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Bylaws of the United States Naval Sea Cadet Corps

Alumni Association, Inc.

1. Submitted to Executive Committee and Board of Directors for review and comments not later than January 31, 2009.
2. Resubmitted to Executive Committee and Board of Directors for review and Motion to Approve on April 19, 2009.
3. Approved with corrections by Board of Directors on April 25, 2009.

ARTICLE I

Name, Purpose, and Location of Principle Office

1. Name. The name of this organization shall be the **United States Naval Sea Cadet Corps Alumni Association, Incorporated**. The official abbreviation shall be "NAA".

2. Purpose. The purpose of the USNSCC Alumni Association, Inc. is to serve the interests of alumni through educational, charitable or cultural programs and involve NAA alumni in the promotion, advancement and support of the U. S. Naval Sea Cadet Corps (USNSCC).

3. Principle Office. The principle office of the organization shall be that of the Secretary or as otherwise directed by the Board of Directors.

ARTICLE II

Membership and Dues

1. Limit. Membership of the NAA shall be limited to five thousand (5,000) paid and life members.

2. Membership Classes.

a. Regular Member. A Regular Member is defined as any person who has been affiliated with the USNSCC as a former cadet or Adult Leader in accordance with the standards of the USNSCC Regulations. Currently enrolled Adult Leaders of the USNSCC are eligible for Regular Membership into the NAA.

b. Associate Member. Any adult over the age of 18 who is not or has not been enrolled with the USNSCC or USNLCC, who has paid dues, and wishes to participate in an advisory capacity, will be considered for Associate Membership. This includes active or reserve military personnel. Associate Membership, at the recommendation of the Membership Director, must be approved by a majority vote of the Board of Directors. This category of members does not have voting privileges but retain all other member benefits of the NAA.

c. Sponsor Member. Any person or organization that has

65 contributed a financial or in-kind donation (of at least \$100) to the NAA but
 66 has never been enrolled as a member of the USNSCC/USNLCC.

67
 68 d. Life Member. Life Member is the highest honor bestowed on a
 69 member of the NAA. A candidate for Life Membership can be nominated
 70 by any Member in Good Standing. Nominations will be forwarded to the
 71 Board of Directors for consideration. A unanimous vote of the Board of
 72 Directors is needed to approve a Life Member.

73
 74 e. A Member in Good Standing is defined as an individual who
 75 has applied for, and been approved for membership into the NAA. This
 76 status entitles members to all of the benefits and privileges of membership.

77
 78 3. Dues. Membership in the NAA shall require the payment of
 79 dues. The four levels of Paid Memberships are as follows:

- 80 a. Annual Membership - \$15.00. Renewable upon the anniversary
 81 of membership each year.
- 82 b. Three-Year Membership - \$35.00. Renewable every three years
 83 from the original date of membership.
- 84 c. Five-Year Membership - \$60.00. Renewable every five years
 85 from the original date of membership.
- 86 d. Life Membership - \$0.00. Members who are awarded Life
 87 Membership by action of the Board of Directors are not
 88 required to pay dues and shall enjoy all of the privileges of
 89 regular membership in the NAA.
 90

91
 92 4. Waiver of Dues. A waiver of dues may be requested from the
 93 Membership Secretary for a member and forwarded for review and approval
 94 by the Board of Directors. Application for membership into the NAA shall
 95 not be discriminated against for any reason, to include race, sex and sexual
 96 orientation, religious or political affiliation.

97
 98
 99 **ARTICLE III**
 100 **Meetings**

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 102 1. Regular Meetings. Regular meetings of the NAA may be called upon
 103 the written (or email or postal mail) notice of 15% or more of registered
 104 members in good standing. A quorum shall be considered to be the members

105 in attendance if over ten (10) are present.

106
107 2. Special Meetings. Special meetings may be called at any time for the
108 purpose of considering matters, which, by the terms of the ByLaws, require
109 the approval of the General Membership. Said meetings shall be called by
110 written or Internet notice, authorized by the President, a majority of the
111 Board of Directors, or by at least 15% of the General Membership in good
112 standing. A quorum shall be considered to be the members in attendance if
113 over ten (10) are present.

114
115 3. Order of Business. The order of business of meetings of the NAA
116 shall be established by the President in accordance with the provisions of
117 Roberts Rules of Order (rev. edition) and districted in the form of an
118 Agenda.

119
120 4. Voting. Voting shall be done via the Internet unless otherwise
121 specified by the Board of Directors. Proxy votes are not permitted.

122
123 5. Minutes. Minutes of all regular meetings will be posted on the NAA
124 website as a PDF attachment.

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126 ARTICLE IV
127 Administration of the NAA

128
129 1. NAA President. The NAA President is the Chairperson of the
130 Executive Committee and is responsible for the implementation of the
131 policies established by the Board of Directors, and is responsible for the day-
132 to-day management and administration of the NAA. The NAA President
133 shall preside at all regular and special membership meetings; shall preserve
134 order and enforce the rules of the NAA; appoint committees; fill vacancies
135 as provided by these Bylaws; perform as ex-official member of all
136 committees and the Board of Directors; and, act as liaison with the
137 Executive Director of the NSCC.

138
139
140 2. NAA Vice-President. The NAA Vice-President shall, in the
141 absence or the disability of the President, (not including resignation or
142 dismissal, in which case, nominees will be presented to the Board of
143 Directors for appointment,) perform the duties and exercise the powers of
144 the office of the NAA President until the end of the existing term. The NAA

145 Vice-President shall perform such other duties as may be assigned to the
146 office by the NAA President.

147
148 3. NAA Secretary. The NAA Secretary shall maintain a record of all
149 meetings of the Membership. The NAA Secretary shall maintain a
150 membership list, maintain files of all incoming and outgoing
151 correspondence, and be responsible for initiating correspondence as directed
152 by the NAA President. The NAA Secretary shall prepare a report for each
153 regular meeting and shall perform such other duties as may be assigned to
154 the office by the NAA President.

155
156 4. NAA Treasurer. The NAA Treasurer shall be responsible for NAA
157 funds and securities and for keeping full and accurate accounting of all
158 receipts and disbursements in the NAA books of accounts kept for such
159 purposes. The NAA Treasurer shall sign all checks and pay all bills over
160 \$100.00 with checks authorized by the President, Vice-President, or
161 Secretary. The NAA Treasurer shall make a report at each meeting of the
162 financial condition of the Association.

163
164 ARTICLE V
165 NAA Board of Directors
166

167 1. General. Authority over the NAA is vested in the NAA Board of
168 Directors. The NAA Board of Directors governs in accordance with NAA
169 Bylaws, providing direction and guidance for the proper administration and
170 operation of the NAA programs and for the control of all funds. As such, it
171 is necessary that the Board be pro-active in its deliberations and committed
172 to the concepts of excellence, quality management and accountability in
173 attaining goals and objectives. The Board of Directors shall consist of a
174 minimum of five (5) Directors appointed by the NAA President upon
175 recommendation and approval of Board members.

176
177 2. Meetings. Meetings of the Board of Directors shall be held at least
178 four (4) times a year in the months of March, June, September, and
179 December. One meeting (December) will serve as the annual meeting which
180 will be used to recommend new directors, evaluate contracts, and determine
181 budgetary requirements. The Chairman of the Board of Directors will be
182 selected from the sitting Directors. Acceptance of appointment to the Board
183 implies that the member will make every effort to attend its meetings, and
184 understands that three (3) unexcused absences is cause for termination.

185

186 3. Terms. The terms of Directors shall be two years to provide
187 continuity and may serve successively.

188

189 4. Board Committees. The following standing Committees shall be
190 chaired by the Directors:

191

192 a. Director of Regional Representatives. Shall receive reports
193 directly from the Coordinator of Regional Representatives on
194 the status of regional activities of the NAA.

195 b. Director of Finance. Shall receive reports directly from the
196 NAA Treasurer on the financial condition of the NAA.

197 c. Membership Director. Shall receive reports directly
198 from the Membership Secretary on the status of membership of
199 the NAA.

200 d. Director of Information Services. Shall receive
201 reports directly from technology resource personnel relating to
202 the communication direction of the NAA.

203 e. Public Affairs Director. Shall receive reports on all
204 public affairs communications promulgated by NAA personnel.

205

206 Directors will maintain contact with their categorical position
207 personnel and report to the Board at the quarterly meetings.

208

209 5. Liaison Committees. The NAA President retains the authority to
210 make direct contact with the Executive Director of the USNSCC for matters
211 pertaining to the NAA.

212 a. The National Development Director of the USNSCC shall be
213 the liaison representing the USNSCC to the NAA. The
214 National Development Director shall be an ex-officio member
215 of the Board of Directors without vote.

216 b. A Director shall be designated as a direct liaison with the Navy
217 League for matters pertaining to NAA business.

218

219 6. NAA Executive Council. The NAA Executive Council will be held
220 responsible for any decision making processes which may be considered
221 necessary in the absence of formal meetings or inability to assemble a
222 quorum of members in the case of immediate needs. All Council members
223 must be present to have a quorum. The NAA Executive Council shall be
224 comprised of the Chairperson of the Board of Directors, the NAA President,

225 the NAA Vice President, the NAA Secretary, and the NAA Treasurer. Any
226 proceedings will be in writing and available to the Membership upon
227 request.

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ARTICLE VI
Miscellaneous

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232 1. Political. The NAA shall not participate in any political or
233 governmental activity which conflicts with the laws of the Federal
234 Government, governing policies of the U. S. Naval Sea Cadet Corps, or the
235 U. S. Navy League

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237 2. Dissolution. Upon the dissolution of the NAA all of the assets must
238 be donated to another 501(3)(c) organization to be used for charitable,
239 educational, religious, or scientific purpose.

240

241 3. Amendments. Recommendations for changes to these Bylaws can be
242 made by any Member in Good Standing and will be reviewed by the Bylaws
243 Revision Committee for recommendations by the Board of Directors and
244 final approval of the General Membership.

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