

**UNITED STATES MERCHANT MARINE ACADEMY
ALUMNI FOUNDATION
CHAPTER PRESIDENTS COUNCIL**

**A COMMITTEE OF THE
UNITED STATES MERCHANT MARINE ACADEMY ALUMNI FOUNDATION, INC.**

BY-LAWS

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APPROVED

_____, ____, 200_

CHAPTER PRESIDENT'S COUNCIL MEETING

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ARTICLE I – GENERAL

Section 1. NAME OF THE ORGANIZATION: The name of the organization shall be the United States Merchant Marine Academy Alumni Foundation - Chapter Presidents Council, hereinafter referred to as the "COUNCIL," which may also be designated and referred to from time to time in this and other written documents as "USMMAAF Chapter President's Counsel" or "CPC."

Section 2. ORGANIZATION: The COUNCIL is and shall exist as a standing Committee of the United States Merchant Marine Academy Foundation, Inc., within the meaning of and subject to the Constitution and By-Laws of that incorporated entity.

Section 3. ADMINISTRATIVE OFFICES: One or more administrative offices may be established at such places within the United States of America as the COUNCIL from time to time may determine and designate.

Section 4. DEFINITIONS: As used hereinafter, the words and phrases defined in this Section shall have the following meanings:

- a. "Alumni" means those persons who are qualified as "Regular Members" as defined in Article IV, Section 4.2, of the Constitution and By-Laws of the United States Merchant Marine Academy Foundation, Inc., and shall include the singular and plural terms Alumnus/Alumna/Alumnae.
- b. "Appointed Officer" means the Treasurer and Recording Secretary of the COUNCIL.
- c. "Chapter" means a local association of USMMA Alumni formed, organized and operated in accordance with the Constitution and By-Laws of the United States Merchant Marine Academy Foundation, Inc.
- d. "COUNCIL" means the United States Merchant Marine Academy Alumni Foundation - Chapter President's Council.
- e. "Elected Officers" means the Chairman and Regional Vice-Chairmen of the COUNCIL.
- f. "Election Day" means the first (1st) business day of September in each even-numbered year.
- g. "FOUNDATION" means the United States Merchant Marine Academy Alumni Foundation, Inc.
- h. "Mail" and "Mailed" means written communication by Postal Service, facsimile, e-mail, courier and commercial forms of express mail.
- i. "Officer" means Elected Officers and Appointed Officers.
- j. "USMMA" means the United States Merchant Marine Academy.

ARTICLE II – PURPOSES AND POWERS

Section 1. PURPOSES: The COUNCIL shall exist to serve, assist and perpetuate the interests of the USMMA, its Regiment of Midshipmen, faculty, staff, alumni, and the United States Maritime Industry, by developing, fostering, advancing and coordinating the efforts and activities of USMMA Alumni throughout the World.

Section 2. POWERS: The COUNCIL, through its Officers, committees and other duly authorized representatives, shall have the power to take any and all necessary and appropriate action, under and subject to the laws under which it is organized, to carry out the purposes set forth in this Article.

Section 3. PUBLICATIONS: The COUNCIL may publish such technical, professional, fraternal and educational publications as it deems necessary and desirable to carry out the purposes of the COUNCIL.

ARTICLE III – MEMBERSHIP

Section 1. QUALIFICATIONS FOR MEMBERSHIP: Any person who is currently serving as the elected president of a Chapter is qualified for membership in the COUNCIL and each such person shall be known as a Council Member.

Section 2. TERMINATION OF MEMBERSHIP: A person may continue to serve as a Council Member unless or until such time as the person is no longer serving as the elected president of a Chapter, whether as a result of death or incapacity or as a result of the outcome of an election held by the Chapter under its By-Laws.

ARTICLE IV – REGIONAL ORGANIZATION

Section 1. DESIGNATION OF REGIONS: For organizational purposes the COUNCIL shall have six (6) geographic regions designated as Northeast, Mid-Atlantic, Southeast, South Central, Mid-Continent and West and International, each of which shall be known as a Region.

Section 2. CHAPTER ASSIGNMENTS: For organizational purposes the Regions will be comprised of the Chapters as follows (additional Chapters will be included as they are established):

NORTHEAST:

Connecticut Shoreline
Boston
Central New Jersey
Long Island New York
Mid-Hudson New York
Mohawk/Hudson Valley New York
Central New York
Port of New York
Rhode Island

MID-ATLANTIC:

Delaware
Chesapeake
Southern Shore, New Jersey
Philadelphia
South Central Pennsylvania
Hampton Roads
Washington, D.C.

SOUTHEAST

Space Coast
Tampa

SOUTH-CENTRAL

Mobile
Pensacola

South Florida
Jacksonville
North Georgia
Tar Heel, North Carolina
South Carolina
Savannah
E. Tennessee

New Orleans
Gulf Coast
Dallas
Houston

WEST & INTERNATIONAL

Arizona
San Francisco
Los Angeles/Long Beach
Santa Barbara
San Diego
Colorado
Hawaii
Panama
Singapore
Puget Sound Washington
Kansas
Nebraska
Iowa

MID-CONTINENT

Chicago
Detroit
St. Louis
Northeast Ohio
Pittsburgh

ARTICLE V – OFFICERS

Section 1. CHAIRMAN: There shall be a Chairman of the COUNCIL who shall be elected in accordance with Article VII and shall have the powers and duties specified in Article X.

Section 2. REGIONAL VICE CHAIRMEN: There shall be a total of six (6) Regional Vice Chairmen, representing each of the Regions designated in Article IV, who shall be elected in accordance with Article VIII and shall have the powers and duties specified in Article X.

Section 3. TREASURER: There shall be a Treasurer who shall be a Council Member and shall be appointed by and serve at the pleasure of the Chairman. The Treasurer shall receive all funds of the COUNCIL and shall invest these funds or deposit them for safekeeping as may be directed by the Chairman. The Treasurer shall expend funds only as may be approved by the COUNCIL.

Section 4. LEGAL COUNSELOR: There shall be a Legal Counselor who shall be a Council Member and shall be appointed by and serve at the pleasure of the Chairman. The Legal Counselor shall review all contracts and documents, as warranted, and provide advice as requested by the Chairman. The Legal Counselor shall represent the best interests of the COUNCIL, on legal issues, at the direction of the Chairman.

Section 5. RECORDING SECRETARY: There shall be a Recording Secretary who need not be a Council Member and shall be appointed by and serve at the pleasure of the Chairman. The Recording Secretary shall prepare and distribute notices of meetings, issue and receive communications regarding elections, authenticate proxies and Council Membership to determine quorums and keep minutes of all COUNCIL meetings.

ARTICLE VI – ELIGIBILITY FOR OFFICES OF CHAIRMAN AND VICE CHAIRMEN AND
TERMS OF OFFICE

Section 1. ELIGIBILITY FOR OFFICE OF CHAIRMAN: Any currently serving Council Member shall be eligible for nomination and election to the office of Chairman.

Section 2. ELIGIBILITY FOR OFFICE OF REGIONAL VICE CHAIRMAN: Only currently serving Council Members within each specific Region identified in Article IV shall be eligible for nomination and election to the office of Regional Vice-Chairman for the Region to which his or her Chapter is assigned.

Section 3. TERM OF OFFICE: The term of office for the Chairman and each Regional Vice Chairman shall be two (2) years, commencing on the date of the Annual Meeting of the Council in the year of election.

Section 4. LIMITATIONS AND EXCEPTIONS: No person shall be eligible to hold two elected offices simultaneously. For the purpose of this section, an officer who is specially appointed to fill an unexpired term of an Elected Officer shall not be considered as having been in office during the unexpired term, and nothing herein shall prohibit an Officer from simultaneously serving as the chairman of a committee of the COUNCIL.

ARTICLE VII – NOMINATION AND ELECTION OF CHAIRMAN

Section 1. NOMINATIONS: Any current Council Member wishing to stand for election for the Office of Chairman shall first be nominated in accordance with the procedure set forth herein.

Section 2. CALL FOR NOMINATIONS: The Chairman shall cause a call for nominations of candidates for election as Chairman to be Mailed to all Council Members no later than the first business day of the month of June in the year of election.

Section 3. METHODS OF NOMINATION: Nominations for Chairman shall be made only by petition or by self-nomination as set forth in this Section.

- a. NOMINATION BY PETITION: Nominations by petition shall be submitted in writing and shall each be subscribed by not less than five (5) current Council Members. Nominations by petition must be submitted to the Recording Secretary no later than twelve noon of the first (1st) business day of the month of August in the election year.
- b. SELF NOMINATIONS: A current Council Member may nominate himself or herself for election as Chairman by submitting a written application to the Recording Secretary no later than twelve noon of the first (1st) business day of the month of July in the election year. The Chairman shall cause each self-nomination to be Mailed to each Council Member within five (5) business days after receipt by the Recording Secretary. To qualify to stand for election, each self-nominated candidate must be endorsed by at least four (4) other current Council Members. Endorsements of self-nominated candidates must be submitted in writing to the Recording Secretary no later than twelve noon of the first (1st) business day of the month of August in the election year.

Section 4. COMMUNICATION OF NOMINATIONS AND BALLOTS: No later than the fifteenth (15th) day of the month of August in the election year, the Chairman shall cause the names and biographies of each qualified nominee for the office of Chairman, together with an official ballot containing the name of each candidate in alphabetical order, to be Mailed to each current Council Member with instructions to vote for one candidate and to return the completed ballot by Mail to the Recording Secretary no later than twelve noon on Election Day.

Section 5. ELIGIBILITY TO VOTE IN ELECTION OF CHAIRMAN: Only currently serving Council Members shall be entitled to vote and each such member shall have one vote. There shall be no right to vote by proxy in the election of Chairman.

Section 6. ELECTION DAY: The election of Chairman shall be held on the first business day of the month of September in each even-numbered year. Completed official ballots must be received by the Recording Secretary no later than twelve noon on Election Day or they shall not be counted.

Section 7. DUTIES OF VOTER REGARDING BALLOTS: The ballot shall be properly marked so as to clearly indicate the voter's choice and shall be returned by Mail to the Recording Secretary prior to twelve noon on Election Day. Ballots received after twelve noon on Election Day shall not be counted.

Section 8. COUNTING OF BALLOTS: As soon as practicable after twelve noon on Election Day, the votes cast for Chairman shall be counted by the Recording Secretary in the presence of a notary public who shall certify the results.

Section 9. RESULTS: The candidate who receives the greatest number of votes shall be the elected Chairman.

Section 10. REPORTING OF RESULTS: The Recording Secretary shall Mail a written report of the results of the election to each Council Member no later than the fifth (5th) business day of the month of September in the election year.

Section 11. PROCEDURE IN CASE OF TIE VOTE: In the event two (2) or more candidates for Chairman receive an equal number of votes, the tie shall be decided by a random drawing made in the presence of at least five (5) Council Members who are not candidates for the office, to be held prior to the Annual Meeting of the COUNCIL in the year of election.

Section 12. SAFEKEEPING AND RE-EXAMINATION OF BALLOTS: Ballots and nominations shall be held in safekeeping by the Recording Secretary for one year following each election. Said ballots may be examined by any Council Member with reasonable advance notice.

ARTICLE VIII – NOMINATION AND ELECTION OF REGIONAL VICE-CHAIRMEN

Section 1. NOMINATIONS: A Council Member wishing to stand for election for the Office of Regional Vice-Chairman in his or her Region shall first be nominated in accordance with the procedure set forth herein.

Section 2. CALL FOR NOMINATIONS: The currently serving Regional Vice-Chairman shall cause a call for nominations of candidates for election to be Mailed to all Council Members within the Region no later than the first business day of the month of June in the year of election.

Section 3. METHOD OF NOMINATION: Nominations for Regional Vice-Chairman shall be made only by proposal or by self-nomination as set forth in this Section.

- a. NOMINATION BY PROPOSAL: Any currently serving Council Member in a Region may propose the nomination of any other Council Member in the same Region to stand for election as Regional Vice-Chairman of that Region. Nominations by proposal shall be submitted in writing to the currently serving Regional Vice-Chairman for the Region no later than twelve noon of the first (1st) business day of the month of August in the election year.
- b. SELF NOMINATIONS: A Council Member may nominate himself or herself for election as Regional Vice-Chairman in his or her Region by submitting a written application to the currently serving Regional Vice-Chairman no later than twelve noon of the first (1st) business day of the month of July in the election year. The Chairman shall cause each self-nomination to be Mailed to each Council Member in the Region within five (5) business days after receipt. To qualify to stand for election, each self-nominated candidate must be endorsed by at least one (1) other currently serving Council Member in the Region. Endorsements of self-nominated candidates must be submitted in writing to the currently serving Regional Vice-Chairman no later than twelve noon of the first (1st) business day of the month of August in the election year.

Section 4. COMMUNICATION OF NOMINATIONS AND BALLOTS: No later than the fifteenth (15th) day of the month of August in the election year, the currently serving Regional Vice-Chairman shall cause the names of each qualified nominee for the office of Regional Vice-Chairman, together with an official ballot containing the name of each candidate in alphabetical order, to be Mailed to each current Council Member within the Region with instructions to vote for one candidate and to return the completed ballot by Mail to the Recording Secretary no later than twelve noon on Election Day.

Section 5. ELIGIBILITY TO VOTE IN ELECTION OF REGIONAL VICE-CHAIRMAN: Only currently serving Council Members within a Region shall be entitled to vote for the Regional Vice-Chairman of that Region and each such member shall have one vote. There shall be no right to vote by proxy in the election of Regional Vice-Chairman.

Section 6. ELECTION DAY: The election of all Regional Vice-Chairmen shall be held on the first business day of the month of September in each even-numbered year. Completed official ballots must be received by the Recording Secretary no later than twelve noon on Election Day or they shall not be counted.

Section 7. DUTIES OF VOTER REGARDING BALLOTS: The ballot shall be properly marked so as to clearly indicate the voter's choice and shall be returned by Mail to the Recording Secretary prior to twelve noon on Election Day. Ballots received after twelve noon on Election Day shall not be counted.

Section 8. COUNTING OF BALLOTS: As soon as practicable after twelve noon on Election Day, the votes cast for Regional Vice-Chairman in each Region shall be counted by the Recording Secretary in the presence of a notary public who shall certify the results.

Section 9. RESULTS: The candidate who receives the greatest number of votes for Regional Vice-Chairman in a Region shall be elected.

Section 9. REPORTING OF RESULTS: The Recording Secretary shall Mail a written report of the results of the election to each Council Member no later than the fifth (5th) business day of the month of September in the election year.

Section 10. PROCEDURE IN CASE OF TIE VOTE: In the event two (2) or more candidates for Regional Vice-Chairman in any one Region receive an equal number of votes, the tie shall be decided by a random drawing made in the presence of at least five (5) Council Members who are not candidates for the office to be held prior to the Annual Meeting of the COUNCIL in the year of election.

Section 11. SAFEKEEPING AND RE-EXAMINATION OF BALLOTS: Ballots and nominations shall be held in safekeeping by the Recording Secretary for one year following each election. Said ballots may be examined by any Council Member with reasonable advance notice.

ARTICLE VIX – VACANCIES IN ELECTED AND APPOINTED OFFICES

Section 1. VACANCY IN THE OFFICE OF CHAIRMAN: In the event the office of Chairman shall be vacated, the six Regional Vice-Chairmen shall appoint by majority vote a successor to that office from among the current Council Members who shall serve therein until the end of the term of the vacated office.

Section 2. VACANCY IN THE OFFICE OF AN OFFICER OTHER THAN THE CHAIRMAN: Vacancies occurring in any office other than the Chairman shall be filled by appointment by the Chairman in accordance with the eligibility requirements set forth in Articles V and VI and such appointees shall serve in office until the end of the term of the vacated office.

ARTICLE X – POWERS AND DUTIES OF CHAIRMAN AND REGIONAL VICE-CHAIRMEN

Section 1. POWERS AND DUTIES OF THE CHAIRMAN: The Chairman shall preside over all meetings of the COUNCIL, and in his absence, the Regional Vice-Chairmen shall select one from among their number to preside. The Chairman shall enforce all laws and regulations of the COUNCIL and shall approve and sign all written contracts and obligations on behalf of the COUNCIL. The Chairman shall have the power to appoint officers and committee chairmen as set forth in these By-Laws. The Chairman shall serve as the COUNCIL's designated liaison with the FOUNDATION and shall coordinate the organization and efforts of the Regional Vice-Chairman. The Chairman shall have a seat on the FOUNDATION Board of Directors in accordance with the FOUNDATION Constitution and By-Laws as amended. The Chairman shall attend all FOUNDATION Board of Directors' meetings and shall cast official votes called for by the FOUNDATION Board of Directors on behalf of the COUNCIL, with the proviso that each such vote shall be consistent with the decision of a majority of the six Regional Vice-Chairman and Chairman as assembled.

Section 2. POWERS AND DUTIES OF THE REGIONAL VICE-CHAIRMEN: Each Regional Vice-Chairman shall represent the interests of the Chapters in his or her Region on the COUNCIL and shall preside at any regional meetings of Council Members. The Regional Vice-Chairmen shall coordinate, encourage and support the efforts of the existing Chapters in their Region and shall stimulate and promote the formation of new Chapters. Regional Vice-Chairmen shall serve as liaisons between the COUNCIL and the Chapters in their Region and shall be responsible to insure that Alumni within their Region are informed of initiatives and decisions of the COUNCIL. Each Regional Vice-Chairman shall have a seat on the

FOUNDATION Board of Directors in accordance with the FOUNDATION Constitution and By-Laws as amended. Regional Vice-Chairmen shall attend all FOUNDATION Board of Directors' meetings and represent the interests of their Region and the COUNCIL. Any official vote called for by the FOUNDATION Board of Directors shall be formally cast by the Chairman, but such vote shall be consistent with the decision of a majority of the six Regional Vice-Chairman and Chairman as assembled.

ARTICLE XI – MEETINGS OF THE COUNCIL

Section 1. ANNUAL MEETING: The Annual Meeting of the COUNCIL shall be held once in the third (3rd) or fourth (4th) quarter of each calendar year at the USMMA in conjunction with Homecoming Weekend.

Section 2. SPRING MEETING: The Spring Meeting of the COUNCIL shall be held once in the first (1st) or second (2nd) quarter of each calendar year. The Spring Meeting may be held at the USMMA or at another location hosted by a Chapter. Prior to the conclusion of each Annual Meeting, the COUNCIL shall set the place and dates of the next Spring Meeting.

Section 3. EXTRAORDINARY MEETINGS: The COUNCIL may meet in extraordinary sessions on the call of the Chairman or on the call of not less than fifteen (15) Council Members on such date or dates and at such place as they shall set.

Section 4. NOTICE OF MEETINGS: Notice of the date or dates and place of Annual Meetings and Spring Meetings shall be Mailed to all Council Members by the Recording Secretary no later than ninety (90) days in advance of each meeting. Notice of the date or dates and place of extraordinary meetings shall be Mailed to Council Members not less than ten (10) days prior to the opening date of the meetings.

Section 5. QUORUM AT COUNCIL MEETINGS: Not less than fifteen (15) Council Members attending in person or by proxy shall constitute a quorum at Annual, Spring and extraordinary meetings.

Section 6. PROCEDURE AT MEETINGS: Except as may be otherwise provided herein, all meetings of the Council shall be governed by "Robert's Rules of Order."

Section 7. ELIGIBILITY FOR ATTENDANCE AT MEETINGS: All Alumni are entitled to attend all Annual Meetings, Spring Meetings and extraordinary meetings of the COUNCIL. During any meeting the COUNCIL may hold a closed session or sessions upon the vote of a majority of Council Members present. The COUNCIL may invite persons who are not Council Members or Alumni to attend meetings.

Section 8. PREPARATION OF AGENDAS: The Chairman shall prepare an agenda for each meeting of the COUNCIL and shall cause the agenda to be Mailed to each Council Member no later than thirty (10) days in advance of the meeting.

Section 9. ELIGIBILITY TO VOTE: Only currently serving Council Members shall be entitled to vote on issues properly placed before the COUNCIL. Each Council Member shall be entitled to one (1) vote.

Section 10. TELEPHONIC ATTENDANCE AT MEETINGS: Whenever feasible the Chairman shall arrange for facilities by which Council Members may attend and participate in

Annual Meetings, Spring Meetings and extraordinary meetings via conference call and speaker phone. The Chairman shall place in effect an appropriate procedure for identification and authentication of Council Members attending meetings through this facility. Participation in Annual Meetings, Spring Meetings and extraordinary meetings by Council Members via conference call shall constitute "in person" attendance for purposes of the quorum and voting eligibility requirements set forth in these By-Laws.

Section 11. VOTING BY PROXY: Except as expressly prohibited in these By-Laws, Council Members may vote by proxy provided that a written proxy is delivered to the Recording Secretary in advance of any meeting.

Section 12. MAJORITY VOTE REQUIRED: Except as otherwise expressly provided in these By-Laws, a majority vote at any duly held meeting of the COUNCIL where a quorum is present shall be a binding decision of the COUNCIL. An abstention shall not be counted as a vote, either affirmative or negative.

ARTICLE XII – COMMITTEES

Section 1. EXECUTIVE COMMITTEE: The Officers of the COUNCIL shall constitute the Executive Committee.

- a. Voting Members: The voting members shall be the Chairman and the six (6) Regional Vice Chairmen of the COUNCIL.
- b. Quorum: A simple majority of the Voting Members shall constitute a quorum.

Section 2. STANDING COMMITTEES: The COUNCIL shall maintain the committees set forth in this Section as Standing Committees of the Council.

- a. By-Laws Committee: This Committee shall draft COUNCIL By-Laws to be submitted to the COUNCIL for review, approval and adoption by vote. The Committee shall thereafter review all proposed amendments to the COUNCIL By-Laws and prepare and submit comments and recommendations to the COUNCIL for consideration. Questions regarding interpretation of the COUNCIL By-Laws shall be submitted to the Committee, which shall prepare and submit its findings to the COUNCIL.
- b. Finance Committee: This Committee, working through and with the Treasurer, shall oversee and advise on the funding of COUNCIL meetings and events and the expenditure and investment of COUNCIL funds. The Treasurer shall be a member of this Committee.
- c. Chapter Annual Report and Distinguished Chapter Award - Review/Revision Committee: [to be completed]
- d. Communications Committee: This Committee shall develop, promote and oversee all aspects of media and communications undertaken for, by or on behalf of the COUNCIL to carry out its purposes.

- e. Chapter Development Committee: This Committee, working through and with the Regional Vice-Chairmen, shall coordinate, encourage and support the efforts of the existing Chapters and shall stimulate and promote the formation of new Chapters. All Regional Vice-Chairmen shall be members of this Committee.
- f. Alumni Services Committee: [to be completed]
- g. Women's Programs Committee: [to be completed]
- h. Maritime Industry Committee: [to be completed]
- i. Athletic Program Committee: This Committee shall promote the athletic programs of the U.S. Merchant Marine Academy by encouraging interest and attendance by Alumni at athletic events and supporting efforts by the FOUNDATION to secure financial support and funding for athletic programs.

Section 3. **APPOINTMENT OF COMMITTEE CHAIRS**: The Chairman shall have the power to appoint and remove the chairman of each Standing Committee.

Section 4. **COMMITTEE REPORTS**: Each Standing Committee shall render a report to the COUNCIL at each Spring and Annual Meeting and any interim or periodic reports as may be required by the Chairman.

Section 5. **ADDITIONAL COMMITTEES**: The Chairman may propose the formation of additional Standing Committees or ad hoc committees at any time to carry out the purposes of the COUNCIL.

ARTICLE XIII – AMENDMENTS TO THE BY-LAWS

Section 1. **WHO MAY PROPOSE AMENDMENTS**: Proposed amendments to the By-Laws shall be in writing and subscribed by not less than fifteen (15) Council Members. The By-Laws Committee may also propose changes to the COUNCIL.

Section 2. **COUNCIL ACTION REQUIRED**: Proposed amendments to the By-Laws shall be submitted to the COUNCIL in writing and upon motion. Any proposed amendment shall require a two-thirds majority vote of all Council Members for adoption.

Section 3. **COMING INTO FORCE OF AMENDMENTS**: Amendments shall come into force on adoption by the COUNCIL.

ARTICLE XIV – COMING INTO FORCE

On the coming into force of these By-Laws, the Chairman shall cause to be made all necessary changes in the COUNCIL's organization and procedures as may be required to bring same into compliance with said By-Laws.

(Reserved)