

United States Naval Academy
Parents and Sponsors Club of
Maryland

DBA

United States Naval Academy
Parents Club of Maryland

By-laws as of March 30, 2013

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ARTICLE I – NAME

The name of this Corporation shall be the United States Naval Academy Parents and Sponsors Club of Maryland, and shall be known as the United States Naval Academy Parents Club of Maryland. (Maryland Club)

ARTICLE II – PURPOSES

The purposes of this non-profit Corporation are:

- To provide support to Midshipmen (at any grade level) of the United States Naval Academy (USNA) and future Naval and Marine Corps officers; and
- To provide information and support to the parents, guardians, and supporters of the USNA Midshipmen and appointees, USNA Preparatory School and Foundation students, and graduates.

The Corporation will not engage in any political or lobbying activities other than fund raisers from time to time to support the activities of the Maryland Club in support of the Midshipmen of the United States Naval Academy.

ARTICLE III – MEMBERSHIP

Section 1 – Membership

Membership shall be by family and of four categories: Regular, Associate, Affiliate, and Honorary. Any eligible family having paid the required dues shall be considered members in good standing.

Section 2 – Regular Membership

Regular Membership is open to residents of Maryland, the District of Columbia, and West Virginia who are the parents, guardians, and supports of USNA Midshipmen who pay annual dues as established by the Executive Board (Board) of the Maryland Club. Each household family who has fully paid its annual dues will be entitled to one vote. A household is defined as a married couple or single household member or supporter of a Midshipman at the USNA.

Section 3 – Associate Membership

Associate Membership is open to residents of Maryland, the District of Columbia, and West Virginia who wish to participate in the Corporation but who do not meet the qualifications of regular membership, as well as, parents and guardians of current students at the Naval Academy Preparatory School (NAPS) in Newport, Rhode Island or a Foundation School sponsored by USNA.

Section 4 – Affiliate Membership

Affiliate Membership is open to any other interested parties, who wish to receive the Corporation communications or receive other benefits from the Corporation, or have other interests in the Corporation e.g. USNA Alumni Association officers, Blue and Gold officers, etc.

Section 5 – Honorary Membership

Honorary Membership may be conferred by the Board upon any person who, in the opinion of the Board, has rendered distinguished service to the Corporation or to USNA. Honorary members will have a lifetime membership with limited (non-voting) privileges in the Corporation.

Section 6 – Payment of Dues

Any member whose dues are more than 60 days past due will have their voting privileges suspended until such time as their dues are paid in full. Annual dues will be established by the Board at the beginning of each academic year of USNA.

ARTICLE IV – MEETINGS OF THE MEMBERS

Section 1 – Regular Meetings

Regular meetings of the members shall be held at a place and time designated by the Board.

Section 2 – Quorum

A quorum is defined as one third of the regular members in good standing.

Section 3 – Special Meetings

Special meetings may be called by the President of the Maryland Club or upon written request of twenty-five percent (25%) of the paid membership in good standing of the Maryland Club.

Section 4 – Annual Meeting

The Annual Meeting of the Maryland Club shall take place at a specific date, time, and location designated by the President of the Maryland Club. At the Annual Meeting, the membership shall elect officers as established by the Articles of Incorporation and will establish its goals for the upcoming year.

Section 5 – Notice of Meetings

The Secretary shall give notice of the annual membership meeting 30 days prior to the meeting to every member in good standing telling the time and place of such annual meeting. As to other meetings, notice shall be given to each voting member not less than two weeks prior to the meeting. The Secretary shall give any notices by electronic communication available to the Maryland Club, e.g. email, Facebook, etc.

Section 6 – Voting

All issues to be voted on, except for by-law amendments shall be decided upon by a majority of those present at the meeting in which the vote takes place.

ARTICLE V – EXECUTIVE BOARD

Section 1 – Board Role, Size, and Compensation

The Board will be responsible for the overall policy and direction of the Maryland Club. The Board receives no compensation other than reasonable expenses.

Section 2 – Composition of the Board

The Board Directors shall consist of the President, Vice-President, Treasurer, and Secretary.

Section 3 – Terms

Each elected officer will serve a term of two years. Elections will be held on alternate years: President and Secretary on odd years, Vice-President and Treasurer on even years. In the event an officer leaves or resigns prior to the expiration of his/her term, a special election will be held within 90 days of the vacancy for the remainder of said term.

Section 4 – Meetings

The Board shall meet at least twice during the USNA academic year, and if a special meeting is called by the President or by the membership consisting of 25% of the membership in good standing.

Section 5 – USNA/USNAAAF Advisor

The USNA Alumni Association and Foundation (USNAAAF) will be represented on the board by the individual employed as the Coordinator, Parents Programs at USNAAAF. This person shall be a non-voting member of the Board.

Section 6 – Quorum/Voting

A quorum consists of at least 75% of the Board, either in person or electronically, for business transactions to take place and motions to pass.

Section 7 – Board Elections

The officers of the Board shall be elected by a simple majority of membership present at the annual meeting.

Section 8 – Board Vacancies

Any vacancy on the Board will be filled by a special election within 90 days of the vacancy. Elections for this vacancy will be conducted by a special meeting called by any Board member and the membership may vote at the meeting or by electronic means at the time of the meeting. The term of the election will be for the remaining term of the position vacated and the position comes up for election during its normal cycle.

Section 9 – Resignation, termination, and absences

A resignation from the Board must be in writing and received by the Secretary. If the resignation is that of the Secretary, said resignation will be submitted to the President of the Club. An elected officer may be removed from office in the event of excessive absence from Club meetings during his/her term of office. A member may be removed for other causes by 75% of the Executive Board vote.

Section 10 – Special Meetings

Special meetings of the Board may be called by the President and shall be called by the Secretary upon receipt of a written request for same signed by a majority of the Board.

Section 11 – Notice of Meetings

Notice of meetings of the Board shall be given by the Secretary at least fourteen (14) days prior to the date of said meeting, unless this provision is waived by a majority of the Board. Any notice of a meeting of the Board shall state the purpose of that meeting.

Section 12 – Telephone Conference Meetings

The Board or the members of any committee may participate in a meeting of the Board or such committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 13 – Online Action

To the extent permissible by the Maryland Corporations and Associations Statute, meetings may be held by means of Web conferencing, electronic voting via email, or means as dictated by action of the Board.

Section 14 – Committees

The President shall appoint the chairperson of any committee approved by the Board. Any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-laws for the Board.

ARTICLE VI – OFFICERS

Section 1 – Enumeration

The elected officers of the Maryland Club shall be President, Vice-President, Secretary, Treasurer and other officers may from time to time be determined by the Board.

Section 2 – Election

All positions on the Board shall be elected every two years. To provide continuity to Club operations, the President and Secretary will be elected on odd years, and the Vice-President and Treasurer will be elected on even years.

Section 3 – Criteria for Officers

Each candidate must be a member in good standing to include having paid his/her dues for the year of the election. Additionally, the President shall be a regular member. Each elected officer must maintain an active membership status during the complete tenure of his/her office.

Section 4 – Vacancies

Should a vacancy occur in any elected office, other than that of the President, the President may appoint another to serve in that position temporarily until which time a special election will be held within 90 days. The duration of the term will be for the remaining time of the elected office, at which time the person may run for a full term.

Should the President be relieved of his/her duties, the Vice-President shall serve as President until a special election is held within 90 days of the vacancy.

Section 5 – Responsibilities of Officers

President – It shall be the duty of the President to:

- Serve as the Chair of any Committee unless the Board has approved the chairperson of said committee;
- Preside over all members and the Board;
- Exercise such powers and duties generally pertaining to the office of the President;
- Serve as an ex-officio member of committees, except the Nominating Committee.

Vice-President – It shall be the duty of the Vice-President to:

- Chair the Planning Committee;
- Perform all duties of the office of the President in the absence, incapacitation, or at the request of the President or as may be directed by the Board of Directors;
- Serve as the Chair of the Membership Committee;
- Perform all normal duties assigned at the direction of the President.

Secretary – It shall be the duty of the Secretary to:

- Take and maintain a record of all the proceedings of all the meetings of the members and the Board;
- Be responsible for and conduct such correspondence as shall be directed either by the President or the Board;
- Perform such duties and have such powers additional to the foregoing as the Board shall designate.

Treasurer – It shall be the duty of the Treasurer to:

- Give a written financial report to the Board at least twice a year and an annual report to the membership at its annual meeting;
- Recommend all allotments of necessary monies for all operations of the Maryland Club;
- Collect and record all monies from the membership and deposit the same within two weeks of receipt in a bank approved by the Board;
- Recommend to the Board the annual dues for the coming year;
- Certify the status of all paying members of the Maryland Club to determine member in good standing status for all voting and elections;
- Chair the Budget Committee;
- Receipt funds collected.

Section 6 – Election of Officers

- The President shall annually appoint a Chair of the Nominating Committee. The Chair will then seek volunteers of at least four others to serve as the Nominating Committee drawn from the membership of the Maryland Club. The Nominating Committee will vet all candidates and present a slate of candidates for each office which an election will be held in accordance with the year of that office.

- Additional nominations may be submitted from the floor at the time of the annual meeting. Each floor nomination must be vetted to ensure he/she is in good standing as a member of the Maryland Club.
- All nominees and nominations from the floor shall be present at the annual meeting for consideration of said office unless written documentation has been submitted to the Nominating Committee as to why he/she cannot be present at the time of election.
- Voting shall be by secret ballot.
- Regular membership will constitute one vote.
- The officers shall be elected no later than 30 days after Commissioning Day is held at USNA.
- Officers shall assume the duties of their office within 24 hours of election and written notification to the President of the Maryland Club. In the event that the office is that of the President, said notification will be submitted to the Vice-President.
- The slate of officers shall be sent to USNAAAF within 30 days of the election.

ARTICLE VII – FINANCES

Section 1 – Dues

Dues of active members shall be recommended by the Treasurer to the Board and circulated to the membership at the annual membership meeting. All dues will be voted on at the annual membership meeting and paid within 60 days of said meeting.

Section 2 – Fiscal Year

The Maryland Club fiscal year shall be July 1 through June 30.

Section 3 – Audit

The Audit Committee, appointed by the Board, will submit a written report to the Board and to the membership at its regularly scheduled annual meeting.

Section 4 – Commitment of Resources

Committee chairpersons shall not commit the Maryland Club to expenditures of monies or the promotion of projects without the prior approval of the Board.

Section 5 – Reimbursement of Expenditures

Members shall submit for reimbursement expenditures made on behalf of the Club within sixty (60) days of said expenditure. After 60 days, the expenditure will be considered a donation to the Club.

ARTICLE VIII – STANDING COMMITTEES

Section 1 – Elected and Appointed Committees

Elected and Appointed Committees shall consist of Membership Committee, Program Planning Committee, Budget Committee, Joint Service Academy Ball Committee, and Publicity Committee.

The appointed chairs will hold their positions as long as they wish to serve. They shall be encouraged to pass the information about their respective committees to new members as interest is shown. Unlike the elected officers, appointed chairs may succeed themselves.

Section 2 – Executive Committee

Executive Committee is chaired by the President and is comprised of the remaining elected officers of the Corporation. Except for the power to amend the Articles of Incorporation and By-laws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3 – Program Planning Committee

The Program Planning Committee is co-chaired by the Vice-President and the Tailgate Captain and shall be responsible for:

- Planning the annual program activities of the Corporation, including the following:
 - Tailgates
 - Welcome Aboard Picnic
 - First Salute Coin Sales
 - Army-Navy Buses
 - Over the Hump Picnic
 - Firstie Recognition
- Working to ensure that their yearly activities cover the objectives of the Corporation.

Section 4 – Membership Committee

The Membership Committee shall be responsible for:

- Compiling the annual membership roster and other membership material as needed.
- Reviewing the status of active members to ascertain whether they have met requirements to retain membership, and make the necessary recommendations to the Executive Committee.

Section 5 – Budget Committee

The Budget Committee, chaired by the Treasurer, shall be responsible for:

- Preparing an annual budget and recommend changes to the Corporation accounting procedures;
- Closely overseeing the efforts of the First Salute Coin Sales to ensure complete fiscal compliance.

Section 6 – Publicity and Fundraising Committee

The Publicity Committee, chaired by the Webmaster, shall:

- Maintain a website for communication and information purposes;
- Maintain social media outlets, such as Facebook, for the dissemination of information to membership and interested parties;
- Provide timely information, such as stories and photographs, from the Corporation to the website and other social media outlets;
- Publicize the activities of the Corporation;
- Recommend appropriate outlets and actions for the ongoing promotion of the Club's activities to the Executive Board.

Section 7 – Joint Service Academy Ball Committee

The Joint Service Academy Ball Committee shall plan and coordinate the USNA Participation in the annual All Service Academies Ball for the Maryland-Virginia-DC Region.

ARTICLE IX – PUBLICATIONS

The official Maryland Club news will be published on the Maryland Club's official website.

ARTICLE X – AMENDMENTS

Section 1 – Bylaw Amendments

These Bylaws may be amended at any regular meeting provided two-thirds of the members present and voting vote in favor of the said amendment and that notice of the proposed amendment has been given at the previous regular meeting or at a special membership meeting

called for that purpose and provided 30 days notice has been given to all regular members in good standing.

Section 2 – Bylaw Amendment Effective Dates

No change in the bylaws shall take effect until thirty (30) days following an affirmative vote to the changes made.

ARTICLE XI – RULES OF ORDER

The Maryland Club shall be governed by Robert’s Rules of Order, Newly Revised.

ARTICLE XII – INSPECTION OF RECORDS

Books, accounts, documents, and records of the Maryland Club shall be open to inspection by any Board member at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, Bylaws, and records of all meetings of the Board and members, and membership records which shall contain the names of all members and their record addresses, shall be kept at the principal office of the Maryland Club, or at an office of the Secretary or the resident agent, of the Maryland Club. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose, but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the Maryland Club.

ARTICLE XIII – CHECKS, NOTES, DRAFTS, AND OTHER INSTRUMENTS

Checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the Maryland Club may be signed by any officer or person authorized by the Board to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Board to do so.

ARTICLE XIV – SEAL

The seal of the Maryland Club shall be circular in form, bearing its name, the state of incorporation, and the year of its incorporation. The Treasurer shall have custody of the seal, and may affix it, as may any other officer if authorized by the Board, to any instrument requiring the corporate seal.

ARTICLE XV – FISCAL YEAR

The Maryland Club fiscal year shall be July 1 through June 30.

ARTICLE XVI – DIRECTOR, OFFICER, AND VOLUNTEER LIABILITY

Section 1 – In accordance with and to the fullest extent permitted by the laws of the state of incorporation, all officers and members governing the Maryland Club shall be immune from suits relating to their actions while serving the Maryland Club in any of those capacities. Each Board member shall discharge their duties in compliance with standards of State of Maryland law, including without limitation, as follows:

A Board member shall discharge all duties as a Board member, including duties as a member of a committee:

- In good faith;
- With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- In a manner of the Board member reasonably believes to be in the best interests of the Maryland Club.

Section 2 – In addition, Board members shall be indemnified to the fullest extent permitted under the laws of the State of Maryland, and the Maryland Club agrees that when a determination must be made by any of its governing bodies in order to permit indemnification, that such a determination will be undertaken promptly so as to permit the fullest and most timely advance of expenses and indemnification where either is available.

Section 3 – All Officers, employees and volunteers of the Maryland Club shall be indemnified to the fullest extent permitted under the law of State of Maryland, and the Maryland Club agrees that when a determination must be made by any of its governing bodies in order to permit indemnification, that such a determination will be undertaken promptly so as to permit the fullest and most timely advance of expenses and indemnification where either is available.

Section 4 – The Maryland Club shall, at its own cost, obtain what is generally referred to as Directors and Officers insurance to cover all Board members, Officers, employees and volunteers of the Maryland Club, the premium for which shall not exceed an amount set annually by the Board in its approved budget for the coming year, and the coverage and deductible for which shall be the best available at that price from a reputable insurance company. In the event coverage is obtained for actions that are not permissible subjects for indemnification, or fail to meet the standards of performance for Board members or comparable provisions for Officers, the covered Board members and Officers shall be required to pay their proportionate (that is, per capita) share of the premium attributable to that added coverage.

Section 5 – Any change in the scope of permissible standards of care, indemnification, advancement for indemnification or insurance shall work a change in these bylaws, but only

prospectively. Likewise, any change in these Bylaws shall be effective no sooner than the date the change is voted upon and passed in conformity with these Bylaws, and shall not affect the Maryland Club's responsibility for indemnifying or advancing funds for actions taken before that date.

ARTICLE XVII – COMPLIANCE WITH INTERNAL REVENUE CODE

Section 1 – No part of the organization's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the organization.

Section 2 – In the event of the dissolution, all assets remaining after meeting all liabilities shall be distributed to the USNA Midshipmen Welfare Fund at the United States Naval Academy, Annapolis, Maryland.

Section 3 – The organization shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

Section 4 – It is intended that the organization shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code

March 30, 2013