Navy Supply Corps Foundation, Inc.
Restated Bylaws

June 12, 2020

ARTICLE I
NAME AND LOCATION

The headquarters of the Navy Supply Corps Foundation, Incorporated (herein after the Foundation or Corporation) shall be located in Athens, Georgia, or at such location in the United States of America as the Board of Directors deems prudent. The Foundation shall at all times maintain a registered office in the state of Georgia with a registered agent, but the Foundation may, upon action of its Board of Directors, establish additional offices within and outside of the state.

ARTICLE II
VISION AND MISSION

Vision-- The U.S. Navy Supply Corps Foundation, through private resources, "takes care of its own" by assisting, serving, informing, and inspiring the Supply Corps community.

Mission-- The U.S. Navy Supply Corps Foundation exists to perpetuate the values, traditions, and history of the Supply Corps. The Foundation shall pursue its mission by providing services and programs related to recruiting, training and development, transition, recognition, financial support, family support, camaraderie and commemoration to the Supply Corps community.

ARTICLE III
FISCAL YEAR

The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE IV
AUTHORITY

The Foundation is tax exempt under Section 501(c)(3) of the federal tax code, and is designated as a "public charity" under Section 170 of the code. Gifts to the Foundation including bequests, legacies, and other devices are deductible for federal tax purposes under Code Sections 2055, 2016, and 2522. The Foundation shall not engage in any prohibited activity that will endanger or compromise its federal tax status.

ARTICLE V
GOVERNANCE

The Foundation shall have no fewer than 10 or more than 25 voting directorships comprised solely of members of the Navy Supply Corps Foundation. Of that number, the Executive Director of the Foundation shall be a voting ex officio Board member. The remaining Directors shall be nominated by a committee of the Foundation and elected to directorships by the Board of Directors at each annual meeting or as vacancies materialize, subject to term-of-office restrictions described herein. The term of office will be three years with no restrictions on the number of terms a Director may serve. At all times within the mix of Board membership, the following categories will be represented though not necessarily in equal numbers: active duty, active reserve, retired and former. There shall also be two *ad hoc,* non-voting Directors: a senior member of the Supply enlisted community and a Spouse representative appointed by the Chairman.

ARTICLE VI
QUORUM

A quorum of the Foundation Board of Directors shall be a simple majority of the voting Board members.

ARTICLE VII
DIRECTORS EMERITI

All former Chiefs of Supply Corps and past Chairpersons of the Foundation shall be designated as ex officio emeriti members of the Board of Directors with full voting privileges. These ex officio emeriti members are in addition to the maximum of 25 voting directorships of the Foundation board."

ARTICLE VIII
OFFICERS

Section 1 – Chairman of the Board
The Chairman of the Board shall preside over all meetings of the Board of Directors. The term of office of the chair shall be one year, subject to reelection if such action is the desire of the Board. The chair shall appoint members of all permanent and ad hoc committees. The chair shall otherwise exercise all powers and duties customary to that office, including optional ex officio participation in all committee deliberations.

Section 2 – Vice Chairman
The Vice Chairman shall preside at all Board meetings in the absence of the Chairman and shall otherwise exercise in that capacity the duties of the Chairman. The Vice Chairman shall be elected in the same fashion as the Chairman, and the term of office shall be one year.

Section 3 – Executive Director
The Executive Director (ED) of the Foundation operates as Chief Executive Officer of the corporation and may serve in that compensated capacity under such title as is acceptable to the Board of Directors. The term of office is concurrent with the term of employment in this capacity. The Executive Director may elect to serve ex officio on any or all Board committees. The Executive Director shall execute the recommendations of board approved actions to invest the funds of the Foundation, and shall keep or cause to be kept accurate books of account of all official financial transactions. Such books remain the property of the Foundation and are subject to inspection by the Board of Directors. The Executive Director reports directly to the Chairman of the Board. Periodic performance review and determining the levels of compensation and related benefits are the responsibilities of the Board of Directors.

Section 4 – Secretary
The Secretary, elected annually, shall cause to be recorded the minutes of each meeting of the Board of Directors, shall affix a personal signature to such minutes prior to distribution, and shall keep such minutes on file. The Secretary shall maintain the corporate seal and be responsible for the safekeeping and custody of the official records of the Foundation. The Secretary shall execute all documents required of this office, and shall make available to the Directors, on reasonable notice, the books and records of the Foundation.

Section 5 – Treasurer

The Treasurer, elected annually, will be responsible to the Board of Directors for the financial operations of the Foundation, and shall be involved in all financial operations as they pertain to the Foundation. The Treasurer shall oversee and serve as a member of the Investment Advisory Committee, who shall make recommendations on investing the Foundation's funds as directed by the Board of Directors.

To assist the Treasurer, the Chairman will appoint a board member to support the budget and finance functions including coordinating with all the committees and Executive Director to prepare the annual operating budget and monitor execution throughout the year.

The Treasurer will review all program requirements and assess the financial condition of the Foundation prior to submitting the annual budget. The ED has the responsibility to the Treasurer for the execution of the Board of Director's approved budget. The Treasurer will make a comprehensive financial report covering all aspects of the Foundation's financial situation at each Board meeting and shall make financial information available to Board members and the public as required.

Section 6 – Other Officers
The Board of Directors may appoint other officers.

Section 7 - Removal from Office
All officers, directors, and agents of the Foundation serve at the discretion of the Board of Directors and shall be subject to removal at any time by affirmative vote of a

majority of Directors at a meeting at which a quorum is present and voting.

Section 8- Remuneration
With the exception of the Executive Director, no officers or Directors of the Navy Supply Corps Foundation shall be entitled to receive compensation.

Section 9 - Indemnification

The Foundation/corporation shall indemnify directors, officers, employees, and agents of the corporation from any and all liability for their acts in their respective capacities to the extent permitted by state law. Within the boundaries of state law, the Foundation will procure insurance providing greater indemnification for all such persons.

Section 10 – Signatories
All drafts, bids, proposals, agreements, securities, deeds, leases, mortgages, notes, assignments, bills of sale, certificates, applications, and other corporate legal documents and legal forms shall be made or signed by at least two of the following officers: the chair, the Executive Director, or the treasurer, or by such other persons as may be required periodically by the Board of Directors

ARTICLE IX
MEETINGS

Section 1 – Regular Meeting of the Board of Directors
The Board of Directors will meet at least once per year at such times and places as the Board may determine. The annual meeting will be the last scheduled meeting of each calendar/fiscal year, at which time the officers and new Directors shall be elected for seating at the next meeting of the Board of Directors. The budget for the upcoming year will be presented and approved at the annual meeting. Notice of meetings will be given to Directors at least 10 days prior to the meeting date.

Section 2- Special Meetings
Special meetings, including those conducted by electronic conveyance or conference, may be held at the call of the Chair of the Board, the Executive Director, or the combined call of any three members of the Board of Directors. Notice of special meetings shall be given at least 10 days prior unless the waiver of notice option is exercised by a majority of the Board.

Section 3 – Waiver of Notice
When notice is required to be given to any director or officer under the terms of these bylaws, a waiver thereof in writing, signed by the person so entitled, whether before or after the time stated therein, shall be the equivalent of giving such notice.

Section 4 – Other Board Action
If a quorum of Directors consents in writing to any action taken by the corporation such action shall be interpreted as a valid corporate action, the same as if taken at a meeting of the Directors. The secretary shall file such consents with the minutes of Board meetings.

ARTICLE X
BOARD COMMITTEES

Section 1 – Committees Defined
The Board of Directors shall establish permanent committees which relate to governance and programs of extended duration, or ad hoc committees to address short-duration situations, projects, or activities. Committee descriptions in these bylaws are restricted to permanent committees.

Section 2 -Non-board Committee Members
The Foundation Chairman may appoint non-board committee members with the provisions that (a) none may serve as a permanent committee chair, and (b) with the exception of the Investment Advisory Committee, non-board committee members may not exceed in number voting members of the Board of Directors on any constituted committee. Non-board committee members may be extended voting status in permanent committee or *ad hoc* committee sessions.

Section 3 – Minutes of Committee Meetings
All Board committees shall keep a record of proceedings and shall report these proceedings and outcomes to the directors at the next scheduled Board meeting.

Section 4– Permanent Committees

Executive Committee: The executive committee shall consist of 5 Board members; the Chairman, Vice Chairman, Secretary, Treasurer and Executive Director and shall meet to make decisions when it is impractical to call the entire Board into session. The chairman of any permanent committee or ad hoc committee may be invited to participate in an executive Board meeting at the discretion of the Chairman.

Committee on Governance: The governance committee shall be comprised of at least three directors and have 3 primary functions:

1. Continuous review of the Foundation's by laws, making recommended changes to the entire Board as the situation requires as well as reporting on adherence to the approved by laws.
2. Serve as a nominating committee for new Board members. A proposed slate of new directors will be presented at each annual Board meeting. Additionally, a list of potential Board members will be maintained to fill any vacancy should the case arise.
3. Take action to ensure the Foundation maintains a strategic plan which covers the upcoming 3 years. Each year at the annual meeting the goals and achievements of this plan will be reviewed for the current year and updated for the next three years making the

Foundation's strategic plan a 3 year rolling plan. Such plan should be compatible with the submitted annual operating budget.

Committee on Investments: The Investment Advisory Committee shall be comprised of a minimum of five members, three of whom must be seated members of the Board of Directors and one of which is the Treasurer. The committee shall be responsible for investing the endowment funds of the Foundation and all other monies available for short-term or long-term investment. Annually the committee will recommend for Board approval a position on a percentage allocation of the investment portfolio. The committee may also recommend to the Board, as conditions warrant, outside investment managers, and may utilize with Board concurrence such other advisors as deemed necessary for its function. The committee will report quarterly to the directors on the performance of the investment portfolio.

Committee on Audit: The Audit committee will consist of a minimum of three members including the Treasurer and will identify and recommend to the Board an outside independent auditor for an annual inspection and report of the financial activities of the Foundation. The committee will also recommend an Internal Auditor to examine the financial processes of the Foundation and make recommended improvements to the processes. The results of these audits will be reported at each annual meeting.

Committee on Development and Legacy: This committee will consist of no less than three Board members and is the fund raising committee of the Foundation. Recognition categories of all donors will be maintained and published as directed by the Board. The committee will provide oversight for the fund-raising activities of the Foundation and will be authorized to accept or reject gifts offered to the Foundation.

Committee on Scholarship: This committee shall consist of at least one Board member. Committee shall have one retired, one active duty, one reservist, one Spouse's representative and one Enlisted community representative appointed by the Foundation Chair. This committee is responsible for reviewing scholarship applications and making recommendations to the Foundation Chair in accordance with the Scholarship Board precept.

Committee on Heritage and History: This committee shall consist of at least one Board member. Committee will communicate the vital role played by Supply Corps since 1795. It will pursue a program to develop displays in afloat and ashore venues. The Heritage Display program serves to preserve the history of the Supply Corps through high quality displays designed to capture the traditions and customs of the Supply Corps as well as tell its cherished story.

Committee on Recognition: This committee shall consist of at least one Board member. The Foundation recognizes Distinguished Alumni each year, with a goal of honoring retired and former Navy Supply Corps officers who have distinguished themselves by obtaining significant success in the public or private sector. Recognizing the achievements of both individual members and chapters and the impact they have on the Navy and their communities is an important component of this committee. All have the same purpose – to identify those who have made a difference in the roles in which they serve.

Committee on Chapter Relations: This committee shall consist of at least one Board member. Committee will work to ensure that chapter activities promote camaraderie between active, retired, reserve, and former members of the Supply Corps as well as providing opportunities for professional and social networking among members and their families. The Family Aid and Support Team (FAST) capability will be managed under the Chapter Relations Committee. A FAST policy document will determine the types and amount of Foundation support that will be provided to Foundation members and their families in an emergency and / or time of need.

Committee on Career Transition: This committee shall consist of a minimum of six members, comprised of at least two board members, two active duty, and two retired representatives. This committee is responsible for developing resources, programs, and events that provide assistance and guidance for Supply Corps Officers as they transition from Active Duty.

Volunteer Committee: This committee shall consist of six to ten volunteers, who will serve a two-year term starting in the fall of each year. Membership will be open to members of the Foundation (active, reserve, retired and former Supply Corps officers), their spouses and members of enlisted Supply ratings (eligibility determined by those eligible for the Foundation scholarships). Volunteers will be solicited via chapters. Members will be assigned to support existing and new committees based on their preferences and committee needs. Volunteers may serve more than one (consecutive) two-year term based on the support requirements of an on-going project and/or the number of new volunteers waiting to serve. The Foundation Chair will make the final determination. Volunteer Committee members may be invited to travel in support of a specific committee or ad hoc requirement and/or attend Foundation board meetings as non-voting members. Based on their support to a specific committee and/or a special, ad hoc Foundation project, the Foundation Executive Director will determine if reimbursement for travel and lodging is appropriate.

ARTICLE XI
RELATED MEMBERSHIPS AND SIGNIFICANT AFFILIATIONS

Section 1- Related Members Defined
Those persons who now wear or have ever worn the Oak Leaf by virtue of commissions or warrants in the United States Navy Supply Corps are "members" for purposes of defining the intended audience of the Foundation. Such "members" shall

have no right to vote for the election of directors. The Board of Directors reserves the right to name other individuals as "honorary members." The Foundation shall have no members as the term "members" is defined in O.C.G.A. 14-3-140-(22).

Section 2 – Significant Affiliations
a. Chapters: Within its related-members category, the Foundation shall provide support, encouragement, training, and technical assistance to its affiliated chapters. Such chapters shall be chartered chapters of the Foundation. As such, the Navy Supply Corps Foundation shall not be held liable for the programmatic activities or financial operations of the chapters other than to account for expenditures of funds provided to the Foundation by the chapters in support of the Foundation's charitable endeavors.
b. Supply Community: The Foundation shall provide support to the broader supply community including dependents, and enlisted supply ratings. Support can include scholarships, Community Values and Tradition (CVT) events and the Family Aid and Support Team (FAST).

Section 3 - Inclusion and Non-Discrimination
a. The Foundation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations. These activities include, but are not limited to, hiring and termination of staff, selection of volunteers and vendors, and provision of services. The Foundation is committed to providing an inclusive and welcoming environment.

ARTICLE XII
DISSOLUTION

In the event of the dissolution of the corporation (Foundation) all of its assets -real, personal, and mixed – of whatever nature and where so ever located, shall be transferred to another qualifying not-for-profit organization deemed tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as approved by the Board of Directors. Subject to all of the limitations and uses by which it is held at the time of dissolution, none of the property shall ever inure to the benefit of any officer or director of the corporation or to any other individual.

ARTICLE XIII
AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by majority vote of an established quorum at any scheduled meeting of the Board of Directors or any meeting called specifically for such purpose, providing that the text of each amendment accompanies the notice of the meeting.

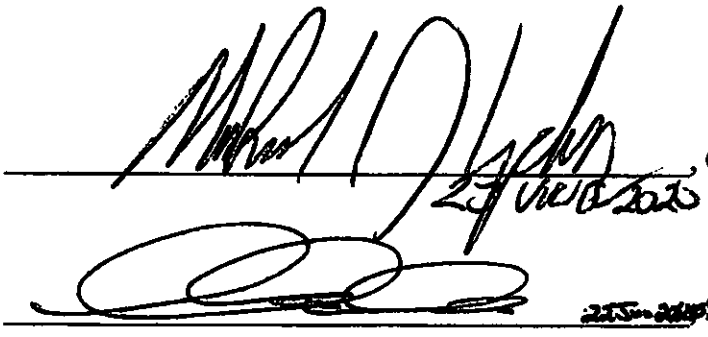
ARTICLE XIV
CORPORATE SEAL

The seal of the Foundation, held in custody in the corporate offices of the Foundation, shall be in such form as the Board of Directors may from time to time determine. In the event that appropriate use of the seal is either inconvenient or impossible, the signature of the Foundation chair, followed by the word "Seal," shall be deemed equivalent to the official seal of the Foundation.

ARTICLE XV
RATIFICATION

In affixing our signatures below, we hereby certify that at a virtual Board of Directors meeting held via Zoom Conferencing on May 9, 2020, at which a quorum was present and voting, these amended by laws of the Navy Supply Corps Foundation were adopted unanimously by the Foundation Board of Directors.

A TRUE RECORD ATTEST:



, Chair of the Board

Secretary of the Board

NSCF
CORPORATE
SEAL