

**United States Naval Academy Alumni Association
Pensacola Chapter**

Bylaws

ARTICLE I – Name

Section 1. The name of the organization shall be USNAAA Pensacola Chapter, a member chapter of the United States Naval Academy Alumni Association, hereafter called the Chapter.

ARTICLE II – Purpose

Section 1. The purpose of the Chapter shall be to serve and support the United States Naval Academy and the United States Naval Academy Alumni Association.

ARTICLE III – Objectives

Section 1. The Chapter shall achieve its purpose through the following objectives:

(a) By recruiting, informing, encouraging and assisting outstanding, qualified young men and women to pursue careers as officers in the Navy and Marine Corps through attendance at the Naval Academy;

(b) By initiating and sponsoring activities which will perpetuate the history, traditions, memories and growth of the Naval Academy; and

(c) By binding alumni together through shared common experience, interests, camaraderie and fellowship.

ARTICLE IV – Governing Instruments

Section 1. The Chapter shall be governed by its bylaws.

Section 2. Robert’s Rules of Order shall govern the conduct of Executive Board meetings and the business portions of Regular Meetings and the Annual Meeting.

ARTICLE V – Membership

Section 1. Regular Members

Regular membership is open to all alumni of the United States Naval Academy and all lifetime members of the USNA Alumni Association. A member maintains such status upon payment of annual dues. All regular members in good standing shall have the right to vote on matters placed before the membership and the right to hold office.

Section 2. Associate Members

Associate membership is open to spouses and widows of alumni, alumni of other service academies without a local chapter, active duty alumni while stationed in the Pensacola area, and other persons sponsored by an alumnus who shares the same interest in the Chapter's purpose. Associate members are not required to pay annual dues, and as such, may not vote or hold office.

Section 3. Honorary Members

Honorary membership may be bestowed on any person selected by and voted on by the regular membership. Honorary members are not required to pay annual dues, and as such, may not vote or hold office.

Section 4. Member Responsibilities

Members are responsible for promptly paying all current dues and just debts owed to the Chapter. Proper Wardroom decorum will be maintained at all times.

Section 5. Financial Contributions

Financial support shall be derived from voluntary contributions from the membership, and from funds derived from any special activities of the Association. A suggested minimum annual voluntary contribution, in light of current operating expenses, may be promulgated by the Board upon recommendation of the President. The Board may promulgate a suggested minimum annual voluntary contribution, which is intended to support operating expenses.

Section 6. Attendance

Members are expected to attend Regular Meetings in order to maintain active membership status. Minimum attendance criteria will not be established. However, attendance may be a factor when running for an office.

ARTICLE VI – Meetings

Section 1. Regular Meetings

Regular Meetings shall be held on the third Wednesday of the month. Regular Meetings shall also be announced electronically. Other meetings will be scheduled as needed.

Section 2. Executive Board Meetings

Executive Board meetings shall be held as necessary.

Section 3. Annual Meeting

The Annual Meeting shall be held the third Wednesday in May. Election of officers will be held at the Annual Meeting. Members must be physically present to vote for the election of new officers at the Annual Meeting. The Executive Board's annual report and the chapter's annual financial report shall be delivered at the Annual Meeting. Notice of the Annual Meeting will be published electronically.

Section 4. Vote Required for Action

All matters voted upon at Regular, Annual, or Executive Board Meetings shall be determined by majority vote of eligible voting members present.

ARTICLE VII – The Executive Board

Section 1. Composition of the Executive Board

The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, a regular member at large and Trustee, if one has been allocated.

Section 2. Authority of the Executive Board

The authority of the Chapter and the government and management of the affairs of the Chapter shall be vested in the Executive Board. All powers, duties, and functions of the Chapter shall be exercised, performed, or controlled by the Executive Board in compliance with these bylaws.

Section 3. Executive Board as Governing Body

The governing body of the Chapter shall be the Executive Board. The Executive Board shall have supervision, control and direction of the management and property of the Chapter. The Executive Board shall determine Chapter policies, including complying with the policies set forth from the national association and supervising the disbursement of funds. The Executive Board may adopt by majority vote rules and regulations for the conduct of its business and the business of the Chapter.

Section 4. Trustee

In the event the Association is allocated a Trusteeship in the National USNAAA organization based on Chapter membership, a Trustee shall be elected by the Board. In the event that the chapter is allocated a Trusteeship that must be filled prior to the annual election cycle, 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 which shall be re-affirmed every 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. He/she shall provide liaison between the two organizations and render such reports to the Board and the general membership as may be appropriate.

Section 5. Member at Large

The member at large will serve as an advisor to the Executive Board and as such attend Board Meetings. He/she shall be elected from the regular membership at the annual meeting for a term of one year.

ARTICLE VIII – Chapter Officers

Section 1. The Chapter shall elect as its officers a President, Vice-President, Secretary and Treasurer.

Section 2. Qualification of Officers

- (a) All officers shall be regular members in good standing

Section 3. Duties of Elected Officers

(a) President

The President shall exercise general supervision of all operations of the Chapter. The President shall preside over all Regular Meetings, meetings of the Executive Board and the Annual Meeting. The President shall have the authority to convene any special committees to accomplish the objectives of the Chapter. The President shall be authorized to sign checks, drafts and other orders for the payment of money, notes of other evidence of indebtedness issued in the name of the Chapter. The President may grant requests, give statements and file reports required by various officials or agencies. The President shall perform such other duties and have such other authority and powers as the Executive Board and members may from time to time prescribe.

(b) Vice-President

The Vice-President shall be responsible for duties as appointed by the President and Executive Board and shall assist them in carrying out the overall supervision and coordination of the Chapter. In the absence of the President, the Vice-President shall serve in his/her stead, presiding over all meetings.

(c) Secretary

The Secretary shall attend all Regular and Executive Board Meetings and record all votes, actions and minutes of all proceedings. A copy of all minutes from all meetings shall be made part of the permanent record of the Chapter. The President or the Secretary will be responsible for giving notice of all Regular Meetings to all active members. All minutes from the Executive Board meetings shall be provided to Executive Board members prior to the next Regular Meeting. The President or the Secretary shall maintain the roster of all active members and have available for members a copy of the Membership Roster. The Secretary shall periodically prepare and forward to Shipmate Magazine an article suitable for inclusion in the Chapter News section of the magazine. The Secretary shall perform such other duties as the President or Executive Board may prescribe.

(d) Treasurer

The Treasurer shall have the custody of the Chapter's funds and shall keep full and accurate accounts of receipts and disbursements of the Chapter and shall deposit all monies and other valuables in the name of and the credit of the Chapter. The Treasurer shall have the authority to sign checks and disburse the funds of the Chapter. The Treasurer shall prepare financial statements for the Annual Meeting and at such other intervals as the Executive Board may direct. The Treasurer shall perform such other duties and have such other authorities and powers as the President of Executive Board may prescribe.

ARTICLE IX – Nominations and Elections

Section 1. Nominating Committee and Nomination Procedures

The President, Vice-President and two members at large shall serve as the Nominating Committee. The members at large shall be selected by the Executive Board. The slate shall be presented to the general members electronically prior to the Annual Meeting.

Section 2. Elections

(a) The election of officers will be held at the Annual Meeting.

(b) Members may vote for the election of new officers either through attendance at the Annual Meeting or electronically.

(c) Only members who have satisfied all their financial obligations with the chapter will be eligible to vote.

Section 3. Quorum

A quorum of one-quarter of the chapter's members in good standing must be present to validate the election.

ARTICLE X – Term of Office

Section 1. Each elected officer shall continue in that office for a term of one year or until his/her earlier death, resignation, retirement, disqualification or removal has occurred.

ARTICLE XI – Vacancies

Section 1. A vacancy in any office may be filled for the unexpired term by a member elected by a majority vote of the Executive Board.

ARTICLE XII – Removal From Office

Section 1. Any elected officer may be removed from office for nonperformance of duties or malfeasance by a majority consensus of the entire Executive Board. A successor can thereafter be appointed by the Executive Board for the remainder of the term.

ARTICLE XIII – Financial Matters

Section 1. Financial Records

The Treasurer shall keep for the Chapter accurate and complete records of accounts using generally accepted accounting principles. The Chapter shall have a fiscal year ending on June 30.

Section 2. Disbursement of Funds

All checks shall require the signature of either the Treasurer or the President. Any single expenditure in excess of \$500, excepting payment to the proprietor of an establishment where a scheduled meeting was held, shall require majority approval of the Executive Board. The membership at large shall be notified within the next 30 days.

ARTICLE XIV – Dissolution

Section 1. The Chapter may be dissolved at any time by an affirmative vote by two-thirds of the members in good standing.

Section 2. Distribution of Assets Upon Liquidation

Upon cessation of operation of the Chapter for whatever reason, the Executive Board shall promptly gather the Chapter's assets, collect any monies owed to the Chapter and pay the debts of the Chapter. At such time as the Chapter has paid its debts and settled its obligations or established reserves for or otherwise made provision to pay such debts and obligations, the assets of the Chapter shall there upon be distributed to the United States Naval Academy Alumni Association.

ARTICLE XV – Procedure for Amending Bylaws

Section 1. Requests for amendment to the bylaws may be presented by any member to the Executive Board. A completed draft of proposed amendments will be submitted by the Executive Board to the general membership. Proposed amendments will be published for subsequent review by the general membership. Any proposed amendment(s) must be passed by a simple majority of the members present at a Regular Meeting. A bylaw review will be conducted a minimum of once every three years.

The revisions to these bylaws were accepted by unanimous vote of members attending the United States Naval Academy Alumni Association Pensacola Chapter luncheon held September 21, 2016, at the Pensacola Yacht Club, 1897 Cypress Street, Pensacola, Florida.

Revised 9/21/2016