

BY-LAWS
WHITE OAK LABORATORY ALUMNI ASSOCIATION, INC.

ARTICLE I
TITLE

The name of the Association shall be the White Oak Laboratory Alumni Association, Incorporated, herein referred to as the WOL Alumni Association, or the Association. The organization is incorporated as a tax-exempt non stock corporation in the State of Maryland.

ARTICLE II
PURPOSES

The WOL Alumni Association is formed as a not-for-profit alumni organization to:

- carry out programs to perpetuate the history, memory, and accomplishments of the WOL or the Navy and the Nation,
- sponsor and participate in activities of a patriotic nature, and
- perpetuate the camaraderie and memories of former WOL employees and the people who worked on site to support the WOL and its employees.

ARTICLE III
MEMBERSHIP

Membership in the WOL Alumni Association is limited to: persons who at any time were Naval Ordnance Laboratory (NOL) (White oak or Washington Navy Yard) or Naval Surface Weapons Center or Naval Surface Warfare Center (NSWC) employees, including those who were stationed at other sites; persons who physically worked at the WOL site in activities that supported the well being of WOL employees; spouses of employees; and contractors/sponsors who, by virtue of their past association with the WOL people and products, have an affinity with and interest in supporting the purposes and activities of the Association. To become an Alumni Association member, a person must fit the above description, indicate a desire to join, and pay Association dues. To be a member-in-good-standing, a member must be current (not in arrears) in payment of Association dues.

ARTICLE IV
ADMINISTRATION

The WOL Alumni Association will be under the management of the Directors, to consist of between seven (7) and twelve (12) Association members-in-good-standing. Four of the Directors shall be the Officers of the WOL Alumni Association, namely, the President, Vice-President, Secretary, and Treasurer; the remaining Directors shall be Members-at-Large. The Directors shall have the responsibility for implementing the purposes of the WOL Alumni Association which would include but not be limited to engaging in fund raising for the Association and enacting standing rules and policies to govern the operations.

ARTICLE V
DUTIES

The **President** shall be responsible for the conduct of the affairs of the WOL Alumni Association, and shall have full authority to act on behalf of the Association, subject to the By-laws and the support of the majority of the Directors. He/She shall preside as Chairman at meetings of the Directors. He/she is authorized to establish standing and temporary committees as required to assist in the conduct of Association affairs and business.

The **Vice-President** shall perform such duties as the President may assign. He/She shall preside as Chairman at meetings of the Directors in the absence of the President.

The **Secretary** will:

- Maintain a record of the Association's activities, to include the minutes of all meetings of

the Directors and a complete file of correspondence.

- Keep the Association directory current.
- Arrange Association-wide mailings as required.
- Perform other duties as directed by the President or the Directors.

The Treasurer will:

- Make all required financial filings, returns, and reports.
- Keep an accurate record of all receipts and disbursements.
- Report on the financial status at all meetings of the Directors.
- Prepare an annual financial report and submit it to the Directors.
- Maintain the WOL Alumni Association accounts under Article VIII of these By-laws and guidance from the Directors.

The Members-at-Large will participate in all meetings of the Directors, each having an equal vote with that of the Association Officers described above. They will perform tasks as may be assigned by the President or the Directors.

ARTICLE VI ELECTIONS

The Directors of the WOL Alumni Association shall be members-in-good-standing and shall serve for a period of three (3) years. Their term shall begin at the time of their election. Starting in 2004, three classes of four (4) directors each will be established. One class of directors will then be elected by the general membership at the annual meeting in each of the succeeding 3 years. (Class 2004 will consist of Ramsey Johnson, David Wasmund, Houston Cole and Ken Caudle; Class 2005 will consist of Bill Ryan, Jim Martin, Marie McLean and Jim Proctor; Class 2006 will consist of John Tino, Deanna Zook, Wayne Hopkins and Bernie DeSavage). The Directors shall appoint a nominating committee of three (3) members-in-good-standing by April 1 of each year. The nominating committee shall nominate at least one candidate for each director's position in that year's elective class to serve for the next three (3) years. The election will be held at the association's annual meeting in May, with the slate being voted upon by Association members-in-good-standing who are present at the meeting. Upon the death, incapacity, or resignation of any incumbent Director, the remaining Directors shall select a new Director to fill the unexpired term.

The nominating committee will also nominate at least one candidate for each officer's position associated with any director/officer within that year's class (Vice President and Secretary with the Class of 2004; Treasurer with the Class of 2005; and President with the Class of 2006; etc.) to serve in that officer position for the next three (3) years. These officers will be elected by majority vote of the directors at the annual meeting. Their term shall begin upon election.

ARTICLE VII MEETINGS

General membership meetings of the WOL Alumni Association shall be held at a convenient time and place as designated by the President. There shall be at least thirty (30) days prior notice of the meeting to the membership. At least one general membership meeting must be held during each three-year term. The Directors shall meet at least twice each calendar year at such time and place as the President may determine. Meetings may be held electronically. All decisions taken at a Directors' meeting shall be by a majority vote of the Directors present. A majority of the Directors constitutes a quorum to conduct business. Significant decisions by the Directors shall be disseminated to the membership. Any member-in-good-standing of the WOL Alumni Association may submit proposals, suggestions, and ideas to the Directors for their consideration, and may attend any Director's meetings, with participation limits determined by the President, but never to include voting privileges.

ARTICLE VIII FINANCES

The WOL Alumni Association fiscal year shall begin on January 1 and run through December 31. The books and accounts shall be kept on a modified cash basis in accordance with sound accounting principles.

Annual dues will be established and collected by the Association, primarily to support the Association's purpose, correspondence to members, and other required administrative support.

The WOL Alumni Association funds shall be administered by the Treasurer under the supervision of the Directors, who shall authorize expenditures and obligations. No obligation shall be made which will make the aggregate amount exceed the funds available in the Association treasury. Withdrawals may be made by the Treasurer or, in his/her absence, by any of the Association officers.

An annual audit of the Association finances shall be conducted by at least one member of the Association not currently serving as a Director. The President shall designate the membership of the audit committee. Members of the audit committee shall not serve on consecutive audits. The annual financial statement shall be made available upon request to any member of the Association.

In the event of termination or dissolution of the WOL Alumni Association, all assets of the Association shall be distributed in accordance with Article Eight of the Association's Articles of Incorporation.

ARTICLE IX AMENDMENTS

The By-laws of the WOL Alumni Association may be amended pursuant to Article VII at any meeting of the Directors with a quorum being present based on a majority vote of all the Directors present or in writing. Any Association member-in-good-standing may propose an amendment to the Directors for their consideration.

ARTICLE X SUNSET RULE

The Association will automatically dissolve when the number of dues-paying members can no longer sustain the financial cost of operations or when a minimum number of Directors cannot be obtained.

These By-laws were approved by the Association Directors on 2 November 1998

By-law changes approved by the Association Directors on 30 November 2000:

Article IV. Twelve (12) vs eleven (11) Association members...

Article VIII. Modified cash basis vs cash basis...

By-law changes approved by the Association Directors on 22 May 2003:

Article VI. Election procedures – date change for nominating committee and election to be voted on at annual meeting vs by mailed ballot...

By-law changes approved by the Association Directors on 21 August 2003

Article VI. Election procedures - one-third of Directors to be elected in successive year this change is effective 1 January 2004.