

APPENDIX B

RECOMMENDED CHAPTER BY LAWS

Suggested Model Bylaws for Chartered, Affiliated Chapters

In response to requests from multiple Chapters of the U. S. Navy Supply Corps Foundation, the foundation is pleased to offer a “model” set of bylaws for use by its legal affiliates. As presented, the bylaws meet or exceed contemporary standards for inclusions, and in many cases may be utilized as is with limited additions specific to the identity of the chapter in question. Chapters, however, may add articles, or in some cases modify language deemed important to local situations.* Efforts should be made not to add language that is subject to frequent change or is unrelated to the governing or operating structure of the Chapter. For example, while scholarship support may be included under purpose as the central thrust of the Chapter’s activities, other charitable efforts (e.g. support of local Girls and Boys Clubs, homeless shelters, and so forth) need not be itemized. The Chapter is better served by language to the effect that it “also provides support to other qualified charities as may be approved by the Chapter membership or board of directors from time to time.”

These bylaws as presented are also in compliance with the corresponding bylaws of the U. S. Navy Supply Corps Foundation. Such compliance is of premier importance in that the Chapter conducts its operations and pursues its charitable activities under the umbrella of favorable federal tax rulings granted the Navy Supply Corps Foundation and, by extension, to its chartered affiliates.

The underlying philosophy of these model bylaws is to facilitate each Chapter’s desire to conduct itself in a forthright manner that addresses its purpose or purposes. Therefore, the bylaws are designed to be more “enabling” than “restrictive,” and correspondingly are more “inclusive” than “exclusive.” Again caution is urged to avoid adding articles or other language that, though well intentioned, could compromise the productive flexibility of either the governing board of directors or the Chapter’s membership. The question to be raised ahead of any modifications or additions is “Is this language or provision necessary to the efficient conduct of our Chapter’s mission, purpose, governance, or operations?” Keep in mind that Chapter policies, programs, and fund-raising initiatives and events, though consistent with the bylaws, may be formulated and voted outside of these governing documents.

Affiliated Chapters of the U. S. Navy Supply Corps Foundation must operate under a set of bylaws in conformance with the Chapter chartering agreement. Such bylaws need not be the model (or a modification of same) as provided here. Other bylaws currently in use must be on file with the foundation, and are subject to review in terms of the basis for the federal tax rulings granted the foundation. Any future amendments to chapter bylaws in place must also be submitted to the Foundation for approval.

**Italicized language within the model is included for tailoring purposes, instruction, or clarification and is not intended for verbatim inclusion in the chapter’s adopted bylaws.*

Bylaws

The Mid Atlantic Region Chapter

An affiliate, chartered Chapter of the U. S. Navy Supply Corps Foundation.

Article One: Name and Location

The Chapter shall conduct its business and operations under the name *Mid Atlantic Region Chapter*. The initial principal office of the Chapter shall be located in *Baltimore, Maryland*, or at such other location as may be determined from time to time by the governing board of directors.

Article Two: Authority

The Chapter is granted identification as Supply Corps-related and operates exclusively as a nonprofit chartered affiliate of the U. S. Navy Supply Corps Foundation. This affiliation defines the Chapter as a nonprofit organization under Section 501(c)(3) of the Federal Tax Code, and gifts to the Chapter are tax deductible to donors under Section 170 of the Code. **The Foundation and its associated Chapters are officially classified as private, unofficial organizations (i.e., non-federal entities).**

Article Three: Purpose

The Chapter exists to perpetuate the legacy of values, traditions, and history of the Navy Supply Corps throughout the lives of members in the Supply Corps community, to engage its members in professional development, community involvement, charitable endeavors, and social interaction. In so doing, the Chapter strives to promote “esprit de corps” and camaraderie among and between Supply Corps professionals within *its defined geographical area*. The Chapter, in conjunction with the Foundation, shall pursue its mission by raising funds to provide services and programs related to scholarships, recruiting, training and development, transition, recognition, commemoration and camaraderie.

Article Four: Fiscal Year

The fiscal year of the Chapter is defined as *January 1 through December 31*.

Note: The fiscal year as defined here is the same as that of the NSC Foundation. Such continuity, though desirable, is not mandatory.

Article Five: Membership

All Supply Corps officers, current, retired, reserve, or otherwise honorably discharged, of the U. S. Navy Supply Corps, either on station or otherwise residing within the defined scope of operations of the *Mid Atlantic* Supply Corps Chapter are by definition members of the Chapter. All members are strongly encouraged to obtain a civilian email address (e.g. Yahoo, Google, Hotmail, etc.) and to use it for Chapter business. It is also vital that members establish an account on the Foundation website with their email address. All communications should be conducted by means of personal email or thru the use of the Foundation website email function.

Article Six: Governance

The Chapter is governed by a president and board of directors that must be elected by the membership or the Chapter Board of Directors. The president may not be assigned because of his or her position. Commanding Officers of NAVSUP activities that hold contracting authority shall not be eligible to serve as Chapter presidents. The results of the election shall be reported promptly to the Foundation. A copy of the Chapter by-laws shall be signed by the new president and submitted to the Foundation. The board of directors shall exercise all the powers of the Chapter including the control of Chapter property and approval of the standards under which the affairs of the Chapter will be conducted. Directors shall not be fewer in number than 7 nor greater in number than 15. Directors and officers of the board will serve for a period of *one year*, subject to election or reelection by the incumbent board (*or membership*) at the designated annual meeting of the Chapter. For purposes of conducting the business of the Chapter a simple majority of seated board members shall constitute a quorum. The board of directors reserves the right to name from time to time nonvoting “honorary directors,” *which may include the Chair of the Board of the U. S. Navy Supply Corps Foundation.*

Article Seven: Officers

The Chapter shall have a president, a vice president, a secretary, and a treasurer, *and any other officers it deems prudent and necessary for the conduct of Chapter business.*

The president shall preside over all meetings of the board of directors *and meetings of the Chapter membership.*

The president or his designated representative may be invited to attend the annual meeting of the Foundation to exchange ideas and to be given presentations from Foundation Committee Chairs on the current status of the Foundation's good works. Attendees may be reimbursed for actual travel expenses, excluding alcoholic beverages. Foundation Board meetings are normally held at hotels in the proximity of major airports, so attendees can use hotel shuttles and minimize costs. Active duty members must be on leave/liberty to attend the meetings.

One of the most important responsibilities of the Chapter President is to properly manage financial operations of the chapter to optimize mission accomplishment while minimizing financial risk and the personal risk to volunteers working on behalf of the Chapter and the Foundation. To that end, the following general prudential rules are recommended as learned from years of experience:

1. The president must manage chapter events, expenses and revenues (proceeds and contributions) to reduce financial risk while meeting chapter financial goals, including planned contributions to the national foundation.
2. The president shall be responsible for strict compliance with ethics regulations, and is encouraged to use the vice president to aid in this effort.
3. As a general rule, chapter events should be self sustaining financially.
4. Chapter retired community representatives familiar with foundation rules and processes should accomplish all sponsorships and contributions to the chapter and its sponsored events on behalf of any company or individual who performs or seeks to perform on government contracts. Active duty personnel, civilian and military, shall be "fire-walled" from receiving funds directly from corporate sponsors who do business with the government. Solicitation of event prizes and sponsorship from restaurants, golf courses, or retail activities that do not do business with the government will generally be acceptable by active duty personnel, but good judgment always applies.
5. If funds are raised for a particular purpose (example: NSCF Memorial Scholarship Fund) then the Chapter should ensure those funds are proactively managed and forwarded to the Foundation for that purpose.

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The vice president shall preside at meetings in the absence of the president, and otherwise assist the president as required.

The secretary is responsible for the preparation, publishing, and distribution of all meeting agendas, and for the preparation and distribution of the minutes of all board meetings. The secretary shall also serve as the oversight person for Chapter compliance with its adopted bylaws.

The treasurer shall receive, deposit, invest, and distribute funds realized for the specified purposes of the Chapter. The treasurer shall also prepare and keep an accurate accounting of all financial transactions, and shall prepare reports as required on such transactions for review and approval of the Chapter Board and the Foundation Board upon request.

Article Eight: Meetings

The board of directors shall meet regularly (*monthly, bi-monthly, quarterly, other*), with one meeting designated as the “annual meeting” for the purpose of electing board members and officers, disclosing and reviewing the financial activities of the Chapter, and the announcement of any plans or goals for the ensuing fiscal year. Special meetings may be called by the president or any three members of the board. If active duty members are involved, meetings should be conducted after working hours or on weekends, and should be held in locations other than work spaces such as MWR facilities or off base.

Article Nine: Committees

The president of the Chapter shall appoint ahead of the annual meeting a nominating committee and charge it with proposing persons to fill vacant board positions and to nominate officers of the Chapter to be elected at the annual meeting for the ensuing year (*or otherwise designated term of office*). The board of directors may also create additional standing and *ad hoc* committees as deemed necessary to fulfill the programmatic goals of the Chapter.

Article Ten: Bylaws Amendment

These articles may be amended by two-thirds (*60 percent, majority, other*) supporting vote by members of the board of directors at any regular or special meeting called by the President or a minimum of 3 members of the board of directors. Proposed amendments must be made known to the directors at least 30 days prior to related board action. Amended Bylaws must be submitted to the Foundation for approval and filing.

Article Eleven: Dissolution

Upon the dissolution of the Mid Atlantic Supply Corps Chapter, the remaining assets of the Chapter shall be transferred to *the U. S. Navy Supply Corps Foundation or to another* qualified nonprofit organization that most closely represents the spirit and purposes of the Chapter. Such determination shall be made by a quorum of directors at the time of dissolution.

Ratification: We the undersigned hereby certify that these bylaws of the *Mid Atlantic Supply Corps Chapter* were adopted on *June 28, 2006* at *Annapolis, Maryland* at which a quorum of the Chapter board of directors was present and voting.

Attest: _____, President; _____, Secretary