



# U.S. Naval Institute

## ***CONSTITUTION AND BY-LAWS***

Effective 27 April 2010

The United States Naval Institute is a voluntary, private, nonprofit association formed in 1873 for “the advancement of professional, literary, and scientific knowledge in the naval and maritime services, and the advancement of the knowledge of sea power.” Membership is open to all U.S. citizens and all foreign citizens.

Address all communications to:

Chief Executive Officer  
United States Naval Institute  
291 Wood Road  
Annapolis, Maryland 21402

### **ARTICLE I           Name and Mission**

Section 1. This association shall be called the United States Naval Institute (“the Institute”).

Section 2. The Mission of the Institute is “to provide an independent forum for those who dare to read, think, speak, and write in order to advance the professional, literary, and scientific understanding of sea power and other issues critical to national defense.”

### **ARTICLE II           Headquarters**

The headquarters of the Institute shall be Beach Hall at the United States Naval Academy, Annapolis, Maryland, or in such other place as the Board of Directors may select.

### **ARTICLE III         Officers**

Section 1. Any individual member in good standing who is a U.S. citizen is eligible to serve as an officer of the Institute.

Section 2. Officers of the Institute shall be as follows: the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, seven other elected Directors, the Chief Executive Officer (“CEO”), and other officers as the Board of Directors may from time to time designate. The Chairman and Vice Chairman of the Board shall be elected to office by a majority of the Board.

Section 3. The Chairman of the Board of Directors, Vice Chairman of the Board of Directors, the seven other elected Directors, the additional Directors appointed in accordance with Article III, Section 4, and, *ex officio*, with full voting privileges, the Chief Executive Officer and the Chairman of the Editorial Board shall, collectively, constitute the Board of Directors of the Institute.

Section 4. The Board of Directors may, from time to time, appoint three or more commissioned officers of flag or general officer grade, serving on active duty, at least one from each of the Sea Services of the United States (United States Navy, Marine Corps and Coast Guard), to comprise The United States Naval Institute Advisory Board (the "Advisory Board"). Members of the Advisory Board may attend all meetings of the Board of Directors of the Institute (subject to the discretion of the Chairman or Vice Chairman of the Board of Directors) for the purpose of providing the Board of Directors the perspective of the Sea Services. Each member of the Advisory Board serves in a non-voting, advisory capacity only and is not responsible for the governance or management of the Institute.

Section 5. The Board of Directors may, from time to time, appoint to the Board one or more Directors for the purpose of better membership representation or acquiring such special and unique expertise as may be helpful to the Board in its governance of the Institute. The Board of Directors may accord voting privileges to no more than four appointed Directors at any one time.

Section 6. The Institute shall have an Editorial Board, which shall consist of a Chairman, a Vice Chairman, seven other elected members, the CEO or the CEO's designated representative, and other members of the Editorial Board as the Board of Directors may, from time to time, designate. The Chairman and Vice Chairman of the Editorial Board shall be elected to office by a majority of the Editorial Board.

## **ARTICLE IV            Membership**

Section 1. The Institute shall have Members, Life Members, Golden Life Members, and Honorary Members and other such memberships as the Board of Directors may approve from time to time.

Section 2. Membership, Life Membership, and Golden Life Membership shall be open to all U.S. and foreign citizens who are interested in the Mission of the Institute.

Section 3. Effective on the first day of January in the year next following the year in which a member shall complete fifty years of membership, he or she shall be designated a Golden Life Member. Golden Life Members shall be free from all dues and assessments.

Section 4. The Board of Directors may, from time to time, award honorary memberships to distinguished individuals to further the Mission of the Institute. It may also, from time to time, name one or more Honorary Presidents and Vice Presidents of the Institute, but such honorary officers shall have no role in the governance of the Institute.

Section 5. The Board of Directors shall resolve all questions arising in regard to membership.

Section 6. All members in good standing shall be entitled to vote on any questions before any meeting of the Institute, or before the Institute as a whole.

Section 7. Membership shall not be transferable.

Section 8. Every member shall be subject to the Institute's Constitution and By-Laws as they may from time to time be amended.

Section 9. Membership shall continue until receipt of the member's resignation in writing, or until the Board of Directors, under circumstances hereinafter provided, shall drop the member from the rolls.

Section 10. Voting membership shall be limited to individuals. Non-voting memberships are open to organizations, and entities such as ships, stations, schools, and libraries with fees and services for each set by the Board.

## **ARTICLE V            Admission of Members**

Section 1. Persons qualified for membership shall be admitted upon personal application and payment of such dues as the Board of Directors may prescribe.

Section 2. A member shall become a Life Member upon personal application and payment of the required fee.

## **ARTICLE VI            Fees and Dues**

Section 1. There shall be no entrance fee.

Section 2. The Board of Directors shall fix annual Member dues. These dues are payable in advance. Any change in dues shall be announced to members in Institute periodicals and on the web site as appropriate no later than 60 days prior to the date the increase takes effect. Any member whose dues have not been paid within thirty days of the date they are due shall be subject to action in accordance with Article VII.

Section 3. The Board of Directors shall fix the fee for Life Membership. If any member shall have paid dues for the year in which he or she applies for Life Membership or shall have paid dues for any future years, the unused amount so paid shall be credited toward the fee for Life Membership.

Section 4. Each member shall be entitled to receive member services and publications as prescribed by the Board for each designated level of membership.

## **ARTICLE VII      Resignations, Arrears, Expulsions, etc.**

Section 1. Members desiring to terminate their memberships in the Institute shall submit their resignations in writing to the Chief Executive Officer.

Section 2. The Board of Directors may suspend all rights and privileges for those members in arrears more than thirty days until such arrears are paid, but shall drop from the rolls those members in arrears for one full year. A former member who wishes to rejoin is not required to pay back dues.

Section 3. The Board of Directors may drop from the rolls any member or life member who is dismissed from the U.S. armed forces, who resigns for the good of the service under circumstances involving moral turpitude, or who is convicted of a felony.

Section 4. The Board of Directors may drop from the rolls any member or life member whose continued membership is contrary to the best interests of the Institute. Such action shall be taken only for good cause shown, will require notice and opportunity for the member concerned to submit such comments as the member desires, and will require a two-thirds majority of the Board.

## **ARTICLE VIII      Nominations and Elections; Annual and Special Meetings**

Section 1. The Governance Committee of the Board of Directors shall, before the first day of October in each year, meet to make nominations for the elective offices of the Institute. Pursuant to procedures to be established by the Board of Directors, members of the Institute may make additional nominations provided that twenty-five members in good standing sign each nomination petition.

Section 2. The Board of Directors shall appoint the Chief Executive Officer of the Institute.

Section 3. The Institute shall have an Annual Meeting in the first four months of each year, on a date and at a place to be designated by the Board of Directors. At the Annual Meeting, the members shall be provided with the minutes of the previous meeting, the Annual Report of the Chairman of the Board of Directors and the Chief Executive Officer as to the State of the Institute, including a summary of the Institute's financial condition, and the results of annual elections.

Section 4. Elections shall be held annually. A ballot shall be sent to each member entitled to vote at least sixty days before the date set for the Annual Meeting. The ballot may include any question that requires approval of the membership or with respect to which the Board of Directors considers it advisable to have the views of the members. To be valid, the ballot shall be signed by the member. The nine candidates for Director and the nine candidates for the Editorial Board receiving the highest number of votes shall be declared elected at the Annual Meeting,

assume the duties of their respective offices from that date, and hold office until their successors are elected and qualify.

Section 5. The Board of Directors may call a special meeting of the Institute at any time and place, with at least thirty (30) days notice to the membership, stating the business to be considered. No other business shall be transacted at such special meeting.

Section 6. Meetings and proceedings of the Institute shall be conducted in accordance with Robert's Rules of Order, except as otherwise provided in the Constitution and By-Laws.

## **ARTICLE IX           Duties of Officers**

Section 1. The Chairman of the Board of Directors shall preside at meetings of the Institute and of the Board of Directors at which he or she is present. If he or she is not present, the Vice Chairman of the Board of Directors shall preside.

Section 2. The Board of Directors shall direct the management of Institute affairs. Meetings of the Board of Directors shall be held (a) quarterly, (b) at the call of the Chief Executive Officer, and (c) upon the written request of two members of the Board of Directors. A majority of the members entitled to vote shall constitute a quorum.

Section 3. The Board of Directors shall establish, as committees of the Board of Directors, a Finance Committee, a Governance Committee, and an Audit Committee, and may establish other standing committees. Each standing committee shall include at least two Board members. Each standing committee may include additional Board members, Institute staff, and Institute members possessing expertise and experience useful to the committee.

Section 4. The Board of Directors may, from time to time, establish special or ad hoc committees.

Section 5. The Board of Directors may fill casual vacancies in the Board of Directors and the Editorial Board until the next annual election.

Section 6. The Board of Directors may remove any member of the Board of Directors or any member of the Editorial Board for cause at a special meeting called for the purpose after such proceedings as the Board of Directors may determine; provided that a quorum of the Board of Directors shall be present, exclusive of the person whose removal is at issue, and a two-thirds vote of those present, exclusive of the person whose removal is at issue, shall be necessary for removal.

Section 7. In case of prolonged absence or disability of any officer of the Institute, the Board of Directors shall have the power to declare the office vacant, and to fill the vacancy as in case of resignation.

Section 8. The Chief Executive Officer shall conduct the day-to-day affairs of the Institute, under the authority and guidance of the Board of Directors. The CEO shall attend all meetings of the Institute and of the Board of Directors; keep the minutes of same, serve as custodian of the Constitution and By-Laws; and maintain the financial and membership records of the Institute. The CEO shall supervise the staff of the Institute, and shall have the power to employ, compensate, and terminate staff members as necessary to conduct the affairs of the Institute. The CEO shall be accountable for and shall have the authority to disburse funds of the Institute in support of the Mission and in accordance with the annual business plan. The CEO shall manage the Institute's money, securities, and other property. The Board of Directors shall select the bank or banks to hold Institute accounts. The CEO shall ensure that all Institute funds are deposited in these approved accounts. At each regular meeting of the Board of Directors, the CEO shall submit a current Financial Statement, together with such other information as the Board may require.

## **ARTICLE X. Financial Records and Accounts**

Section 1. The financial records of the Institute shall be open to inspection by any member.

Section 2. The Institute's accounts shall be formally reviewed by outside auditors in accordance with generally accepted accounting principles at the end of every calendar year, and at such other times as the Board of Directors may direct. The availability of the annual audit statement shall be announced in Proceedings and other media as appropriate. It shall promptly be sent at no charge to members requesting it.

## **ARTICLE XI Publishing Programs**

Section 1. The purpose of the publishing programs is to advance the Mission of the Institute. The Board of Directors shall set publishing policy and guidelines for the Institute, to include the means and media of publication (including electronic publication). These may include publication of books, papers and periodicals, the production of films and television programs, and the creation of web-based content. In accordance with Board policy and guidelines, the CEO shall, with the advice of the Editorial Board, direct the Institute's publishing programs.

Section 2. Unless otherwise directed by the Board through a majority vote of the Institute membership, the flagship publication of the Institute will remain the U.S. Naval Institute Proceedings. It and all other media and publications will contain such articles, documents, commentary and professional notes that advance the Mission of the Institute.

Section 3. The CEO shall be responsible to ensure that all Naval Institute publications, regardless of the medium in which published, are copyrighted in the name of the Institute and that such copyrights are duly registered; *provided, however,* that the Board of Directors may authorize or direct that the Institute transfer, assign, or otherwise forgo its copyright with respect to a designated work or class of works, when such action would be of special benefit to the Institute or to the national defense or when an author, by contract, retains these rights.

Section 4. The CEO shall have the power and authority to regulate the pricing and manner of presentation for all works published by the Institute, and to determine the compensation to be paid to authors of those works. The CEO may enter into contracts with authors for the development of books, articles, and other types of works in furtherance of the Mission of the Institute.

Section 5. The Naval Institute is not accountable for the statements or opinions advanced by authors, commentators, or presenters in any form of media that it sponsors.

## **ARTICLE XII       Contests**

Section 1. The Board of Directors may authorize contests such as essay contests and photo contests to advance the Mission of the Institute.

Section 2. The Board of Directors may set cash prizes or other rewards for contest winners and may determine how and when the Institute will recognize prizewinners.

## **ARTICLE XIII       Investments**

Section 1. The Board of Directors may direct the CEO to invest reserve funds subject to the provisions of this Article.

Section 2. The Board of Directors shall at all times handle the investments of the Institute in the same manner in which persons of prudence, discretion, and intelligence handle their own affairs, not in regard to speculation, but in regard to the permanent disposition of their funds considering the probable income and safety of the capital to be invested.

Section 3. The Board of Directors shall employ a qualified investment adviser that is not a dealer in securities to supervise the Institute's securities portfolio. Securities investments shall include, without limitation, bonds, notes, debentures, certificates of deposit, capital, common and preferred stocks, foreign or domestic. For proper diversification, not more than 5 percent of the total reserve funds shall ordinarily be invested in the securities of any one corporation, state, municipality, or government other than that of the United States without specific authorization from the Board of Directors.

Section 4. Consistent with its Mission and the objectives set out in Article XV, the Institute may invest in real property.

Section 5. The Board of Directors shall determine the allocation of reserve funds of the Institute among alternative investments.

## **ARTICLE XIV       Income and Property.**

Section 1. The income and property of the Institute, from whatever source derived, shall be applied exclusively toward the promotion of the Mission of the Institute, but no portion thereof shall be paid or transferred, directly or indirectly, by way of profit, to the persons who at any time are or have been members of the Institute, or to any of them, or to any person claiming through any of them: Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or employee of the Institute, or to any member of the Institute, or other person, in return for services rendered to the Institute. The Institute shall not lend any of its funds, make its services available to, buy property from, sell property to, or engage in any other transaction with any officer, director, or member other than at fair and reasonable values and in the ordinary course of conducting the Institute's customary programs.

Section 2. The Board of Directors may, from time to time, acquire property, including real estate, developed and undeveloped, and may acquire or build buildings or other facilities, so as to enhance the ability of the Institute to conduct its operations in an efficient and prudent manner.

Section 3. The Board of Directors may authorize donations to any worthy cause consistent with the Mission of the Institute. Donations to a single organization may not exceed five thousand dollars in any calendar year. Any larger proposed donation shall be submitted to the membership for decision and the affirmative vote of a majority of the members voting shall be necessary for approval.

Section 4. The Board of Directors may purchase for and donate to or restore for the United States Naval Academy Museum, the Naval Historical Foundation or other comparable Sea Service institutions or to the United States Government relics, books, manuscripts, objects and other articles appropriate for the use of, and desired by, those institutions.

Section 5. In the event of winding up or dissolution of the Institute, all outstanding debts and liabilities shall be satisfied. If, after satisfaction of all debts and liabilities, there remains any property, the same shall not be paid or distributed among the members of the Institute, but shall be given to some other organization dedicated to similar purposes and qualifying under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or to the federal government or an agency or department thereof, as may be determined by the members of the Institute at or before the time of dissolution.

## **ARTICLE XV            Limitations**

Section 1. Notwithstanding any other provision in this Constitution and By-Laws, the Institute's objectives are limited to and shall include only charitable, scientific, literary and educational purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, and all references to the objectives of the Institute shall be construed to include such limitation. The Institute shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the objectives of the Institute as so limited.

**ARTICLE XVI      Amendments to Constitution and By-Laws**

Section 1. Proposed amendments to or changes in the Constitution and By-Laws must first be approved by the Board of Directors. Then, they shall be circulated to the members entitled to vote at least thirty days before the date the change becomes effective, if approved. Each such member in good standing shall be furnished a ballot on which to record his or her vote, and no amendment to or change in the Constitution and By-Laws shall be made without the favorable vote of two-thirds of the members voting.