

BY- LAWS  
OF  
USNA AA CAPE FEAR, N.C. CHAPTER, INC.  
A NORTH CAROLINA NON-PROFIT CORPORATION

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**ARTICLE I  
OFFICES**

1.1 Principal Office

The principal office of the Corporation shall be located at 7032-102 Wrightsville Avenue, Wilmington, North Carolina, 28403 or at such other location designated by the Board of Directors.

1.2 Registered Office

The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

1.3 Other Offices

The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE II  
MEMBERS**

Article II - Membership

2.1 Regular Member

Any person who has been sworn in as a Midshipman at the Naval Academy and whose service has not been terminated under other than honorable conditions is eligible for membership in this Chapter. He or she becomes a Regular Member of the Chapter, entitled to one vote and to hold office, upon payment of the annual dues as set by the Board of Directors.

## 2.2 Associate Member

Persons who have demonstrated active support of the Naval Service, the Naval Academy, or the Alumni Association may be invited to join the Chapter as Associate Members with non-voting privileges. The number of Associate Members shall not exceed twenty-five percent (25%) of the Regular Members. Annual dues will be assessed except for widows or widowers of deceased alumni.

2.3. Any member may be suspended or expelled from membership in the Chapter for due cause by a vote of the Board of Directors, or may resign upon submission of his/her resignation in writing to the Secretary.

## **ARTICLE III OFFICERS**

3.1 The Officers of the Chapter shall consist of a President, Vice-President (President Elect), Secretary, and Treasurer. They shall be nominated and elected as herein provided. The President shall be elected only when there is no Vice-President to succeed or if the Vice-President is otherwise unwilling to serve as President.

3.2 The term of office shall normally begin on October 1 and end on September 30 the following year.

### 3.3 Compensation

All officers of the Corporation shall serve without compensation. The corporation shall reimburse reasonable and ordinary expenses of all of its officers and members, while on official business for the corporation.

## **ARTICLE IV BOARD OF DIRECTORS**

4.1 The Board of Directors, hereafter called the Board, shall consist of the Chapter Officers and three other Regular Members. Unless otherwise determine by the Board of Directors, the President shall serve as the Chairman of the Board.

4.2 Three of the Board shall constitute a quorum.

### 4.3 Removal

Directors may be removed from office at any time with or without cause by the directors by such vote as would be required to elect a member of the Board of Directors.

### 4.4 Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

#### 4.5 Compensation

The Board of Directors shall serve without compensation for their services. However, the corporation shall reimburse reasonable expenses incurred by directors, while on official business for the Corporation.

### **ARTICLE V MEETINGS**

#### 5.1 Annual Meetings

The annual meeting of the Members shall be held at Seventeen Hundred Hours on the second Tuesday of September of each year at the corporation's principal office, (or at such other time and place as shall be designated by the Board of Directors as set forth in section 5.3 below) for the purpose of electing directors and officers of the Corporation and for the transaction of any other business properly before the Board of Directors. If the day fixed for the annual meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day that is not a legal holiday. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

#### 5.2 Special Meetings

Special meetings of the Board of Directors or Members may be called by or at the request of the Chairman or any two directors.

#### 5.3 Place of Meetings

The annual or any special meeting of the Board of Directors or Members may be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office.

#### 5.4 Notice of Meetings

The Secretary shall give notice of each meeting of the Board of Directors or Annual Meeting of Members by mailing such notice to each director (or members in the case of a meeting of all the Members) at least ten days before the meeting. The Chairman or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice) by mailing such notice to each director at least three days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors or Members, except as otherwise provided by law or these Bylaws.

#### 5.5 Waiver of Notice

Any director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting. The attendance by a director (or Member) at a meeting shall constitute a waiver of notice of such meeting, except where a director (or Member) attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## 5.6 Manner of Acting

Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Except as otherwise provided in these Bylaws, the act of the majority of the Members present at a meeting at which a quorum is present shall require the Board of Directors so to act.

## 5.7 Presumption of Assent

A director of the Corporation who is present at a meeting of the Board of Directors (or a member who is present at the Annual Meeting) at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he either files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his written dissent by registered U. S. Mail (or other form of express delivery service employing a continuous chain of receipts) to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

## 5.8 Informal Action by Directors

Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

## 5.9 Participation by Telephone

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

# ARTICLE VI DUTIES

6.1. The President shall preside at all meetings of the Chapter and of the Board and shall exercise the power and the duties usual to that office.

6.2. The Vice-President shall perform the duties of the President during his absence.

6.3. The Secretary shall keep a record of the names and addresses of all the members and also record minutes of the meetings of the Chapter and the Board.

6.4. The Treasurer shall receive and disburse all funds of the Chapter and keep them safe. He or she shall prepare and present for audit a statement of all receipts, expenditures and fund balances as of September 30 or when requested by the Board.

- 6.5. Each Officer may have other duties as assigned and authorized by the Board.
- 6.6. The Board shall have general charge and control of the activities and properties of the Chapter not otherwise provided for.
- 6.7. Other Regular and Associate Members may be appointed as chairpersons and members of committees and directors of programs and projects as determined by the President with the approval of the Board.

## **ARTICLE VII NOMINATIONS/ELECTIONS**

- 7.1. 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 August followed by an election in September, to take office in October.
- 7.2. 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.

## **ARTICLE VIII AMENDMENTS**

- 8.1. Any Regular Member may propose an amendment to these Bylaws, at any regular meeting. If approved by a majority vote of the Regular Members present and voting, the proposed amendment shall be submitted by the Secretary in writing to all members at least ten days prior to the next regular meeting. If the amendment is then approved by a two-thirds vote of the members present and voting at that meeting, it shall become effective provided the amendment is in accord with the Mission and Bylaws of the national U. S. Naval Academy Alumni Association.

## **ARTICLE IX INDEBTEDNESS**

No indebtedness of the Corporation in excess of \$500 shall be incurred other than in the normal course of business, except as may be approved by resolution adopted by a majority of the directors in office.

Any or all of such indebtedness may be represented by notes, debentures, bonds, or other securities, either unsecured or secured by, or issued under, a mortgage, trust indenture, or otherwise, and may be issued at such times and upon such terms as the Board of Directors shall determine.

## **ARTICLE X**

### **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

#### 10.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### 10.2 Loans

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

#### 10.3 Checks and Drafts

All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or employee or employees of the Corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.

#### 10.4 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

## **ARTICLE XI**

### **GENERAL PROVISIONS**

#### 11.1 Seal

The corporate seal of the Corporation shall contain the name of the Corporation and shall be in the form hereunto affixed or such form as approved by the Board of Directors.

#### 11.2 Waiver of Notice

Whenever any notice is required to be given to any director by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director or directors entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice.

#### 11.3 Indemnification

The Corporation shall indemnify its officers and directors to the maximum extent required or permitted by Sections 55A-8-50 through 55A-8-58 of the General Statutes of North Carolina as from time to time amended, and such officers and directors shall be deemed to have relied upon this section.

#### 11.4 Fiscal Year

The fiscal year of the Corporation shall be January 1st to December 31<sup>st</sup>.

#### 11.5 Amendment of Bylaws

Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any annual or special meeting of the Board of Directors; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

#### 11.6 Contextual Language

The designation he, him or his as used herein shall include singular, plural, masculine, feminine or neuter as required by context.

#### 11.7 Organizational Purposes

Said organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(7) of the Internal Revenue Code of 1986, as from time to time amended.

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

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes or to one or more organizations which are exempt as organizations described in Section 501(c)(7) of the Internal Revenue Code of 1986.