

# **Bylaws**

## ***Monterey Peninsula 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 *Monterey Peninsula Chapter*. The initial principal office of the Chapter shall be located in *Monterey, California*, 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 *Monterey Peninsula*. 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*.

### **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 *Monterey Peninsula* 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 through 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 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 or her 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.

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 quarterly, 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. 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 majority 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 *Monterey Peninsula* Supply Corps Chapter, the remaining assets of the Chapter shall be transferred to *the U. S. Navy Supply Corps Foundation*. 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 *Monterey Peninsula Supply Corps Chapter* were adopted on *March 7, 2022* at *Monterey, California* at which a quorum of the Chapter board of directors was present and voting.



President

LCDR Ryan Cram, SC, USN



Secretary

LCDR William Lynch, SC, USN