



**U.S. NAVAL  
SEA CADET CORPS**  
CHART YOUR COURSE

10 June 2021

From: Secretary, Naval Sea Cadet Corps  
To: Holders, NSCC Bylaws  
Subj: NSCC Bylaws 2016 with June 2021 Amendments  
Encl: (1) NSCC Bylaws (2016), Amended

The NSCC Bylaws (2016) were duly approved and adopted by the NSCC Board of Directors on 09 November 2016, in accordance with Article XIX, NSCC Bylaws (1994). Amendments ratified by the Board of Directors on 23 June 2017, 02 November 2018, and 04 June 2021 are incorporated. Enclosure (1) is forwarded for information and reference as appropriate.

A. C. LENNON

Secretary

Distribution:

NSCC National Chairman  
NSCC Vice Chairman  
NSCC National Officers and Directors  
NSCC HQ Staff & Representatives

## **ARTICLE I – NAME**

Section 101: The Name of the organization shall be the Naval Sea Cadet Corps (or the U.S. Naval Sea Cadet Corps). The Naval Sea Cadet Corps (NSCC) 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 education 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 objects and purpose of the NSCC shall be, through organization and cooperation with the Department of the Navy, to encourage and aid American young people to develop an interest and skill in basic seamanship and in its naval adaptations, to train them in seagoing skills and to teach them patriotism, courage, self-reliance and kindred values.

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

Section 203: Members of the NSCC shall not receive pecuniary profit, incidental or otherwise, by reason of their membership 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 – MEMBERSHIP**

Section 301: Any youth upon reaching ages 10 to 13 may request consideration for membership in the NLCC. Any youth upon reaching age 13 may request consideration for membership 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 from National Headquarters

Section 302: Any person 18 years of age or older may submit a request for consideration to become an NSCC adult member 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 National Headquarters only.

Section 304: NSCC officers shall be attached to specific NLCC and NSCC units only.

#### **ARTICLE IV – THE NATIONAL 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:

- 1) organizational leadership and advisement;
- 2) operations of the board of directors, officers and committees;
- 3) formulation and oversight of policies and procedures;
- 4) financial oversight, including review, adoption, and execution of the annual budget;
- 5) oversight of program planning, program execution and operations;
- 6) review of organizational and programmatic reports;
- 7) promotion of the organization;
- 8) fundraising; and
- 9) outreach.

Section 402: Annual Election. The Directors for each ensuing year shall be elected at a meeting of the Board of the Directors held for the purpose of conducting the annual election. The annual election of Directors shall be held at a date, time, and place to be determined by the Board. Any Director whose term of office has expired may be elected to succeed himself or herself. The Federal Charter of the NSCC, Public Law 87-655, mandates that the Board of Directors shall be comprised of no fewer than ten (10) and no more than twenty-five (25).

Section 403: Special Elections. Special elections may be called by the Chairman, or the Board of Directors, at any time, to fill vacancies or to increase the membership of the Board of Directors.

Section 404: Normally, each Director shall be appointed just prior to the summer meeting, to serve until a date just prior to the summer meeting of the following year. Directors shall hold office until their successors are elected and installed.

Section 405: The members shall elect a single Chairman and a single Vice Chairman of the Board. The Chairman shall be in charge of the operations of the Board and shall supervise each of its meetings. Either the Chairman or Vice Chairman must be present at all meetings of the Board.

Section 406: At the summer meeting, the Board of Directors shall elect from among its members a full slate of National Officers of the NSCC who shall manage the affairs and business of the NSCC in accordance with guidance and policies established by the Board of Directors.

Section 407: National Directors may not authorize anyone to represent them during a called meeting. However, National Directors may participate in called meetings via electronic means, so long as the media 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). National Directors will request permission from the National Chairman to participate in a called meeting via electronic means, and those authorized to do so will be considered present at the meeting for the purposes of voting. The following limitations will apply to participation via electronic means:

- National Directors will be limited to such participation for no more than two consecutive called meetings of the Board of Directors.
- There will be no more than ten (10) National Directors participating via electronic means during any called meeting of the Board of Directors.

Section 408: It is expected that each member of the Board shall make an annual donation to the organization. Board members will be expected to give to the best of their means, at a level they would consider generous. It is also expected that each member of the Board will be proactively engaged in fundraising for the NSCC.

Section 409: The Chairman, with the approval of the National Nominating Committee, may appoint those who have served as NSCC National Directors for a minimum of eight years to serve as National Director Emeritus. National Directors

Emeritus shall not be appointed to any region and shall not affect any quorum requirements. National Directors Emeritus shall be entitled to all rights and privileges of National Directors with the exception of voting.

## **ARTICLE V – CHAIRMAN OF THE BOARD OF DIRECTORS**

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

Section 502: The Chairman of the Board of Directors shall have authority in all matters affecting the maintenance of conduct and discipline within the NSCC 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 Chairman is authorized to use his/her good judgment in the best interest of the NSCC.

Section 504: The Chairman 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 Chairman shall call special meetings when a written request has been received from ten (10) or more Directors.

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

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

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

## **ARTICLE VI - NATIONAL OFFICERS OF THE NAVAL SEA CADET CORPS**

Section 601: In addition to the Chairman, the following National Officers of the NSCC are members of the Board of Directors: the Vice Chairman and all National Vice Presidents.

Section 601(a): Vice Chairman. The Vice Chairman's term of office shall extend from the date of his/her election to the date of the next summer meeting of the board of directors, and until his/her successor is elected and installed.

Section 601(b): One or more Vice Presidents: Each Vice President's term of office shall extend from the date of his/her election to the date of the next summer meeting of the board of directors.

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

Section 602(a): Judge Advocate. A Judge Advocate shall be appointed by the Chairman of the Board of Directors of the NSCC.

Section 602(b): Treasurer. A Treasurer shall be appointed by the Chairman of the Board of Directors of the NSCC.

Section 602(c): Assistant Treasurer (or Assistant Treasurers). An Assistant Treasurer (or Assistant Treasurers) shall be appointed by the Chairman of the Board of Directors of the NSCC.

Section 602(d): Secretary. The duties and responsibilities of the Secretary will be performed by the Executive Director.

Section 603: The National Officers under the direction of the Board of Directors shall establish Regulations for the governing and administration of the NSCC and NLCC.

Section 604: The National Officers, under the direction of the Board of Directors, shall establish enrollment fees and other assessments required for the NSCC and NLCC membership.

#### **ARTICLE VII – VICE CHAIRMAN OF THE NAVAL SEA CADET CORPS**

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

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

Section 703: The Vice Chairman shall serve as President of the Awards Board.

#### **ARTICLE VIII – VICE PRESIDENTS OF THE NAVAL SEA CADET CORPS**

Section 801: Vice Presidents shall assist the Chairman and the Vice Chairman in implementing NSCC policy, and in executing and administering the NSCC program.

Section 802: Vice Presidents shall represent the NSCC on special occasions and during special ceremonies when requested to do so by the Chairman, Vice Chairman, or NSCC National Headquarters.

Section 803: Vice Presidents shall serve on special committees and boards when so appointed by the Chairman.

#### **ARTICLE IX – JUDGE ADVOCATE**

Section 901: The Judge Advocate shall be appointed by the Chairman of the Board of Directors.

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 Chairman of the Board of Directors.

Section 1002: The Treasurer shall be responsible for the custody and disbursement of all funds of the NSCC and the custody and transfer of all property and securities of the NSCC.

Section 1003: The Treasurer shall report quarterly to the Chairman of the NSCC.

Section 1004: The Treasurer shall annually obtain an audit, by an independent certified public accountant, of the financial conditions of the NSCC and submit this audit to the Board of Directors and to the Congress of the United States as required by Public Law 87-655.

Section 1005: The Treasurer shall be bonded.

## **ARTICLE XI – ASSISTANT TREASURER**

Section 1101: The Assistant Treasurer(s) shall be appointed by the Chairman of the Board of Directors.

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

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

## **ARTICLE XII – SECRETARY OF THE NAVAL SEA CADET CORPS**

Section 1201: 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 National Officers and National 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 AND DEPUTY DIRECTOR**

Section 1401: Executive Director. The Board of Directors of the NSCC shall appoint an Executive Director 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 an annual report to the Board of Directors covering activities of this office, making such recommendations as he/she may deem proper.

Section 1402: Upon direction of the Chairman of the Board, the Executive Director shall be the active managing officer of the National Headquarters and all units of the NSCC, with the authority to carry out all Rules and Regulations of the NSCC.

Section 1403: Deputy Director. The Deputy Director, also an officer of the corporation, 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 direction of the Executive Director. The Deputy Director 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 HQ will provide Board Members with a quarterly financial report as defined by the Budget and Finance Committee.

Section 1502: The fiscal year for the Naval Sea Cadet Corps shall be based on the calendar year.

Section 1503: A projected budget for the next fiscal year shall be prepared by the Secretary 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.

## **ARTICLE XVI – COMMITTEES**

Section 1601: The USNSCC 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 should 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 chairmanship positions. The Chairman 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 Chairman 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 Chairman or other individual assigned by the Chairman 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 Chairman of the Board of Directors, and appropriate members of the 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.

## **ARTICLE XVII – STANDING COMMITTEES**

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

Section 1702: *Executive Committee*: The Executive Committee will provide executive level guidance, governance, and oversight to the USNSCC organization

by monitoring the effectiveness and performance of individual members of the Board, Board committees, and the Headquarters staff.

Section 1703: *Strategic Planning Committee*: The Strategic Planning Committee will perform strategic planning and analysis tasks to guide the USNSCC 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 USNSCC Board of Directors. This committee will ensure the Board composition is representative, in so far as is reasonable, of the demographic composition of the USNSCC, provides the skills and expertise required 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 USNSCC. The committee will provide oversight of the budget process; the integrity of financial reports and reporting processes; 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 1706: *Membership Committee*: The Membership Committee will provide executive level oversight and guidance for U.S. Naval Sea Cadet membership, recruiting and retention policies and programs.

Section 1707: *Operations and Training Committee*: The Operations and Training Committee will provide executive level oversight and guidance for U.S. Naval Sea Cadet operations and training policies and programs.

Section 1708: *Development and Fundraising Committee*: The Development and Fundraising Committee will provide executive level oversight and guidance for USNSCC 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 administer the 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 select cadet recipients of various USNSCC managed scholarship programs. The committee will review scholarship offerings and make recommendations to remove existing scholarships or establish new scholarship programs.

Section 1710: Ad-hoc Committees: Ad-hoc committees may be stood up at the direction of the Chairman 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 Chair assigned. They will meet and submit reports as designated above for standing committees unless otherwise directed.

## **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 Chairman at a minimum of ninety (90) days prior to the next scheduled Board of Directors meeting.

The Chairman 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 By Laws.

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 majority of the votes cast, regardless of the number of members present or the number of votes cast, and a “two thirds” vote means two thirds of the votes cast, regardless of the number of members present or the number of votes cast.

Section 1902: National Officers may be removed from office, and National 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. National Officers and National Directors may not be removed by the Navy League of the United States.

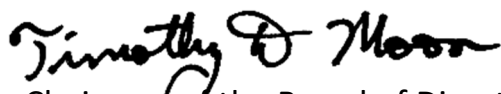
#### **ARTICLE XX – DISSOLUTION OF THE NAVAL SEA CADET CORPS**

Section 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.

#### **ARTICLE XXI – EFFECTIVE DATE**

Section 2101: These Bylaws are adopted effective 09 November 2016.

Approved:

  
Chairman of the Board of Directors

Submitted:

  
Secretary