



**U.S. NAVAL
SEA CADET CORPS**

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23 June 2023

From: Secretary, Naval Sea Cadet Corps

To: Holders, NSCC Bylaws

Subj: NSCC Bylaws 2023

Encl: (1) NSCC Bylaws 2023, Amended

The U.S. Naval Sea Cadet Corps (NSCC) bylaws were duly approved and adopted by the NSCC Board of Directors on 11 June 2023, in accordance with Article XIX, NSCC Bylaws. Amendments ratified by the Board of Directors on 11 June 2023 are incorporated. Enclosure (1) is forwarded for information and reference as appropriate.

Very respectfully,

Andrew C. Lennon
Secretary

BYLAWS
of the
NAVAL SEA CADET CORPS

ARTICLE I – NAME

Section 101: The Name of the organization shall be the Naval Sea Cadet Corps (NSCC). In some contexts, the organization may also be referred to as the U.S. Naval Sea Cadet Corps. The Naval Sea Cadet Corps is incorporated as a Federal Corporation under Public Law 87-655 of September 1962, as modified by Public Law 93-504 of November 1974.

Section 102: The NSCC shall function as a nonprofit youth development organization.

Section 103: By executive agreement with the Navy League of the United States, the NSCC shall administer the Navy League Cadet Corps (NLCC).

ARTICLE II – OBJECTIVES

Section 201: The object and purpose of the NSCC shall be, through organization and cooperation with the Department of the Navy and the U.S. Coast Guard, to encourage and aid American young people to develop and interest and skill in basic seamanship and in its naval adaptations, to train them in sea going skills and to teach them patriotism, courage, self-reliance and kindred values. The NSCC will also participate with the U.S. Marine Corps and the U.S. Merchant Marine, to the extent possible.

Section 202: The NSCC shall be a nonprofit, nonpartisan, and nondiscriminatory organization where race, color, creed, or gender are concerned.

Section 203: Enrolled members of the NSCC shall not receive pecuniary profit, incidental or otherwise, by reason of their enrollment in the NSCC.

Section 204: The object of the NLCC is to provide young people, ages 10 through 13, moral and physical training with the object of commencing the development of candidates for the NSCC.

ARTICLE III – ENROLLMENT

Section 301: Any youth upon reaching ages 10 to 13 may request consideration for enrollment in the NLCC. Any youth upon reaching age 13 may request consideration for enrollment in the NSCC. All applicants may be required to satisfy certain mental and physical standards set forth by Navy support instructions and current NLCC/NSCC regulations and instructions for Headquarters.

Section 302: Any person 18 years of age or older may submit a request for consideration to become an NSCC Adult Volunteer Leader by completing application forms. Applicants are required to complete forms for and submit to personal background inquiries, prior to appointment.

Section 303: Identification cards shall be issued by Headquarters only.

Section 304: NSCC Adult Volunteer Leaders shall generally be attached to specific NLCC and/or NSCC units, but can also be attached to regions, areas, or to Headquarters.

ARTICLE IV – THE BOARD OF DIRECTORS OF THE NSCC

Section 401: The governing body of the NSCC is the Board of Directors. The major responsibilities of the Board include:

401.1 Organizational leadership and advisement;

401.2 Operations of the Board of Directors, its Officers, and committees;

401.3 Formulation and oversight of policies and procedures;

401.4 Financial oversight, including review, adoption, and monitoring the execution of the annual budget;

401.5 Oversight of program planning, program execution and operations;

401.6 Review of organizational and programmatic reports;

401.7 Promotion of the organization;

401.8 Fundraising; and

40-8 Outreach.

Section 402: Board meetings. A majority of the directors on the board must be present, either physically or at least telephonically, to establish a quorum. Accordingly, more than 50% of the serving directors of record must be present. Directors Emeritus are not counted for the quorum requirement. The board may not hold elections or vote on proposed board resolutions after the quorum is broken.

Section 402(a): There must be at least two scheduled board meetings per calendar year. One of these meetings is expected to be coincident with the National Convention of the Navy League of the United States and is to be referred to as the summer meeting. The summer meeting sets the end of a previous board year and the beginning of a new board year. The annual election of directors and officers will occur at this meeting.

Section 402(b): Annual Election. The annual election of directors for the next board year will occur during the summer meeting, with each nominated director having been vetted by the Nominations Committee. For all elections, a majority of the directors who are present at the meeting, either physically or remotely, must vote in favor of a candidate for that candidate to be elected. Accordingly, those who abstain from voting for a candidate are counted as a vote against that particular candidate. The Federal Charter of the NSCC, Public Law 87-655, mandates that the Board of Directors be comprised of no fewer than ten (10) and no more than twenty-five (25) directors.

Section 402(b)(1): The vetting of currently serving directors and officers who wish to continue serving must include their written statement to the Nominations Committee Chair to this effect within 30 days of being requested in writing to do so. The Nominations Committee will provide a list of all vetted currently serving directors and officers who wish to continue serving on the Board of Directors prior to the summer meeting, and this list may be approved as a slate (*i.e.*, the full list) during the election.

Section 402(b)(2): The vetting of a prospective director who is not currently serving on the board must at least include their expression of interest and their nomination by a currently serving director to the Nominations Committee, their submission of a written application to the Nominations Committee, and an interview with at least two

members of the Nominations Committee, either separately or simultaneously. The name and a resume of each vetted director candidate will be provided to the Board of Directors prior to the summer meeting, and each director candidate will individually be voted on during the election. A floor nomination of a prospective director who is not currently serving as a director will not be acted on during the summer meeting, with the nominee instead being referred to the Nominations Committee Chair for proper vetting. The only exception to this is in a situation that would otherwise result in not maintaining the minimum number of directors stated above in section 402(b).

Section 402(b)(3): The Directors will elect a Chair and a Vice Chair of the Board. The Board Chair will be in charge of the operations of the Board and will supervise each of its meetings. Either the Board Chair or Board Vice Chair must be present at all meetings of the Board. As used in this document, "Chair" (without any other designation) is to be construed to refer to the "Board Chair."

Section 402(b)(4): The vetting of a prospective officer who is not currently serving in the position they are seeking must at least include their submission of a written application provided to them by the Nominations Committee Chair and an interview with at least two members of the Nominations Committee, either separately or simultaneously. The name of each vetted officer candidate will be provided to the Board of Directors prior to the summer meeting, and each officer candidate will individually be voted on during the election. A floor nomination of a prospective officer who is not currently serving in the nominated position will not be acted on during the summer meeting, with the nominee instead being referred to the Nominations Committee Chair for proper vetting. The only exception to this is in a situation that would otherwise result in not filling an officer position as listed below in ARTICLES V – XII, inclusive.

Section 402(b)(5): A director or officer, other than a director emeritus, may not concurrently serve on the Naval Sea Cadet Foundation (NSCF) Board as a director (also referred to as a "trustee"). This is to prevent a potential conflict of interest in concurrently serving on both boards.

Section 402(c): Each director and each officer will be appointed for a one-year term that begins at the end of the summer meeting and continues to the end of the summer meeting the following calendar year except as provided in the provisions of Articles V – VI, below. All appointed directors and officers, whether recurring or new,

will take an oath of office in accordance with ARTICLE XIII. There is not a maximum term limit for a director and/or officer.

Section 402(d): The officers who are elected through the aforementioned process will have the responsibility to manage the affairs and business of the NSCC in accordance with these Bylaws and with other guidance and policies established by the Board of Directors.

Section 403: Special Elections. A special election may be called by the Board Chair or by another acting in his/her stead at any time, to fill unanticipated vacancies and/or to add Directors who possess desired skills or attributes, while complying with the numerosity requirements of section 402(b) and the other requirements of sections 402(b)(1) – 402(b)(5). A notice of at least 30 days must be provided to all board members in calling a special election.

Section 404: Directors are generally expected to attend board meetings in person and may not authorize anyone to represent them during a called meeting. However, directors may participate in called meetings telephonically (*i.e.*, remotely), so long as the selected method allows for all present in the meeting room to hear those participating remotely, and those participating remotely can hear all those in the meeting room (*e.g.*, speakerphone, video web conference). Directors must request permission in advance from the Board Chair to participate in a called meeting telephonically, and those authorized to do so will be considered present at the meeting for the purposes of voting. The following limitations will apply to telephonic participation:

404(a) Directors will be limited to such remote participation for no more than two consecutive normally scheduled meetings of the Board of Directors. However, the Board Chair may authorize an exception to this policy for a director on a case-by-case basis for a compelling reason.

404(b) At the Board Chair's discretion, a telephonic Board meeting may be called in lieu of an in-person Board meeting because of a regional or national emergency that may restrict face-to-face meetings and/or travel. A telephonic Board meeting, if called, does not count toward the aforementioned limitation of two consecutive telephonic meetings for any director.

Section 405: It is expected that each director will make an annual donation to the organization. Directors are expected to give to the best of their means, at a level they

would consider generous. It is also expected that each director will be proactively engaged in fundraising for the NSCC.

Section 406: A board member who has or will have served for at least eight years on the Board of Directors may request director emeritus status. It is not necessary that these eight or more years be uninterrupted. The Nominations Committee will review the request and approve it if the requesting director meets this requirement. Upon receiving this approval, the Board Chair will appoint the requesting director to director emeritus. Director emeriti will not affect any quorum requirements. Director emeriti are entitled to all rights and privileges of directors with the exception of voting.

ARTICLE V – CHAIR OF THE BOARD OF DIRECTORS

Section 501: The Chair shall be responsible for oversight of Naval Sea Cadet Corps policy and operations. The Chair will normally be elected for a term on two years at the summer meeting of the board of directors. The Chair's term of office will extend until his/her successor is elected and installed. The Chair is responsible for calling and presiding over all meetings of the Board of Directors if absent the Vice Chair shall preside over all meetings of the Board of Directors and if absent the Vice Chair shall preside.

Section 502: The Chair shall have authority in all matters affecting the maintenance of conduct and discipline within the Board and shall act on all complaints which may be presented, complying with provisions as set forth herein and the Regulations of the NSCC may provide.

Section 503: In absence of a rule, the Chair is authorized to use his/her good judgment in the best interest of the NSCC.

Section 504: The Chair shall call at least two (2) meetings per year of all members of the Board of Directors at approximately six-month intervals.

Section 505: The Chair shall call special meetings when a written request has been received from ten (10) or more Directors.

Section 506: The Chair shall be the liaison with the National President of the Navy League of the United States.

Section 507: The Chair shall be the liaison with the Secretary of the Navy and other government agencies.

Section 508: In the event the Chair cannot perform his/her duties, the Vice Chair will assume the title, duties, and responsibilities of the Chair. The senior Vice President (determined by time served in office) will assume the title, duties and responsibilities of Vice Chair. They will hold office until the next meeting of the Board of Directors, at which time elections will be held to elect permanent Officers.

ARTICLE VI – OFFICERS OF THE NAVAL SEA CADET CORPS

Section 601: In addition to the Board Chair, the following Officers of the NSCC are Members of the Board of Directors: the Vice Chair, and all Vice Presidents

Section 601(a): Board Vice Chair. The Board Vice Chair term of office will extend from the date of his/her election to the date of the end of the summer meeting of the following year. The Vice Chair may be elected to a second one-year term, thereby allowing the Vice Chair to serve concurrently with the Board Chair's normal two-year term.

Section 601(b): At least one and no more than three Vice Presidents: Each Vice President's term of office will extend from the date of his/her election to the end of the summer meeting of the following year.

Section 602: In addition to the Officers who are members of the Board of Directors, the Officers of the NSCC also include the following: A Judge Advocate, a Treasurer, an Assistant Treasurer (or Assistant Treasurers), and a Secretary.

Section 602(a): Judge Advocate. A Judge Advocate will be appointed by the Board Chair.

Section 602(b): Treasurer. A Treasurer shall be appointed by the Board Chair.

Section 602(c): Assistant Treasurer (or Assistant Treasurers). An Assistant Treasurer (or Assistant Treasurers) will be appointed by the Board Chair.

Section 602(d): Secretary. The duties and responsibilities of the Secretary will be performed by the Executive Director of the NSCC, in which case a Secretary will not be appointed from the membership of the Board of Directors.

Section 603: The Officers under the direction of the Board Chair will establish Regulations for the governing and administration of the NSCC and NLCC.

ARTICLE VII – VICE CHAIR OF THE NAVAL SEA CADET CORPS

Section 701: The Board Vice Chair, when so directed by the Board Chair, will represent the NSCC in its relations with Federal, State, and other government bodies.

Section 702: The Board Vice Chair will have authority to designate any NSCC Officer (other than the Board Chair) to represent him or her at public ceremonies.

Section 703: The Board Vice Chair will serve as the approving authority for all major individual and major unit awards, and for all award and inspection criteria.

Section 704: The Board Vice Chair will preside over the Executive Committee (addressed in Article XVII) and shall act for the Board Chair when required.

ARTICLE VIII – VICE PRESIDENTS OF THE NAVAL SEA CADET CORPS

Section 801: A board member may be nominated for election to Vice President if they have the requisite knowledge, skills, and board experience to perform successfully in this role. Vice Presidents are expected to chair at least one committee, and to serve on multiple committees including the Executive Committee.

Section 802: Vice Presidents will assist the Board Chair and the Board Vice Chair in implementing NSCC policy, and in executing and administering the NSCC program.

Section 803: Vice Presidents will represent the NSCC on special occasions and during special ceremonies when requested to do so by the Board Chair, Board Vice Chair, or NSCC Headquarters staff.

Section 804: Vice Presidents will also chair and/or serve on special committees and/or advisory boards when so appointed by the Board Chair.

ARTICLE IX – JUDGE ADOCAT

Section 901: The Judge Advocate shall be appointed by the Chair.

Section 902: The Judge Advocate shall serve as the General Counsel of the NSCC.

ARTICLE X – TREASURER

Section 1001: The Treasurer shall be appointed by the Chair.

Section 1002: The Treasurer shall report quarterly to the Chair.

Section 1003: The Treasurer shall annually obtain an Audit, by an independent certified public account, of the financial conditions of the NSCC and submit this audit to the Board of Directors by at least 30 days prior to the Summer Board meeting and to the Congress of the United States as required by Public Law 87-655.

1004: The Treasurer shall be bonded.

Article XI – ASSISTANT TREASURER

1101: The Assistant Treasurer(s) shall be appointed by the Chair.

1102: The Assistant Treasurer(s) shall perform the duties and exercise the authority of the Treasurer in his/her absence.

1103: The Assistant Treasurer(s) shall be bonded.

ARTICLE XII – SECRETARY OF THE NAVAL SEA CADET CORPS

Section 1201: The Secretary shall perform the following functions:

1201(a). Take the minutes of all Board meetings, whereby the minutes shall recite at least the following basic information:

- i. The date, time, and location of the meeting;
- ii. Whether the meeting is a special or regular meeting;

- iii. Whether notice was given or a waiver of notice signed by all directors;
- iv. The names of Directors in attendance and the Directors not in attendance, and the respective method of each Director's attendance (*i.e.*, in person or virtually);
- v. The names of other guests in attendance (and their titles or association, if relevant);
- vi. Whether a quorum was established;
- vii. Any departures and re-entries of attendees; and
- viii. Any board actions (*e.g.*, approvals, delegations of authority, directives).

1201(b) Retain the minutes of each Board meeting for the life of the organization to the extent this is possible, and turn the collection of past minutes to his/her successor upon such occurrence.

1201(c) Receive corrections to past minutes at each Board meeting, if applicable, and amend those minutes to reflect such corrections.

1201(d) Retain a ledger of Board members as to the dates of their appointment to the Board and their departure (if applicable) from the Board, as well as the dates of their holding any Officer positions (*e.g.*, Chair, Vice Chair, Vice President, Judge Advocate General, Treasurer, Assistant Treasurer). This ledger of Board members should be retained for the life of the organization to the extent this is possible.

1201(e) Receive reports from Committees and other documents that are considered important to the Board, and retain these documents for a period of at least ten (10) years.

1202: The duties and responsibilities of the Secretary shall be performed by the Executive Director of the NSCC.

ARTICLE XIII – OATH OF OFFICE

Section 1301: All Officers and Directors will take the oath of office as presented herein.

Section 1301(a) Oath “I solemnly promise to abide by the rules and bylaws and regulations of the Naval Sea Cadet Corps. I further promise that I will perform the duties of my office to the best of my ability.”

ARTICLE XIV – EXECUTIVE DIRECTOR

Section 1401: Executive Director. The Executive Director is hired and appointed by the Chair in consultation with a Search Committee to administer the NSCC. The Executive Director, acting as Secretary, shall be keeper of the seal and perform the duties of his/her office in accordance with these bylaws and Regulations for the NSCC. The Executive Director will make semiannual reports to the Board of Directors at their summer and fall Board meetings covering activities of this office, making such recommendations as he/she may deem proper.

Section 1402: On the authority of the Chair, the Executive Director shall be the active managing officer of the Headquarters and all units of the NSCC, with the authority to carry out all Rules and Regulations of the NSCC. When requested, the Executive Director will participate on board committees as a non-voting member, or designate a member of the Headquarters staff to do in his place.

Section 1403: Chief of Staff. The Chief of Staff shall assist the Executive Director in the performance of his/her duties, in accordance with these bylaws and Regulations for the NSCC, and at the discretion of the Executive Director. The Chief of Staff will be hired by the Executive Director in consultation with the Board of Directors.

ARTICLE XV – FINANCES

Section 1501: The Board of Directors will execute their fiduciary responsibilities by providing financial oversight of NSCC planning and operations, including the review, adoption and execution of the annual budget. To enable the Board of Directors to comply with their fiduciary responsibility, NSCC Headquarters will provide Board Members with a quarterly financial report as defined by the Budget and Finance Committee.

Section 1502: The fiscal year for the NSCC shall be based on the calendar year.

Section 1503: A projected budget for the next fiscal year shall be prepared by the Executive Director and approved by the Treasurer and the Budget and Finance Committee for presentation to the Board thirty (30) days prior to the Fall meeting of the Board of Directors.

Section 1504: The Board will designate two or more individuals by name as signers on the NSCC accounts and shall be considered Officers of the corporation for banking purposes. The minutes of the Board meeting designating or removing individuals as signers shall be presented along with a copy of the Bylaws to the bank as the authoritative documents.

ARTICLE XVI – COMMITTEES

Section 1601: The NSCC Board of Directors will establish committees to conduct the business of the organization. Committees will be aligned functionally and will consist of both standing and ad-hoc committees. Standing committees provide structure and alignment for the Board. Ad-hoc committees may be established by the Board to address specific concerns or tasking outside the standing committee structure. A director shall rely on the work of such committees, absent knowledge of information that makes such reliance unreasonable.

Section 1602: Committee Structure: Committees will be established by the Board to perform its various tasks, and may delegate these tasks to such committees. Each standing committee will maintain a charter that defines its functions and responsibilities. The Chairman of the Board of Directors will assign a chair for each committee identified in the following articles.

Section 1603: Committee Charters: Each committee will have a charter that identifies the committee's scope and purpose, clarifies duties and responsibilities, and defines the committee's membership and meeting requirements.

Section 1604: Assignment of Committee Members: Based on recommendations from the Executive Committee, board members will be assigned to serve on a standing committee and any required ad-hoc committees. Assignments will be based on knowledge, skills, and experience. Vice Presidents will be assigned to appropriate committee Chair positions. The Chair of the Board of Directors may appoint individuals who are not a member of the Board to the committees. Augmentation should be considered where participation by members of the Headquarters Staff,

expert facilitators, or people with special expertise will add to the effectiveness of the committee, Each Director is expected to serve on at least one committee. Section 1605: Committee Chair Assignments: Committee Chairs will be appointed and assigned by the Chair of the Board of Directors. In the event of the death, disability, or other incapacity that prevents the Committee Chair from properly performing his or her duties, the duties of the chair shall pass to the Vice Chair or other individual assigned by the Chair of the Board of Directors.

Section 1606: Committee Meetings: Each committee shall meet as frequently as required and shall conduct such business as necessary to fulfill its charter. Presence of a majority shall constitute a quorum for the transaction of business. Conference calls and electronic means (email, etc.) are considered acceptable meeting venues to facilitate dialogue and expedite decisions. Committee members are expected to make every effort to participate in scheduled meetings with two consecutive absences being subject to review by the Committee Chair.

Section 1607: Meeting Schedule and Agenda Items: Committee Chairs are responsible for establishing a meeting schedule and applicable agenda. The committee should meet at least semi-annually and is encouraged to meet every other month or more frequently if needed. The chair of each committee, in consultation with their respective committee, the Chair of the Board of Directors, and appropriate Headquarters Staff, will develop an agenda for their committee that is consistent with its charter.

Section 1608: Minutes and Reports: Each Committee Chair will record the proceedings (in summary/highlight) fashion and distribute as required. Any reports or position papers generated by the committee will be distributed as appropriate and retained by the committee Chair for two years. Semi annual reports will be presented at the summer and fall board meetings.

ARTICLE XVII – STANDING COMMITTEES

Section 1701: The Board will be organized into the following standing committees. The charters provided by the following standing committees will be effective once approved by the Chair of the Board of Directors. Each committee shall continue until dissolved by the Board.

Section 1702: Executive Committee: The Executive Committee is comprised of the Chair, Vice Chair, Vice Presidents, and Treasurer, and will provide executive level guidance, governance, and oversight to the NSCC organization by monitoring the effectiveness and performance of individual members of the Board, Board committees, and the Headquarters staff. The Executive Committee may act on behalf of the Board of Directors by obtaining a two-thirds vote of the Executive Committee for extremely time sensitive issues that preclude the calling of a Special Board Meeting in the opinion of the Chair or Vice Chair.

Section 1703: Strategic Planning Committee: The strategic Planning Committee will perform strategic planning and analysis tasks to guide the NSCC into the future, ensuring it maintains its status as a top-tier youth development program.

Section 1704: Nominations Committee: The Nominations Committee will identify, recruit, and vet individuals for election to the NSCC Board of Directors. These vetting process requirements for different positions are stated above in sections 402(b)(1) – 402(b)(4). This committee will ensure the Board composition is representative, in so far as is reasonable, of the demographic and geographical composition of the NSCC, provides the skills, expertise, and attributes required with regard to diversity and inclusiveness for the Board to complete its mission, and provides an attractive profile for potential individual and corporate donors.

Section 1705: Budget and Finance Committee: The Budget and Finance Committee will undertake activities to assure long-term financial viability and security of the NSCC. The committee will provide oversight of the budget process; internal and external financial audits including auditor qualifications, independence, and performance; compliance with legal and regulatory requirements; the adequacy and effectiveness of accounting and financial controls; and investment guidance and execution.

Section 1707: Operations and Training Committee: The Operations and Training Committee will provide executive level oversight and guidance for NSCC operations, training, inspections and awards policies and programs.

Section 1708: Development and Fundraising Committee: The Development and Fundraising Committee will provide executive level oversight and guidance for NSCC outreach, development, and fundraising programs. This scope includes the establishment, measurement, and reporting of annual development goals for national

and local level fundraising, corporate and individual donors, and planned giving programs.

Section 1709: Scholarship Committee: The Scholarship Committee will help administer the NSCC scholarship program by interacting with the Naval /sea /cadet foundation and other funding organizations to ensure availability of scholarship funds and by implementing a fair and disciplined process to review applications and select cadet recipients of various NSCC managed scholarships. The Scholarship Committee will review scholarship offerings and make recommendations to modify and/or remove existing scholarships or establish new scholarships.

Section 1710: Ad-hoc Committees: Ad-hoc committees may be stood up at the direction of the Chair of the Board of Directors to address special topics or events that are expected to be short-term in nature or do not fall under one of the permanent standing committees. Ad-hoc committees will have a charter with membership identified and a designated Committee Chair assigned. They will meet and submit reports as designated above for standing committees unless otherwise directed. An ad-hoc committee can also be stood up by the Chair of an existing committee to address a short term, time-consuming or engagement with non-committee members that is within that permanent committee's charter.

ARTICLE XVIII – AMENDMENTS

Section 1801: Proposed amendments to the Bylaws must be presented in writing by any member of the NSCC Board of Directors or the Executive director to the Chair at a minimum of ninety (90) days prior to the next scheduled Board of Directors meeting.

The Chair will submit the proposed amendment(s) to the Judge Advocate within five (5) days of receipt for a review of form and substance. The review shall be completed within thirty (30) days following submission to the Judge Advocate.

Section 1802: Proposed amendment(s) must be presented to the Board of Directors at least thirty (30) days prior to the day of the meeting at which the proposed amendment(s) are to be acted upon.

Section 1803: It shall require a two-thirds vote of the Board of Directors as defined in Section 1901, at a duly called meeting at which a quorum exists to amend these bylaws.

Section 1804: Amendment(s) to the Bylaws adopted by the Board of Directors shall become effective upon adjournment of said Board of Directors meeting unless otherwise provided.

ARTICLE XIX – MISCELLANEOUS

Section 1901: Unless otherwise stipulated, a “majority” vote means a simple majority of the directors who are present vote to approve a motion at a duly called meeting at which a quorum exists; and a “two thirds” vote means two thirds of the directors who are present vote to approve a motion at a duly called meeting at which a quorum exists.

Section 1902: Officers may be removed from office, and Directors may be removed from the Board, at their own request, or by a two-thirds vote of the Directors present at a duly called meeting at which a quorum exists.

ARTICLE XX – DISSOLUTION OF THE NAVAL SEA CADET CORPS

2001: Upon dissolution or final liquidation of the corporation, after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the corporation, if any, will be distributed to the Naval Sea Cadet Foundation.