**Bylaws of the Quantico Area Chapter of United States Naval Academy Alumni Association**

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**Article I – Name and Location**

1. The name of the organization, as recognized by the United States Naval Academy Alumni Association (USNAAA) hereafter called the Alumni Association, shall be the Quantico Area Chapter of the United States Naval Academy Alumni Association, abbreviated Quantico Area Chapter or QAC; and, hereafter called “the Chapter” in this document.
2. The Chapter will primarily serve alumni and other eligible members who reside at addresses in the Virginia counties of Prince William, Stafford, and Spotsylvania, and the independent municipalities of Dumfries, Manassas and Fredericksburg, Virginia.

**Article II – Authorization and Management**

1. **Authorization**-The Quantico Chapter is authorized by the Alumni Association that approved the Chapter’s organization, charter and bylaws.  The Chapter is organized exclusively for charitable and educational purposes and is qualified under section 501 (c)(3) of the Internal Revenue Service (IRS) Code. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the IRS Code, or corresponding section of any future federal tax code, or shall be distributed to its parent organization for public use as deemed appropriate by the Alumni Association.
2. **Management**-The Chapter will be managed per the guidelines in this paragraph. The Chapter Strategic Plan is the organization’s foundational document. It includes the Chapter vision, mission, goals and objectives upon which the Chapter’s activities schedule and associated budget are based. Beginning in February 2024, and triennially thereafter, the Vice President will lead a review of the Chapter Strategic Plan. The Council will approve any recommended modifications by March 31 of the review year, enabling the Vice President to base the following year’s activities schedule on the updated plan. The following table lists additional, recurring Chapter management tasks.

| **Task** | **NLT Due Date** | **Responsible Officer** |
| --- | --- | --- |
| Update Chapter Strategic Plan (triennial beginning in 2024) | February 28 | Vice President |
| Update Chapter Bylaws (triennial beginning in 2024) | February 28  | Secretary |
| Council approve Chapter Bylaws and Strategic Plan (triennial beginning in 2024) | March 31 | Vice President |
| Compile and approve annual activities schedule | April 30 | Vice President |
| Prepare and approve annual budget  | April 30 | Treasurer |
| Elect Chapter Officers and designated Board of Advisors members | May 31 | President |
| Begin new fiscal and operational year | June 1 | President |

* 1. The business, property, and funds of the Chapter shall be managed and controlled by a Council composed of a President, a Vice President, a Secretary, and a Treasurer who are members ex-officio, and seven (7) other elected members-at-large, also known as the Board of Advisors (see Art VII). A quorum of greater than 50% of Council Members is required to conduct and approve/disapprove Chapter business not delegated to Chapter Officers per these bylaws. In-person business meetings of the Council are preferred, but the President or Vice President (in his/her absence) may choose to conduct virtual business meetings that may include votes pertaining to Chapter business. Voting always requires a quorum of more than 50% of the Council, regardless of meeting format.
	2. The Council shall fill any vacancies that occur, except the President (see Article VII [3]), from eligible Regular Members of the Chapter who will serve until the next scheduled election.
	3. Procedures contained in “Roberts Rules of Order, Revised” shall govern the conduct of all Council and Chapter meetings.

**Article III – Membership**

Membership in the Chapter will be one of three classes of member: regular, associate, or honorary.  The following paragraphs cover the governing criteria for each class.

1. **Regular Membership**– Any person who had been sworn in as a Midshipman for the full and regular course prescribed by the Academic Board for his/her class at the Naval Academy, and whose service has not been terminated under other than honorable conditions, shall be eligible for regular membership into the Chapter upon graduation of his/her respective class. A Regular Member of the Chapter is entitled to one vote and to hold office upon payment of dues as set by the Council.  Regular members in classes that have passed their 50th graduation anniversary will be assessed a reduced payment of $10 for annual dues.
2. **Associate Membership –** Regular Members may sponsor any person who has demonstrated active support of the Naval Academy, the Naval Services, the Uniformed Services, or the Chapter as an Associate Member. Admission will be subject to approval by the Council.  The number of Associate Members shall not exceed ten percent (10%) of the number of Regular Members.  A person holding membership under this section shall not be eligible for elected office but may serve on committees.
3. **Honorary Membership**– Regular Members may nominate individuals who have rendered outstanding and conspicuous service to the Naval Services or the Naval Academy for honorary membership, subject to approval by the Council. An Honorary Member shall not be eligible for elected office but may serve on committees.
4. **Chapter Senior Enlisted Advisor** – To recognize the service Chief Petty Officers and Staff Non-Commissioned Officers render to the Fleet, the operating forces, the Academy and the Officers they support, Regular Members may nominate candidates for Senior Enlisted Advisor. The President will determine the number of Senior Enlisted Advisors with concurrence of the Council. Council-approved advisors will then be used to best fulfill the Chapter’s requirements. Upon completion of the one-year term, the President may nominate the Senior Enlisted Advisor(s) for another term, contingent upon Council approval. Upon completion of the term(s), the Senior Enlisted Advisor(s) may become Associate Members of the Chapter, if approved by the Council.
5. **Termination of Membership** – Any member may be suspended or expelled from membership for due cause, after appropriate notice and hearing by a three-quarters vote of the Council; or may resign by letter to the Secretary. Regular Membership will automatically terminate upon failure to pay dues.

**Article IV – Fiscal Management**

1. **Dues –**An eligible personmay become a Regular or Associate Member by payment of annual or triannual dues. No dues shall be attached to an honorary membership. Dues for membership in the Chapter, to include the amounts associated with the available membership plans, shall be handled in accordance with the policy established by the Council.
2. **Receipts –**The Chapter receives dues and donations to support its activities. The Treasurer will maintain a record of receipts.
3. **Disbursements:** Disbursements of the Chapter shall be authorized by the Council, the President, or the Vice President in the President’s absence. Receipts or invoices shall be acquired prior to each disbursement. All disbursements shall be made by an instrument signed by one (1) of the following officers: the President, Vice President or the Treasurer.
4. **Finances**– No contract or monetary obligation will be incurred that exceeds the amount of the Chapter funds actually on hand at the time of the commitment and that has not been approved by the Council.
5. **Annual Activities Schedule –**The Vice President, with the assistance of the Activities

Committee, will compile and publish an annual activities schedule.  The Treasurer, with the assistance of the Activities Committee, will estimate annual costs and develop a budget to support the annual activities schedule. Chapter activities that involve expected receipt and/or expenditure of funds shall be governed each fiscal year by the annual activities schedule and budget.  The annual activities schedule and its associated budget shall be approved by the Council no later than April 30 for the Chapter fiscal/operational year beginning June 1. This deadline enables a discussion of the annual activities schedule at the Annual Membership Meeting, usually conducted in May. The Council may amend the annual activities schedule, as necessary, during the Chapter year.

1. **Financial Reports –**The Treasurer shall prepare and present reports as identified in the duties for the position.
2. **Reviews** – Independent, qualified persons, selected and assigned by the President, will review the treasury on a biennial basis during odd-numbered years, and also in conjunction with the turnover of Treasurer duties. At the discretion of the President or Council, agreed upon policy and procedures reviews may be conducted by qualified public accountants.

**Article V- Officers**

1. The Officers of the Chapter shall consist of a President, Vice President, Secretary, and Treasurer. They shall be nominated and elected as herein provided (Article VIII).
2. The annual term of office shall normally begin on June 1 and end on May 31 the following year.
3. The term of office for Officers, except for the Vice President, shall be one year, and will begin on June 1 and end on May 31 the following year. The Vice President will serve one year and then will serve an additional one year term as President.

**Article VI – Duties of Officers**

1. **Duties of the President.** The President shall::
	1. Ensure the current Chapter Strategic Plan is updated, approved by the Council, publicized and implemented.
	2. Preside at all meetings of the Chapter and of the Council.
	3. Serve as the Chairman of the Board of Advisors.
	4. Establish standing, nominating or special committees to carry out the objectives of the Chapter. Appoint committee chairpersons with the concurrence of the Council.
	5. Nominate interim officers to fill vacancies for incomplete terms or assign temporary officers in those cases in which the incumbent is on extended travel, other assignment, or is unable to serve due to illness.
	6. Authorize Chapter disbursements. The President may authorize financial purchases up to $75.00 without Council approval.
	7. Perform other duties as requested by the Council.
2. **Duties of the Vice President.**The Vice President shall:
	1. Perform the duties of the President during his/her absence.
	2. Beginning in 2024, and subsequently on a triennial schedule, lead a review and update of the Chapter Strategic Plan, assisted by at least two Chapter Members, concluding in February of the review year.
	3. Assist the President in adopting, publicizing and implementing the current Strategic Plan.
	4. Plan and execute Chapter events, supported by an activities committee.
	5. Authorize Chapter disbursements.
	6. Assume the Presidency if the President is unable to complete his/her term. In this situation, the Council shall appoint a Vice President to serve the remainder of the unexpired term.
	7. Perform other duties as assigned by the President.
3. **Duties of the Secretary.**The Secretary shall:
	1. Assist the Vice President with the triennial Strategic Plan review and update.
	2. Maintain a record of the names and addresses of all the members with the assistance of the Membership Committee.
	3. Record and publish minutes of Chapter and Council meetings.
	4. Correspond with USNAAA’s Shipmate magazine Chapter column editor.
	5. Submit articles about the Chapter’s events to Shipmate within its published deadlines.
	6. Beginning in 2024, lead a triennial review and update of the bylaws, assisted by two Chapter members, concluding in February of the review year. Align the bylaws review cycle with that of the Strategic Plan.
	7. Compile the Chapter’s Distinguished Chapter entry and submit to the Alumni Association by its submission deadline.
	8. Compile the Chapter’s annual operations summary and submit to the Alumni Association as soon as possible after the May 31 end of the Chapter year.
	9. Transact Chapter business as requested by the Council.
	10. Perform other duties as assigned by the President or Vice President.
4. **Duties of the Treasurer.**The Treasurer shall:
	1. Receive and disburse all funds of the Chapter.
	2. Safeguard the funds by regularly depositing cash funds in a local FDIC-insured bank or an NCUA-insured Credit Union, and invest funds, as appropriate, in Council-approved financial vehicles.
	3. Maintain a complete record of all Chapter receipts and expenditures.
	4. Prepare and present an annual statement of all receipts, expenditures and fund balances as of May 31 or when requested by the Council.
	5. Prepare and present an abbreviated statement of finances at any scheduled meeting of the Council.
	6. Receive dues, fees, gifts, and other funds for the Chapter.
	7. Ensure that all disbursements of Chapter funds are supported by invoices, vouchers, or other documentation in sufficiently detailed auditable form, all of which shall be retained in the permanent records of the Chapter for at least seven (7) years.
	8. Develop an annual budget by April 30 based upon planned activities for the coming Chapter year. Execute this budget beginning on June 1.
	9. Execute Chapter disbursements.
	10. Submit and pay the annual Virginia Tax Exempt documentation.
	11. Submit the annual IRS “postcard” tax input for Small Exempt Organizations (Form 990-N [e-postcard]).
	12. Support the Vice President and the Speaker Series Point of Contact (if one is appointed) in the planning and execution of the monthly breakfasts, the annual Membership Meeting and any other planned activity for which invitations and/or vendor support are required. Typical support requirements include the following:
		1. Schedule a venue for each event with an appropriate vendor, such as a hotel.
		2. Publish invitations in a timely manner as “QAC USNAAA.”
		3. Track RSVPs.
		4. Serve as the point of contact with the venue owners and provide the anticipated number of guests.
		5. Track event payments made via the current electronic payment system (s).
		6. Ensure desired venue set-up on the day of the event including audio and visual equipment.
		7. Check-in Chapter members and guests and accept event cash payments (and dues payments, if applicable).
		8. Accept membership forms and subsequently forward them to the membership roster administrator.
5. **Other.** Each Officer may have other duties as assigned and authorized by the Council.

**Article VII – Board of Advisors**

1. The Board of Advisors, hereafter called the Board, shall consist of seven (7) Regular Members, elected by the membership as Advisors. The purpose of the Board is to ensure the long-term health of the Chapter by advising the elected officers during their terms of office.
2. An Advisor will be elected from the following year groups every two years, as shown in the following table:

| **Advisor Year Group** | **Election Year** |
| --- | --- |
| 1969 and before | Odd Years |
| 1970 to 1979 | Even Years |
| 1980 to 1989 | Odd Years |
| 1990 to 1999 | Even Years |
| 2000 to 2009 | Odd Years |
| 2010 to 2019 | Even Years |
| 2020 to 2029 | Odd Years |

1. In the event no member is available for election in a specific advisor year group, the Members will elect Advisors-at-large to complete the Board.
2. The term for Advisors will be two years, with newly elected Advisors taking office on June 1 of the year elected.
3. Advisors will form the membership of the Standing Committees (Article XII), as needed. If Advisors do not volunteer for a committee in need, committee assignments will be determined by lot.

**Article VIII Nominations/Elections**

1. Candidates for the Offices and Board shall be nominated and elected by all Regular Members of the Chapter. The nominations should normally be made in April followed by an election in May, with those elected taking office in June.  Voting may be by any reasonable means.  When more than one person is nominated for any one office, the person receiving the greatest number of votes shall be elected.  In case two or more persons receive the same number of votes, the tie shall be decided by lot.
2. The Vice President will be elected to a two-year term, the Secretary to a one-year term, the Treasurer to a one-year term, and the Board of Advisors to two-year staggered terms (per Article VII). The Vice President will move to the position of President upon completion of his/her first-year term, in order to maintain operational continuity within the Chapter.
3. In the event that the sitting Vice President is unable to serve as President at the beginning of the Chapter year, the Council, by a two-thirds vote, will use the following procedures, in the order shown, to fill the President’s position:
	1. Continue the sitting President’s term to cover the vacancy period (if agreeable to the sitting President); or
	2. Appoint a President from among the Regular Membership to serve in the position; or
	3. Add the election of a President to the slate for election.

**Article IX – Duties of the Council**

The Council consists of the elected officers of the Chapter and the elected Board of Advisors.  Primary duties include, but are not limited to, the following:

1. Support the QAC president in the implementation of the Chapter Strategic Plan, ensure the future success of the Chapter and conduct policy oversight of community service operations.
2. Manage and control the business, property, and funds of the Chapter including approval of financial disbursements.
3. Approve Presidential appointments to committees and special projects.
4. Triennially, approve the Chapter Strategic Plan and Bylaws by March 31.
5. Approve the annual activities schedule and its associated budget by April 30.
6. Maintain general charge and control of the activities and property of the Chapter not otherwise provided for in these bylaws.

**Article X – Operations of the Council**

1. A majority of the Council, defined as more than 50%, including the President or Vice President, shall constitute a quorum for the transaction of business at any meeting of the Council.
2. Should an urgent situation arise requiring a decision by the Council, 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 Council members by telephone or other electronic means to achieve a quorum. More than 50% of the Council must vote, either by phone, video, email or in person, in order to constitute a quorum.  A majority vote will decide the issue presented.
3. At least one meeting of the Council shall be held annually. Other meetings of the Council shall be held upon the call of the President, or upon written notice and request of any two members of the Council.  Notice of any scheduled Council meeting shall be transmitted to all members of the Council at least forty-eight (48) hours prior unless previously acknowledged by all members of the Council.
4. Any vacancies occurring in the Chapter Officers or elected Advisors, except the President (see Article VIII), shall be filled by a majority vote of the remaining members of the Council from eligible members of the Chapter to serve until the next election.

**Article XI Meetings**

1. **Membership Meetings.**  There shall be an annual Membership Meeting held at a Chapter meeting, at a time and place specified by the Council, for the purpose of electing officers and transacting pertinent Chapter business.  The annual Membership Meeting may be held concurrently with a regular monthly meeting.  The Chapter will publish notice of such meeting no less than 30 calendar days prior.  Pertinent business items to be discussed at the annual Membership Meeting will be provided in the notice.
2. **Chapter Meetings.** Chapter business, except the election of officers, may be conducted by a majority vote of members present at monthly Chapter meetings.  The meeting schedule will be posted on the Chapter website.

3. **Records Management.**

* 1. All Council meetings will record meeting minutes.
		1. Minutes will be reviewed by all Council members and approved at the next subsequent Council meeting.
		2. The President (or his/her appointee) and the Secretary will sign all approved minutes.
	2. All Fiscal Management Reports will be submitted as part of the Council Meeting minutes, and the President (or his/her appointee) and the Treasurer will sign all approved reports.
	3. The Secretary is responsible to maintain the file of approved Minutes and Reports as required by Commonwealth and Federal requirements for 501(c)(3) entities.
		1. Signed copies will be maintained in original signed version.
		2. Signed copies, in portable document format (pdf) may also be digitally added to an approved cloud storage system, including, but not limited to, a designated tab on the Chapter web page. If the original signed versions are lost or destroyed, this digital record will serve as the "best-available" copy.
		3. Access to digital storage should be available to Chapter Officers.
		4. Records and digital access are to be part of the transfer of responsibility for any Chapter officer.

**Article XII Standing Committees**

Regular and Associate Members may be appointed as chairpersons and members of committees and directors of programs and projects as determined by the President and approved by the Council.  The President will appoint chairpersons of the following standing committees, subject to approval of the Council:

1. **Activities Committee**– Charged with determining, planning, coordinating, and executing various functions for the Chapter, based upon input from the Chapter membership.  Supports the Vice President.
2. **Membership Committee**– Charged with assisting the Secretary in maintaining the names, addresses, e-mail addresses, telephone numbers, etc. of all Chapter members.  This committee is also the primary point of contact for prospective members.
3. **Communications Committee**– Charged with ensuring activities of the Chapter are disseminated to all members, including but not limited to a Chapter website, communication with parents of local midshipmen, if desired, social media management, and dissemination of items of interest to the e-mail list maintained by the Membership Committee.  The Communications Committee will also work with the Chapter Secretary to report items of interest for publication in the Shipmate magazine.  Supports the Secretary.
4. **Blue and Gold Liaison Committee**– Charged with being the point of contact for Chapter members to refer promising candidates for admission to the Naval Academy, and to support activities of the local Blue and Gold officer(s).
5. **Nominating Committee—**Charged with finding qualified candidates (per these bylaws) for Chapter officer positions. The President will select a Past President of the Quantico Area Chapter to chair the committee. The Chairman will then name at least two other members of the Chapter to assist him/her on the committee. Proposed committee members are subject to the approval of the Chapter President.
6. **Community Service Committee**- Charged with proposing and coordinating community service options for the Chapter. The committee will proactively seek community service opportunities and confirm that prospective events align with the Chapter Strategic Plan. The committee will present proposed events to the President for his/her consideration and possible inclusion in the Chapter’s annual activities schedule. For every accepted event, the committee will assist the assigned lead Member/Member Group with the execution of the event. Examples of suitable community service opportunities include the Annual Run To Honor Remembrance Run/Walk, Wreaths Across America, and USNA STEM Camp financial support.

**Article XIII – Amendments**

Any Regular Member may propose an amendment to the mission or the bylaws at any regular Chapter meeting or at any time by email to the Chapter Secretary. The Secretary will compile all proposed changes for inclusion in the next scheduled bylaws review and subsequent presentation and voting by the Regular Membership. If the Chapter Secretary receives a proposed amendment that he/she feels is time critical and cannot wait until the next bylaws review, the Secretary will forward the proposal to the President who will decide whether to call for an out of cycle vote. If the President decides to present an out of cycle amendment, he/she will decide the best course of action to introduce the proposal to the Chapter Membership for consideration and voting. If approved by a majority vote of the Regular Members present (either in-person or virtual), the proposed amendment shall become effective provided it is in accordance with the mission and bylaws of the Alumni Association.