each matter submitted to a vote by the members. Each member of the Board is entitled to one vote on each matter submitted to a vote by the Board. Voting at duly held meetings shall be by voice vote. Election of Officers and Directors, however, shall be by written ballot.

#### **SECTION 8. ACTION BY WRITTEN BALLOT**

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting may be taken without a meeting if the chapter distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- a. set forth the proposed action;
- b. provide an opportunity to specify approval or disapproval of each proposal;
- c. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors and officers, state the percentage of approvals necessary to pass the measure submitted; and
- d. shall specify the date by which the ballot must be received by the chapter in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the chapter.

Ballots shall be mailed or delivered in the manner required for giving notice of meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors and Officers shall be elected by written ballot. Such ballots for the election of Officers and Directors shall list the persons nominated at the time the ballots are mailed or delivered.

#### **SECTION 9. CONDUCT OF MEETINGS**

Meetings shall be chaired by the President of the chapter or, in his or her absence, by the Vice President of the chapter or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the chapter shall act as Secretary of all meetings, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

#### **SECTION 10. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the members and of the Board:

a. Regular Meetings. No notice need be given of any regular meeting.

b. Special Meetings. At least one week prior notice shall be given by the Secretary of the chapter to each director of each special meeting of the Board and to each member of each special meeting of the members. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or electronic mail notification, the director or member to be contacted shall acknowledge personal receipt of the facsimile notice or electronic mail notice by a return message or telephone call within twenty-four hours of the first facsimile or electronic mail transmission.

c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director or member of this chapter under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### *ARTICLE 7 COMMITTEES*

#### **SECTION 1. EXECUTIVE COMMITTEE**

The officers of the chapter shall constitute the Executive Committee. The Board delegates to such committee the powers and authority of the board in the management of the business and affairs of the chapter, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the chapter records, and report the same to the board from time to time as the board may require.

## **SECTION 2. OTHER COMMITTEES**

The chapter shall have such other committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## *ARTICLE 8*

### *EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS*

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the chapter, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the chapter by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the chapter shall be signed by the Treasurer and countersigned by the President of the chapter.

#### **SECTION 3. DEPOSITS**

All funds of the chapter shall be deposited from time to time to the credit of the chapter in such banks, trust companies, or other depositories as the Board may select.

#### **SECTION 4. GIFTS**

The Board may accept on behalf of the chapter any contribution, gift, bequest, or devise for the nonprofit purposes of this chapter.

## *ARTICLE 9*

### *CORPORATE RECORDS, REPORTS AND SEAL*

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The chapter shall keep at its principal office:

a. Minutes of all meetings of directors, committees of the board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses as audited annually by a finance committee designated by the Board;

c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

d. A copy of the chapter's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the chapter at all reasonable times during office hours.

## **SECTION 2. CORPORATE SEAL**

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the chapter. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the chapter and shall have such other rights to inspect the books, records and properties of this chapter as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

a. To inspect the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the chapter, which demand shall state the purpose for which the inspection rights are requested.

b. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the chapter by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this chapter as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **SECTION 5. PERIODIC REPORT**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this chapter, to be so prepared and delivered within the time limits set by law.

### *ARTICLE 10*

#### *IRC 501(C)(3) TAX EXEMPTION PROVISIONS*

## **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this chapter shall not participate in, or intervene in (including the publishing

or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this chapter shall not carry on any activities not permitted to be carried on (a) by a chapter exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a chapter, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this chapter shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this chapter.

## **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this chapter, its assets remaining after payment, or provision for payment, of all debts and liabilities of this chapter shall be distributed to the United States Naval Academy Alumni Association for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this chapter is a private foundation as described in Section 509(a) of the Internal Revenue Code, the chapter (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the chapter to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### *ARTICLE 11*

#### *AMENDMENT OF BYLAWS*

## **SECTION 1. AMENDMENT**

Subject to the power of the members, if any, of this chapter to adopt, amend or repeal the Bylaws of this chapter and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board.

### *ARTICLE 12*

#### *CONSTRUCTION AND TERMS*

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this chapter, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.



All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this chapter filed with an office of this state and used to establish the legal existence of this chapter.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors of this chapter, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the fourteen preceding pages, as the Bylaws of this chapter.

Dated: August 24, 1999

/s/ P. W. McClellan, '54	/s/ Jack Pappas, '61	/s/ Bruce Davidson, '65
/s/ Rene Chicoine, '67	/s/ Ted Herring, '67	/s/ Wayne Wilson, '67
/s/ Gordon K. Smith, '68	/s/ Craig Steidle, '68	/s/ Jim Sandberg, '69
/s/ Mike Cosgrove, '70	/s/ Mike DeManss, '73	/s/ Andy Mechling, '73
/s/ Dennis Bostich, '74	/s/ Richard L. Snyder, '75	/s/ Lyn Whitmer, '75
	/s/ Gary Bell, '81	/s/ Steve Eastburg, '81
/s/ Herb Yee, '82		

Amended by Board of Directors vote on November 14, 2023 and certified by GSMC President, Micheal Thumm.

  
Micheal W. Thumm  
GSMC President