

# *Bylaws of the Massachusetts Maritime Academy Alumni Association, Inc.*

## ARTICLE I – Name

**SECTION 1** The name of this Association shall be Massachusetts Maritime Academy Alumni Association, Inc.

**SECTION 2** This Association shall be a non-profit entity administered by unpaid volunteers, organized to do things necessary to foster, advance, protect, maintain and perpetuate its interests, those of its members, both individually and collectively, those of Massachusetts Maritime Academy, its successors and predecessors, and those of the maritime industry generally, in regard to educational, charitable, literary, scientific or testing for public safety purposes.

**SECTION 3** The principle office of this Association shall be located at Massachusetts Maritime Academy, Buzzard’s Bay, Massachusetts.

**SECTION 4** The corporate seal shall be as follows:



## ARTICLE II – Membership

**SECTION 1** Membership in this Association shall be limited to graduates of Massachusetts Nautical School and Massachusetts Maritime Academy and its successors. Every member of this Association, who is in good standing, is eligible for election or appointment to any office in the Association and is entitled to vote in any election of directors or officers of the Association. Those members who are in arrears in the payment of their dues at the time of a meeting of the Association for, or at the time for, the election of directors and officers of the Association shall not be members in good standing and shall not be entitled to vote at that meeting nor in that election of directors and officers; nor shall they be eligible for election or appointment to any office while in arrears of their annual dues. Graduates who have reached their fiftieth (50th) anniversary of graduation from any of the schools mentioned in the first paragraph of this section shall become eligible for free **LIFE MEMBERSHIP** in the Association.

**SECTION 1.1** There shall be three special classes of membership in this Association for persons not graduates of any of the schools mentioned in Article II Section 1 above who subscribe to the purposes of the Association and contribute to its efforts.

**Associate member.** Immediate family members of students or graduates, and others who show a continued interest in the purposes and aims of the Massachusetts Maritime Academy and desire to support the objectives of this Association in this regard.

**Auxiliary member.** Widows or widowers of members.

**Honorary member.** Those, who in recognition of their outstanding service to the Nation, Massachusetts Maritime Academy or to this Association, have been recommended to the Association.

**Recent Graduate member.** The Massachusetts Maritime Academy Alumni Association Board members may, at its discretion, and after a quorum majority vote by the Massachusetts Maritime Academy Alumni Association Board, vote to pay for and/or subsidize and/or credit up 100% of the yearly membership dues of any of the graduating classes from the Massachusetts Maritime Academy commencing the immediate year of their graduation from the Academy. (Most recent graduating class.)

The Massachusetts Maritime Academy Alumni Association Board may pay for or subsidize or credit this one year membership directly from the Association's accounts. Provided, however that said membership will include all privileges of the Massachusetts Maritime Academy Alumni Association with the exception of the hard copy mailed edition of the Massachusetts Maritime Academy Alumni Association Bulletin. For the initial subsidized membership year, the recent graduate alumni members shall receive their copy of the bulletin in electronic form only so as to defer the cost of mailing and expenses.

It is the Board's goal in subsidizing the first year of eligible membership for recent graduates to bolster the number of members and to actively engage the younger graduating classes to participate fully in the Massachusetts Maritime Alumni Association.

The Board may, at its discretion at any time, upon a quorum majority vote, suspend or modify this policy if the Board feels modification or suspension is necessary in the best interest of the Massachusetts Maritime Academy Alumni Association.

Persons in any of these special classes of memberships shall not be eligible to hold any office in this Association nor shall these classes of memberships be entitled to vote at any meeting of this Association nor shall they be entitled to vote in any election of directors and officers of the Association.

**SECTION 1.2** Application for membership and for the three special classes of membership shall be made in writing addressed to the Board of Directors. Life membership will be initiated by the membership chairperson as required.

**SECTION 1.3** The Board of Directors may expel any member or special member for good and sufficient cause shown. Each such member shall be given the opportunity to be heard.

**SECTION 2** Dues for all classes of membership shall be established from time to time by vote of the membership.

**SECTION 2.1** Life members shall be relieved from the payment of annual dues while retaining all the rights and privileges of a member.

### **ARTICLE III – Meetings**

**SECTION 1** Unless otherwise ordered by the Board of Directors, the Association shall meet once each year on the Friday coinciding with Homecoming for the election of directors and officers, and for the transaction of such other business as may be properly brought before the Association. The location for the meeting will be on the MMA Campus at a venue agreed to with MMA.

**SECTION 2** Special meetings of the Association shall be called at any time by the Secretary, or, in the case of the Secretary's death, incapacity or refusal, by any other officer on the order of the President; by the Treasurer or by a majority of the directors; or upon written application of ten (10) or more members entitled to vote at such meeting. Notice of such special meeting shall be sent to all members in good standing at least forty-eight hours prior to said meeting, stating the time, place and purpose of the meeting. All special meetings of the Association shall be held within the Commonwealth of Massachusetts.

**SECTION 3** Notice of any regular meeting of the Association shall be given by the Secretary to each member entitled to receive such notice by the Secretary at least seven (7) days before the date of the meeting, by leaving a copy of the notice with the member at his or her residence or usual place of business; ~~or~~ by mailing postage prepaid to him or her at his or her address, or by email as last recorded on the books of the Association. Said notice shall state the place, day, hour and purpose of the meeting. In the event of the Secretary's death, absence, incapacity or refusal any other officer might give said notice.

**SECTION 4** The sum total of members present at any meeting of the Association shall constitute a quorum capable of transacting all business properly brought before such meeting.

**SECTION 5** Except as provided in Article VIII, a majority vote of the members present at any meeting of the Association shall govern all matters properly brought before the Association.

#### **ARTICLE IV – Board of Directors**

**SECTION 1** The Board of Directors shall be composed of four officers (President, Vice President, Secretary and Treasurer) and nine (9) directors who shall be members of the Association. No permanent employee of the Massachusetts Maritime Academy shall be eligible for election as either Director or Officer of the Association.

**SECTION 2** Three (3) directors shall be elected at each annual meeting of the Association for a term of three (3) years. Normally the term of one-third of the directors will expire at the convening of the first scheduled meeting of the Board held following the annual meeting of the Association.

**SECTION 3** Except as may be provided otherwise in these by-laws, directors shall hold office for three (3) years, unless sooner removed, or until their successors are elected and qualified. Any director who is absent for three (3) consecutive meetings of the Board may be voted out of office by two-thirds of the remaining directors.

**SECTION 4** Any vacancies on the Board of Directors may be filled by a majority vote of the remaining directors, even though a quorum does not remain. These elected directors shall hold office until their successors have been duly elected and qualified. Ad Interim elections shall be for the unfinished term only and, if otherwise qualified, the directors so elected will be eligible for election to additional terms.

**SECTION 5** Seven (7) members of the Board of Directors shall constitute a quorum capable of transacting any business that may come before a meeting of the Board.

**SECTION 6** The Board of Directors shall elect the Secretary and Treasurer of the Association. Normally the election shall take place at the next regularly scheduled meeting of the Board of Directors following the annual meeting of the Association. The newly elected Secretary and Treasurer shall take office at that meeting and shall serve for a term of one year or until their successors have been duly elected and qualified.

**SECTION 7** The Board of Directors shall: have supervision, control and direction of the affairs of the Association determine its policies or changes therein, within the limits of the bylaws actively prosecute its purposes, and have discretion in the disbursement of its funds. It may also – adopt such rules and regulations for the conduct of its business as may be deemed advisable, and in the execution of the powers granted, appoint such

subordinate officers, committees, agents and employees, as it may consider necessary. All such subordinate officers, committees, agents and employees shall serve for the term prescribed at the time of appointment, or if no term prescribed, then until removed by the Board of Directors.

**SECTION 8** Regular meetings of the Board of Directors shall be held on the first Monday of each month or at such time as may be voted by the Board; there shall be such other meetings as may be called from time to time by the President or officer acting as such, the Treasurer, or by any two (2) directors. Notice of any meeting, other than those regularly scheduled, shall be given either orally, electronically by eMail or written notice at least two (2) days before the meeting. The notice need not specify the business to be transacted at that meeting.

**SECTION 9** The Board of Directors shall keep accurate minutes of its meetings, which minutes shall be maintained by the Secretary in a permanent record book.

#### **ARTICLE V – Officers**

**SECTION 1** Officers of the Association shall be President, Vice President, Secretary and Treasurer who shall be members of the Association. The President shall be Chairman of the Board of Directors. No member shall be eligible for election as Officer of the Association without first having served at least one term on the Board of Directors.

**SECTION 2** The President shall be elected by a vote of the majority of members at the annual meeting of the Association for a term of one (1) year. He/She shall preside at all meetings of the Association and of the Board of Directors. He/She shall be a member ex officio, with a right to vote, of all committees except the nominating committee. He or She shall perform such duties as are necessarily incident to the office of president.

**SECTION 3** The Vice-President shall be elected by a vote of the majority of members at the annual meeting of the Association for a term of one (1) year. If there is a vacancy in the office of President, the Vice-President shall become President. Unless his authority is expressly limited by vote of the Board of Directors, he or she shall have all the powers and be charged with all the duties of the office of president. The Vice-President shall perform such other duties as the President may assign. A vacancy in the office of vice-president shall be filled by a majority vote of the Board of Directors for the unexpired term.

**SECTION 4** The Secretary shall provide timely written notification of all meetings of the Association and of the Board of Directors; and shall maintain a written record of all proceedings of each. He or She, while Secretary of the Association, shall be a resident of the Commonwealth of Massachusetts.

The Secretary shall be sworn to the faithful discharge of his/her duties. A vacancy in the office of secretary shall be filled by a majority vote of the Board of Directors for the remainder of the term.

**SECTION 5** The Treasurer shall maintain a record and record all sums received and expended by the Association and shall make such disbursements as are authorized by the Association or Board of Directors. He/She shall make a financial report at the annual meeting of the Association, or whenever called upon by the President. His/Her books of account shall be open at all times to any officer or director of the Association. A vacancy in the office of treasurer shall be filled by a majority vote of the Board of Directors for the remainder of the term.

## **ARTICLE VI – Committees**

**SECTION 1** The President, subject to the approval of the Board of Directors, shall annually appoint such committees as may be required by the bylaws, or as may be considered necessary to carry out the purposes of the Association.

**SECTION 2** At least one hundred twenty (120) days before the annual meeting of the Association, the President shall appoint a nominating committee of not less than (3) members, one of whom shall be a past president, one or more shall be a member of the Board of Directors and one or more shall be a member who is not currently holding an elective or appointive office, to nominate candidates for the elective offices. The committee shall notify the Secretary, in writing, at least ninety (90) days before the annual meeting, of its proposed slate of officers and directors or the next year. The Secretary shall cause said proposed slate of officers and directors to be published in the July/August edition of the association's publication presently called "The Bulletin".

## **ARTICLE VII – Nominations and Elections**

Nominations determined as provided in Article VI, Section 2 shall be placed upon a document, along with other issues being presented to the membership for its vote at the annual meeting. This document shall be prepared under the direction of the Nominating Committee. Said document shall be known as the "Official Ballot".

The nominating Committee shall have charge of the conduct of the election of directors and officers at the annual meeting and of the counting and tabulation of all votes cast.

At least forty-five (45) days prior to the annual meeting the Chairman of the Nominating committee shall cause a copy of the official ballot to be mailed to each member of the Association in good standing on August 31st of the year in which the election shall take place. Ballots shall be marked and returned to the Chairperson of the Nominating Committee in sealed envelopes bearing on the outside the words "official ballot" and the voter's name (for tabulation purposes only). Ballots postmarked less than seven (7) days prior to the date of the annual meeting shall be void.

## **ARTICLE VIII – Changes of the bylaws**

These bylaws may be altered, added to, amended or repealed at the annual meeting of the members of the Association by the affirmative vote of a majority of the respondents as of August 31st of the year in which the annual meeting is held; provided that:

All proposals for the alteration, amendment or repeal of the bylaws shall first be directed to the Board of Directors in writing setting forth such proposed alteration, amendment or repeal, and Notice in writing thereof shall thereupon be given to the members of the Association at least forty-five (45) days prior to the annual meeting.

For the purpose of the bylaw changes proposed for 2011's annual meeting, the changes in the above bylaws relating to Article VIII only are agreed to take effect as of January 2011 nunc pro tunc and shall have full force and effect unless overruled by a majority of the respondents as of August 31st 2011.

## **ARTICLE IX – Assets, Dissolution**

**SECTION 1** No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, officers or other private persons, except that the Association shall be authorized and empowered to make payment and distribution in furtherance of the purposes set forth in Article 1, Section 2.

**SECTION 2** Notwithstanding any other provisions of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) nor shall any substantial part of its activities be carrying of propaganda or otherwise attempting to influence legislation except in conformity with Section 501.

**SECTION 3** Upon dissolution of the Association, the officers shall, after paying or making provisions for payment of all liabilities of the Association, dispose of all of the assets in such a manner, or to such organization or organizations operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt under section 501 of the internal Revenue code of 1954 (or corresponding provision of any future united states Internal revenue Law) as the officers shall determine.

## **ARTICLE X – Local Chapters**

**SECTION 1** Any (10) or more members of the Association who remain in good standing may establish a local chapter in the manner hereinafter set forth provided, that the Board of directors may, in its discretion, entertain an application for a local chapter containing less than ten (10) such members.

**SECTION 2** Application for a charter shall be made in writing to the Board of Directors at its principal office at Buzzard's Bay, Massachusetts on a form provided by the Board of Directors signed by all the applicants and it shall contain the proposed address of the

principal office of the chapter.

**SECTION 3** A charter shall be issued upon the affirmative vote of at least two-thirds of the directors meeting at any regular or special meeting of the Board of Directors. The term and provisions of any charter with respect to the geographical area of the local chapter, its dues and internal management shall be negotiated between the Board of Directors and the members, or their representatives, applying for such charter.

**SECTION 4** Each local chapter granted a charter may promulgate its own bylaws or regulations including local dues, time and place of meeting provided that such bylaws or regulations and any amendments shall not be inconsistent or in conflict with these bylaws.

**SECTION 5** If a local chapter fails to conform to these bylaws or ceases to function as provided in its charter, the charter of such a chapter may be suspended or revoked by the affirmative vote of not less than two-thirds of the members at an annual meeting of the Association.

**SECTION 6** A vote to suspend or revoke a charter shall be taken only after notice containing the charges upon which such vote is based is given in writing to such chapter. Such notice shall be given at least forty-five (45) days before such vote is taken. Such chapter may at any time before such vote is taken request a hearing by the members of the Association or submit a written answer to the charges contained in such notice. If a hearing is requested, no such vote shall be taken until such hearing is held provided that such a vote may be taken without a hearing if the local chapter neglects to appear at the hearing after having been given due notice of the time and place of the meeting.

#### **ARTICLE XI – Parliamentary Authority**

The rules contained in the current edition of ROBERT’S’ RULES OF ORDER, Newly Revised shall govern the Association and the Board of Directors and the meetings thereof in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any rules of order the Association may adopt.

#### **ARTICLE XII – Awards & Scholarships**

**SECTION 1** Each year the Association shall canvas all alumnae for nominations for Alumnus of the Year. Nominations are open to any graduate of the Massachusetts Maritime Academy and are not limited by membership in the Association. One exception to this policy is that members of the board of directors are not eligible for consideration unless they have been vacant from the board for a director's term of three (3) years.

The board will set the eligibility requirements for the candidates and such criteria should include, but not be limited by the following: Service to MMA, its alumnae and the Battalion of Cadets; Service to their country, state, and communities; Service to industry in the area of job creation or advancement of the state of the art. The above core

qualifications will be the minimum standard. The board may also add further qualifications as deemed necessary.

**SECTION 2** Each year the Association will award scholarship and sea term financial aid to deserving cadets. The monetary amount and number of scholarships awarded will be determined based on the financial status of the MMAAAA Scholarship fund. The scholastic and sea term awards will be made to deserving cadets in all four (4) grade levels. A committee will be appointed by the board to oversee and award the financial aid.

**SECTION 3** Each year the Association will present awards to the top scholastic graduates in each of the various academic disciplines at MMA. Additionally, the Association will also present awards to the top Male and Female athletes as nominated by the MMA Athletic department

Organized		1916
Incorporated	Nov.	1947
Amended	July,	1974
Amended	Dec. 2,	1988
Amended	Nov. 4,	1995
Revised	Nov. 9,	1996
Amended	Sept. 20,	2002
Amended	Sept. 23,	2005
Amended	Sept. 16,	2011