



**United States Merchant Marine Academy
Kings Point Alumni - Chapter Presidents Alliance, Inc.**

USMMA KPA-CPA, Inc.

BY-LAWS

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CHAPTER PRESIDENTS ALLIANCE MEETING

TABLE OF CONTENTS

ARTICLE I – GENERAL

- S.1 Name of the Organization
- S.2 Organization
- S.3 Administrative Offices
- S.4 Definitions

ARTICLE II – PURPOSES AND POWERS

- S.1 Purposes
- S.2 Powers
- S.3 Publications

ARTICLE III – MEMBERSHIP

- S.1 Qualifications for Membership
- S.2 Chartering of Membership
- S.3 Termination of Membership

ARTICLE IV – REGIONAL ORGANIZATION

- S.1 Designation of Regions
- S.2 Chapter Assignments

ARTICLE V – OFFICERS

- S.1 Chairman
- S.2 Regional Vice-Chairmen
- S.3 Treasurer
- S.4 Legal Counselor
- S.5 Recording Secretary

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

- S.1 Eligibility for Office of Chairman
- S.2 Eligibility for Office of Regional Vice-Chairman
- S.3 Term of Office
- S.4 Limitations and Exceptions

ARTICLE VII – NOMINATION AND ELECTION OF CHAIRMAN

- S.1 Nominations
- S.2 Call for Nominations
- S.3 Methods of Nomination
- S.4 Communication of Nominations and Ballots
- S.5 Eligibility to Vote in Election of Chairman
- S.6 Election Day

- S.7 Duties of Voter Regarding Ballots
- S.8 Counting of Ballots
- S.9 Results
- S.10 Reporting of Results
- S.11 Procedure in Case of Tie Vote
- S.12 Safekeeping and Re-examination of Ballots

ARTICLE VIII – NOMINATION AND ELECTION OF REGIONAL VICE-CHAIRMEN

- S.1 Nominations
- S.2 Call for Nominations
- S.3 Methods of Nomination
- S.4 Communication of Nominations and Ballots
- S.5 Eligibility to Vote in Election of Chairman
- S.6 Election Day
- S.7 Duties of Voter Regarding Ballots
- S.8 Counting of Ballots
- S.9 Results
- S.10 Reporting of Results
- S.11 Procedure in Case of Tie Vote
- S.12 Safekeeping and Re-examination of Ballots

ARTICLE IX – VACANCIES IN ELECTED AND APPOINTED OFFICES

- S.1 Vacancy in the Office of Chairman
- S.2 Vacancy in the Office of an Officer Other Than the Chairman

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

- S.1 Powers and Duties of Chairman
- S.2 Powers and Duties of Regional Vice-Chairmen

ARTICLE XI – MEETINGS OF THE COUNCIL

- S.1 Annual Meeting
- S.2 Spring Meeting
- S.3 Extraordinary Meetings
- S.4 Notice of Meetings
- S.5 Quorum at Council Meetings
- S.6 Procedure at Meetings
- S.7 Eligibility for Attendance at Meetings
- S.8 Preparation of Agendas
- S.9 Eligibility to Vote
- S.10 Telephonic Attendance at Meetings
- S.11 Voting by Proxy
- S.12 Majority Vote Required

ARTICLE XII – COMMITTEES

- S.1 Executive Committee
- S.2 Standing Committees
- S.3 Appointment of Committee Chairs
- S.4 Committee Reports
- S.5 Additional Committees

ARTICLE XIII – AMENDMENTS TO THE BY-LAWS

- S.1 Who May Propose Amendments
- S.2 Board Action Required
- S.3 Coming into Force of Amendments

ARTICLE XIV – COMING INTO FORCE

(Reserved)

ARTICLE I – GENERAL

Section 1. NAME OF THE ORGANIZATION: The name of the organization shall be the United States Merchant Marine Academy Kings Point Alumni - Chapter Presidents Alliance, Inc., hereinafter referred to as the "ALLIANCE," which may also be designated and referred to from time to time in this and other written documents as "USMMA KPA-CPA" or "KPA-CPA" or "CPA."

Section 2. ORGANIZATION: The ALLIANCE is and shall exist as a NONSTOCK Corporation in the State of Maryland, as per the Articles of Incorporation, 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 ALLIANCE 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 ALLIANCE.
- 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 Kings Point Alumni - Chapter Presidents Alliance, Inc.
- d. "ALLIANCE" means the United States Merchant Marine Academy Kings Point Alumni - Chapter Presidents Alliance, Inc.
- e. "Elected Officers" means the Chairman and Regional Vice-Chairmen of the ALLIANCE.
- 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 ALLIANCE 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 ALLIANCE, 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 ALLIANCE may publish such technical, professional, fraternal and educational publications as it deems necessary and desirable to carry out the purposes of the ALLIANCE.

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 ALLIANCE and each such person shall be known as an Alliance Member.

Section 2. CHARTERING OF MEMBERSHIP: The ALLIANCE shall issue a Membership Charter of Affiliation to all qualifying Alumni Chapters.

Section 3. TERMINATION OF MEMBERSHIP: A person may continue to serve as an Alliance 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 ALLIANCE 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 Florida
Jacksonville
North Georgia
Tar Heel, North Carolina
South Carolina
Savannah
E. Tennessee

SOUTH-CENTRAL

Mobile
Pensacola
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
Naples (IT)

MID-CONTINENT

Chicago
Detroit
St. Louis
Northeast Ohio
Pittsburgh

ARTICLE V – OFFICERS

Section 1. CHAIRMAN: There shall be a Chairman of the ALLIANCE 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 Alliance Member and shall be appointed by and serve at the pleasure of the Chairman. The Treasurer shall receive all funds of the ALLIANCE 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 ALLIANCE.

Section 4. LEGAL COUNSELOR: There shall be a Legal Counselor who shall be an Alliance 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 ALLIANCE, on legal issues, at the direction of the Chairman.

Section 5. RECORDING SECRETARY: There shall be a Recording Secretary who need not be an Alliance 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 Alliance Membership to determine quorums and keep minutes of all ALLIANCE 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 Alliance 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 Alliance 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 Alliance 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 ALLIANCE.

ARTICLE VII – NOMINATION AND ELECTION OF CHAIRMAN

Section 1. NOMINATIONS: Any current Alliance 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 Alliance 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 Alliance 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 Alliance 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 Alliance 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 Alliance 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 Alliance 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 Alliance 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 Alliance 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) Alliance Members who are not candidates for the office, to be held prior to the Annual Meeting of the ALLIANCE 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 Alliance Member with reasonable advance notice.

ARTICLE VIII – NOMINATION AND ELECTION OF REGIONAL VICE-CHAIRMEN

Section 1. NOMINATIONS: An Alliance 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 Alliance 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 Alliance Member in a Region may propose the nomination of any other Alliance 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: An Alliance 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 Alliance 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 Alliance 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 Alliance 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 Alliance 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 10. REPORTING OF RESULTS: The Recording Secretary shall Mail a written report of the results of the election to each Alliance 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 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) Alliance Members who are not candidates for the office to be held prior to the Annual Meeting of the ALLIANCE 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 Alliance Member with reasonable advance notice.

ARTICLE IX – 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 Alliance 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 ALLIANCE, 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 ALLIANCE and shall approve and sign all written contracts and obligations on behalf of the ALLIANCE. 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 designated liaison of the ALLIANCE 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 ALLIANCE, 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 ALLIANCE and shall preside at any regional meetings of Alliance 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 ALLIANCE 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 ALLIANCE. 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 ALLIANCE

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

Section 2. **SPRING MEETING:** The Spring Meeting of the ALLIANCE 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 ALLIANCE shall set the place and dates of the next Spring Meeting.

Section 3. **EXTRAORDINARY MEETINGS:** The ALLIANCE may meet in extraordinary sessions on the call of the Chairman or on the call of not less than fifteen (15) ALLIANCE 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 Alliance 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 Alliance Members not less than ten (10) days prior to the opening date of the meetings.

Section 5. **QUORUM AT ALLIANCE MEETINGS:** Not less than fifteen (15) Alliance 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 Alliance 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 ALLIANCE. During any meeting the ALLIANCE may hold a closed session or sessions upon the vote of a majority of Alliance Members present. The ALLIANCE may invite persons who are not Alliance Members or Alumni to attend meetings.

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

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

Section 10. TELEPHONIC ATTENDANCE AT MEETINGS: Whenever feasible the Chairman shall arrange for facilities by which Alliance 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 Alliance Members attending meetings through this facility. Participation in Annual Meetings, Spring Meetings and extraordinary meetings by Alliance 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, Alliance 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 ALLIANCE 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 ALLIANCE shall constitute the Executive Committee.

a. Voting Members: The voting members shall be the Chairman and the six (6) Regional Vice Chairmen of the ALLIANCE.

b. Quorum: A simple majority of the Voting Members shall constitute a quorum.

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

a. By-Laws Committee: This Committee shall draft ALLIANCE By-Laws to be submitted to the ALLIANCE for review, approval and adoption by vote. The Committee shall thereafter review all proposed amendments to the ALLIANCE By-Laws and prepare and submit comments and recommendations to the ALLIANCE for consideration. Questions regarding interpretation of the ALLIANCE By-Laws shall be submitted to the Committee, which shall prepare and submit its findings to the ALLIANCE.

b. Finance Committee: This Committee, working through and with the Treasurer, shall oversee and advise on the funding of ALLIANCE meetings and events and the expenditure and investment of ALLIANCE 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 ALLIANCE 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 ALLIANCE 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 ALLIANCE.

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 ALLIANCE.

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

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

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 organization and procedures of the ALLIANCE as may be required to bring same into compliance with said By-Laws.

(Reserved)