

**Bylaws of the
Naval Academy Primary School Association,
Incorporated**

A Maryland Corporation

Established: 1916

Incorporated: 1953

Bylaws as Amended: 10 May 2016

1. TITLE

The title of this organization is the Naval Academy Primary School Association, Incorporated (“Association”).

2. MISSION

The Naval Academy Primary School's mission is focused on the intellectual, physical, emotional and social development of children from the Annapolis area military community. NAPS provides a structured and nurturing environment that recognizes and acts upon the unique needs and circumstances of these children--many of whom will attend a number of schools, both in the United States and abroad during their academic career. Many of the faculty & staff are military spouses and parents who are skilled at supporting the military child's transition to a new school and community with new teachers and friends. The overall mission is to provide a structured and nurturing environment where all of our students can develop to their fullest potential and develop a solid foundation to be successful in middle school, high school and beyond.

3. NONDISCRIMINATION POLICY

The Primary School admits students of any race, color, religion, sex, creed, national origin or ancestry to the rights, privileges, programs, and activities generally accorded or made available to children at the school. The Primary School does not deny employment or employment benefits on the basis of race, color, religion, sex, creed, national origin or ancestry.

4. ASSOCIATION MEMBERSHIP

4.1 Membership. Each parent or legal guardian of a Primary School student responsible for payment of tuition and fees is considered an Association member as long as their child is enrolled in the Primary School and they, and their student's account, are in good standing. Members of the Primary School faculty and staff without enrolled children are considered Association members as long as they are employed at the Primary School. The Naval Academy Primary School Alumni Director ("Alumni Director") and Director(s) at Large, if not Association members at the commencement of their Board service will be considered members in the Association during their Board service.

4.2 "Good standing" defined. An Association member and their student's account is in good standing as long as their student's account balance does not exceed 200 percent of the average monthly tuition charges at the Primary School for the current academic year. Should a member's student account balance exceed this figure, the Primary School Finance Director shall proceed pursuant to Section 10.5. At each regular Board meeting, the Director shall report any accounts in excess of the 200 percent cap.

4.3 Benefits of Association membership. Association members in good standing may exercise any privilege accorded an Association member enumerated in these Bylaws.

4.4 Termination of membership in the Association. Association membership ends when:

- (a) the member's only student is voluntarily or involuntarily disenrolled from the Primary School;
- (b) the Board directs termination for nonpayment of tuition and fees;
- (c) the Board receives a member's written resignation;
- (d) the employment of a Primary School faculty or staff member without an enrolled child is terminated; or
- (e) in the case of an Alumni Director or Director at Large, the termination or completion of such individual's Board service.

5. ASSOCIATION MEETINGS

5.1 Regular meeting. The Association shall meet at least once each year to transact business. Unless otherwise determined by the Board, Association meetings shall take place in September of each school year. Any business may be considered at a regular meeting without the business having been specified in the meeting notice.

5.2 Special meetings. The President or the Board may call a special meeting of the Association. The Secretary may call a special meeting upon presentation to the Board of a written request signed by 25 percent of Association members. Such requests shall state the purpose of the meeting. Unless requested by a majority of Association members, a special meeting need not be called to consider any matter that is substantially the same as a matter voted on at any Association meeting held during the preceding 12 months.

5.3 Place of meetings. Association meetings may be held at any location within Anne Arundel County, Maryland that the Board selects.

5.4 Notice of meetings.

5.4.1 Secretary to give notice. Not less than ten, nor more than thirty days before each Association meeting, the Secretary shall give written notice of the meeting to each member of the Association and Board.

5.4.2 Contents of notice. The notice shall state the time, place and -- to the extent feasible -- the purpose of the meeting.

5.4.3 Delivery of notice. Notice is given to an Association member on the date that it is delivered via at least one of the school's published methods of communications..

5.5 Quorum; voting.

5.5.1 Quorum. The presence in person or by proxy of 25 percent of the Association members in good standing constitutes a quorum.

5.5.2 Majority rules. A majority of all the votes cast at an Association meeting at which a quorum is present is sufficient to approve any matter that properly comes before the meeting except revisions of these Bylaws or the corporate Charter.

5.6 One vote. Each Association member in good standing is entitled to one vote.

5.7 Manner of voting; proxies. An Association member may vote either in person or by written proxy signed by the member or the member's attorney-in-fact. The Association may utilize any method of voting approved by the Board and not prohibited by law.

5.8 Association member's right to inspect. Any Association member may inspect and copy during usual business hours these Bylaws or minutes of Association or Board meetings.

6. BOARD OF DIRECTORS

6.1 Association Business. The business and affairs of the Association shall be managed under the direction of the Board. All Association powers, enumerated and not enumerated herein, may be exercised by or under the authority of the Board except as these Bylaws or other proper authority specifically reserve to Association members.

6.2 Board composition. The Board shall consist of nine voting Directors, a voting Faculty and Staff Representative, and—at the Board’s discretion—one or more non-voting Directors/Advisors. The Board shall be comprised of a President, Personnel Director, Facilities Director, Development Director, Director of Communications, Secretary, Treasurer, Director of the Primary School, Alumni Director, a Faculty and Staff Representative, and one or more discretionary and advisory Directors-at-Large.

6.3 Simultaneous occupancy of Board position prohibited. No one may occupy more than one position on the Board simultaneously.

6.4 Duties, functions and responsibilities of Board officers.

6.4.1 President. The President shall preside at Association and Board meetings. The President, with the advice of the Board, may appoint subcommittees of the Board and Association. The President in consultation with the Primary School’s Director will serve as a liaison with the U.S. Naval Academy, state and local officials, the Annapolis community, and other external organizations.

6.4.2 Personnel Director. The Personnel Director, shall provide consultation, when requested by the Primary School Director, with regards to personnel-related matters at the Primary School. The Personnel Director shall fulfill the duties of President during the President’s absence from any Board or Association meeting. For purposes of state law, the Personnel Director is the Vice-President of the Primary School Board of Directors.

6.4.3 Facilities Director. The Facilities Director shall oversee the maintenance, improvement and security of the Primary School’s facilities, equipment, and grounds. Procurement and repair of equipment, other than that of an emergency nature, shall be made with the express approval of the Board. The Facilities Director, in consultation with the Primary School Director, shall formulate a yearly facilities development and maintenance plan for the Primary School. The Facilities Director may liaison with the Naval Academy Public Works and Safety Departments regarding Primary School facilities, equipment and grounds.

6.4.4 Development Director. The Development Director shall direct and supervise all fundraising activities by the Association, and oversee both a Capital Campaign and a major springtime fundraising event. The Development Director shall formulate a yearly development plan, appoint and coordinate fundraising activity chairpersons, and work in collaboration with the school’s Finance Director to ensure that all funds generated by these activities are promptly delivered to the school for proper treatment.

6.4.5 Director of Communications. The Director of Communications shall oversee all corporate communication activities of the Association, Board and Primary School. The Director of Communications will serve as the manager of the school’s Classroom Parent Program. The Director of Communications, with the consent of the President, may liaison with appropriate agencies, businesses and organizations regarding the Association, Board and Primary School.

6.4.6 Secretary. The Secretary is responsible for preparation and distribution of Board meeting agendas, minutes of all Association and Board meetings, soliciting, receiving and verifying signatories to nominations for Association offices, preparing election materials, and other duties as directed by the President or the Board. The Secretary is authorized to sign or acknowledge any document on behalf of the Board.

6.4.7 Treasurer. The Treasurer must possess demonstrated expertise in accounting, bookkeeping and taxation. The Treasurer shall oversee the financial operations of the Association, Board and Primary School. The Treasurer oversees the receipt of all Primary School funds and the expenditure of all funds necessary for the operation of the Primary School. The Treasurer, in consultation with the Primary School Finance Director and any hired consultants, shall be responsible for the maintenance of accurate financial records for the Association, Board and Primary School. The Treasurer shall present a written report of the Association's financial status at all regular Association meetings, and shall present a financial status report of the Association, Board and Primary School at each regular Board meeting. The Treasurer shall ensure the timely submission of proper state and federal tax returns prepared by the Primary School Bookkeeper or hired accountants, and any other business records as required by competent authority. The Treasurer shall ensure that a thorough review of the Primary School's financial operations and accounts is conducted annually. Members of the Board and employees of the Primary School are not eligible to conduct this review. Reviews shall be conducted in keeping with generally accepted accounting principles.

6.4.8 Director of the Naval Academy Primary School. The Primary School Director shall be appointed by the Board under appropriate procedures developed specifically for that purpose, and shall oversee the Primary School and supervise all matters concerning the day-to-day operation of the school in accordance with the Association and Faculty Handbooks, the Primary School's operating budget and the Long Range Plan approved by the Board. The Director may hire and dismiss personnel as may be required to ensure the Primary School's proper operation. The Primary School Director will work closely with the President in dealing with the U.S. Naval Academy, state and local officials, the Annapolis community, and other external organizations. The Primary School Director is also responsible for other duties prescribed to that position as outlined within these Bylaws. The Primary School Director holds a position on the Board as long as that individual is employed as the Director.

6.4.9 Alumni Director. The Primary School Alumni Director will be at least 18 years of age and have attended the Primary School as a student. The Alumni Director shall assist the Board in outreach efforts to the Naval Academy and Annapolis communities. As requested and authorized by the Board, the Alumni Director may also liaison with local business, civic and community leaders to benefit the Association, Board and Primary School.

6.4.10 Faculty and Staff Representative. The faculty and staff will select a salaried Primary School employee to serve on the Board as a Faculty and Staff Representative. The Faculty and Staff Representative will function as a conduit for information between the Board and Primary School faculty and staff.

6.5 Advisors to the Board of Directors. The Board may be assisted in its business and deliberations by one or more Directors-at-Large.

6.5.1 Directors-at-Large. The Board may select one or more Directors-at-Large to serve at the discretion of the Board. A Director-at-Large shall have strong ties with and understanding of the Naval Academy, military, and local business community. Additionally, a Director-at-Large shall promote the interests of the Primary School in the greater Naval Academy and Annapolis military and civilian community. As authorized by the Board, a Director-at-Large will liaison with military officials, local business, and civic and community leaders to benefit the Association, Board and Primary School. Additionally, upon his or her appointment by the Board, one Director-at-Large shall be authorized to vote on an “as needed” basis in the event of a tie, where a majority vote of the Board is required for passage. Selection of a Director-at-Large shall take place during an Executive Session of the Board.

6.6 Term of office. Board members, except for the Primary School Director, the Faculty and Staff Representative, and Directors-at-Large designated in Section 6.5.1, shall be elected to a 24-month term. The Primary School Director shall remain a director for as long as she or he is employed as the Primary School Director. The Faculty and Staff Representative will serve a 12-month term, while Directors-at-Large shall serve at the discretion of the Board.

6.7 Board Elections.

6.7.1 Classes of Directors. The Board shall be composed of Directors from two classes. “Class A Directors” comprise the President, Secretary, Facilities Director, and the Alumni Director. “Class B Directors” comprise the Treasurer, the Personnel Director, the Development Director, and the Director of Communications. All members of the Board shall observe and be vested with the rights, privileges and responsibilities prescribed by these Bylaws. Director class pertains only to the date of the election to office. The Faculty and Staff Representative and Directors-at-Large are not members of either class of Directors.

6.7.2 Date of elections. Class A Directors shall be elected at the regular BOD meeting in years that end with an even number. Class B Directors shall be elected at the regular BOD meeting in years ending an odd number.

6.7.3 Nominations by the Board or Association; timing of nomination. The Board may nominate Association members in good standing for election to Board positions, except for election as the Faculty and Staff Representative. Association

members in good standing can nominate any other Association member in good standing for election to Board positions, except for election as the Faculty and Staff Representative, after presenting a nomination petition bearing the verified signatures of five percent of the Association members in good standing. The Faculty and Staff Representative will be nominated from within the group of faculty and staff then employed by the Primary School during the first month of each school year. All nominations for the Board shall be presented to the Secretary no less than 14 days before the election, except in the case of the Faculty and Staff Representative. The Secretary shall verify the good standing of signatories to nominating petitions.

6.7.4 Notice of candidates for election. The Secretary shall ensure that Association members receive notice of all properly nominated candidates for the Board no less than five days before the scheduled election, except those candidates standing for election as the Faculty and Staff Representative. This notice will contain a biographical description of each candidate prepared under the direction of the Secretary and approved by the President, Director of Personnel and the Primary School Director. This notice may include Board recommendations regarding Board candidates and Association business.

6.7.5 Election campaigning. Candidates for the Board may campaign for election during the 14 days preceding the election. Candidate prepared campaign materials may be posted in designated locations selected by the Board. Campaigning during designated arrival and dismissal times for students shall be conducted so as not to interfere with students.

6.7.6 Disruptive campaign practices prohibited; cease and desist order; special meeting of the Board. Campaign practices disruptive to the good order and business of the Primary School are prohibited. Candidates for Board election shall immediately terminate any identified campaign practice upon the President's initial determination that the practice violates these Bylaws. If the candidate so desires, the President's cease and desist order shall be reviewed at a special Board meeting pursuant to Section 8.5 called by the current President within 24 hours of the candidate's request. At this special meeting the Board shall evaluate and make a final determination by majority vote whether the practice violates these Bylaws. Board determinations regarding campaign practices are final and the Board shall reconsider the matter only in cases of changed circumstances or fraud.

6.7.7 Plurality vote required for election; election by acclamation. The vote required for election to the Board, except in the case of the Primary School Director and the Faculty and Staff Representative, is a plurality of the votes cast, in person or proxy, by members of the Association in good standing at the Spring Association meeting. The Primary School Director shall be appointed by the Board, under appropriate voting and other procedures that have been approved by a majority of the Board. The vote required for election as the Faculty and Staff Representative is a plurality of votes cast,

in person or proxy, by those faculty and staff employed by the Primary School during the first month of each school year. If a candidate for election to the Board is unopposed, the candidate may be elected by acclamation of the Association members in good standing attending the Association meeting, or—in the case of the Faculty and Staff Representative—those faculty and staff members casting votes in person or proxy during the first month of each new school year.

6.7.8 Board certification of election results. The Board must certify the results of any election. If voting irregularities are disclosed, the election can not be certified and another vote must be taken at a special Association meeting pursuant to Section 5.2.

6.7.9 Assumption of office. Newly elected Board members, except for the Faculty and Staff Representative, shall assume their positions on the 15th of May. The Faculty and Staff Representative shall assume his or her duties immediately after election each school year.

6.7.10 Board vacancies. The Board, by majority vote, may appoint from within or without the Association membership, an interim member to replace a Board member who leaves the Board before his or her term expires, or to fill a Board position that is otherwise vacant. Interim Board members shall serve until the next regularly scheduled election for the seat to which they have been appointed. Interim Board members shall be vested with the authority and responsibility of a regularly elected Board member.

6.7.11 Faculty and Staff Representative selection. The Faculty and Staff Representative will be selected at a meeting of all Primary School employees conducted within 30 days of the first day of the new school year. The faculty and Staff Representative will be elected by majority vote to a 12-month term of office. The Faculty and Staff Representative will assume office pursuant to Section 6.8.9. In the event that a Faculty and Staff Representative leaves the Board before his or her term expires, the Primary School Director will appoint a salaried member of the Primary School faculty or staff to serve as interim Faculty and Staff Representative until such time as a replacement election can be conducted by NAPS employees. A replacement Faculty and Staff Representative will remain in office until the conclusion of the term of office for his or her regularly elected predecessor.

6.8 Removal of Directors.

6.8.1 By majority vote of the Association. With the exception of the Primary School Director, the Association members may remove any Board director by the affirmative vote of a majority of all Association members in good standing. The Primary School Director may be dismissed by a majority vote of the Board.

6.8.2 Failure of Board members to remain in good standing. Board members found not in good standing by the Board shall be removed from office by virtue of that determination.

7. BOARD FUNCTIONS AND RESPONSIBILITIES

7.1 Enumerated responsibilities. The Board is charged with the following responsibilities:

7.1.1 General authority; maximum obligation by Board. The Board shall administer the financial affairs of the Association and Primary School by directly or indirectly authorizing all necessary and proper licenses, contracts, purchases, and payments for school expenses, supplies, and services. Neither the Board nor any of its officers may incur an advance obligation, outside of any required for the operation or maintenance of the Primary School, in excess of \$50,000 without the approval of a majority vote of Association members in good standing.

7.1.2 Prescribe tuition, fees and special assessments. The Board shall prescribe all fees associated with tuition, before and after school child care, registration, utilities, and other operating expenses. Fee schedules shall be set without the approval of the Association unless a fee increase of more than 25 percent per month is required. Fee increases in excess of 25 percent per month require the approval by a majority vote of Association members in good standing. In appropriate cases the Board may prescribe special assessments to meet unique Primary School operational and capital requirements.

7.1.3 Termination of good standing status. The Board may, in appropriate circumstances and in accordance with the procedure outlined in Section 10.5 of these Bylaws, suspend or terminate a member's good standing status within the Association, suspend the member's voting privileges and/or direct the disenrollment of the member's child or ward.

7.1.4 Temporary lifting of 200 percent rule in Section 4.2. The Board may, when appropriate, temporarily lift the 200 percent account limitation required in Section 4.2 to accommodate a member's unique requirements, or facilitate special assessments or charges.

7.1.5 Policies for student administration. The Board may formulate and approve appropriate policies for the administration of students. Policies for student administration will be reflected in the Association Handbook.

7.1.6 Direct disenrollment. The Board may direct the disenrollment of a Primary School student for good cause shown.

7.1.7 Long-Range Plan. The Board shall annually review and update a comprehensive long-range plan of areas of operations for the Association and Primary School.

7.1.8 Primary School Director. The Board shall establish policies and procedures for selecting, and will select and employ a salaried Director for the Naval Academy Primary School.

7.1.9 Authorization to obligate Primary School. The Board must specifically authorize any of its officers and Directors to obligate the Primary School to enter into contracts in excess of \$10,000, or incur debts in excess of \$10,000.

8. BOARD MEETINGS

8.1 Meetings; schedule published. The Board shall conduct monthly meetings, with the exception of the months of December and June, to transact the business of the Association and Primary School. In August of each year, the Board shall publish a schedule of meetings for the next academic year.

8.2 Meetings open to Association members. Except as required by Section 8.3, Board meetings are open and may be attended by any Association member in good standing.

8.3 Executive sessions of the Board authorized. Association members and others attending a Board meeting may be excluded from certain meetings that require consideration of confidential matters. The Board may meet in Executive Session to consider among other matters: student discipline, personnel or Board service issues. The discretion to declare an Executive Session rests with the President, or in the President's absence, with the Personnel Director. Voting members of the Board will participate in Executive Sessions. Non-voting advisors to the Board may be invited to attend Executive Sessions at the discretion of the President, or in the President's absence, the Personnel Director.

8.4 Non-members may attend Board meetings. Non-members of the Association may attend a Board meeting only at the discretion of the President, or in the President's absence the Personnel Director, or with the Board's approval.

8.5 Special Board meetings. Any Board member or Association member may request a special Board meeting. Discretion to convene the Board for a special meeting resides with the President; or in the President's absence, the Personnel Director; or, with the approval of the majority of the Board.

8.5.1 Notice of special Board meetings. Every reasonable attempt shall be made to notify the Association of a special Board meeting.

8.5.2 Board action at special meetings. The Board may consider any matter or take any action at a special Board meeting that it is empowered by these Bylaws to take at a regular Board meeting.

8.6 Quorum of the Board. A quorum of the Board is necessary to conduct business. A quorum shall consist of a majority of the Board's voting members.

8.7 Board voting procedures. Each elected member of the Board, as well as the Primary School Director, and the Faculty and Staff Representative, shall have one vote on any Association business considered by the Board. A majority vote of the Board members present shall prevail unless otherwise required by these Bylaws or applicable state law. The Board shall determine the method of voting at its meetings. The Board may approve any method of voting not prohibited by law.

9. ENROLLMENT

9.1 When enrolled. A child is enrolled in the Primary School when the Director or designated representative accepts the first tuition payment for the school year. Unless otherwise stated in these Bylaws, once a child has been enrolled in the Primary School, that child is entitled to complete the current school year provided the child's student account remains in good standing as defined in Section 4.2.

9.2 Admissions policies. Children will be admitted to the Primary School based on predetermined class sizes and in accordance with the following policies and priorities.

9.3 Children eligible for admission. The following categories of children are eligible for admission to the Primary School.

(a) Category 1: Children, dependents and wards of all active, active reserve United States uniformed personnel, and active duty allied uniformed service personnel assigned to duty at the U.S. Naval Academy, Naval Support Activity Annapolis and their tenant activities; civilian faculty and employees of the U.S. Naval Academy and the Naval Support Activity Annapolis; and employees of the Primary School; and all other active, active reserves and retired United States uniformed personnel.

(b) Category 2: Children, dependents and wards of salaried employees of the Naval Academy Athletic Association, Naval Academy Alumni Association; civilian Department of Defense personnel; civilian Department of Justice personnel; and civilian Department of Homeland Security personnel.

(c) Category 3: Children, dependents and wards of persons who once satisfied but no longer satisfy the membership requirements of Sections 9.3(a) and 9.3(b).

(d) Category 4: Children, dependents and wards of persons who do not satisfy the membership requirements of Category 1, 2 or 3. Children in Category 4 will be eligible for admission only after they petition the Primary School, in writing, and demonstrate to the board a connection to the Naval Academy, Department of Defense, other members of the association in good standing, or other good cause shown acceptable to the board. The board will consider children in this category for admission only in the event that students in all other categories of eligibility for admission have not filled classes.

9.4 Enrollment priority. Children eligible for admission will be enrolled at the Primary School in the following priority.

- (a) Priority 1:** Children presently enrolled whose eligibility for admission is based on Sections 9.3(a) through 9.3(d) provided their student account is in good standing.
- (b) Priority 2:** Siblings of children presently enrolled whose eligibility for admission is established through Sections 9.3(a) through 9.3(d) provided their sibling's student account is in good standing.
- (c) Priority 3:** Children not presently enrolled whose eligibility for admission is established by Section 9.3(a).
- (d) Priority 4:** Children not presently enrolled whose eligibility for admission is established by Section 9.3(b).
- (e) Priority 5:** Children not presently enrolled whose eligibility for admission is established by Section 9.3(c).
- (f) Priority 6:** Children not presently enrolled whose eligibility for admission is established by Section 9.3(d).

9.5 Exceptions to enrollment priority. In appropriate circumstances, the Board may approve exceptions to the enrollment priority policy in Section 9.4.

10. FINANCES

10.1 Operational funds. The monies necessary for the operation of the Primary School shall be derived from registration fees, tuition, capital assessment and, when necessary, special assessment of the Association membership.

10.2 Budget process. All funds received shall be used as necessary for the operation, maintenance, and improvement, as well as to ensure the financial well being of, the Primary School as recommended by the Director and approved by the Board.

10.3 Application fee. A non-refundable application fee, recommended by the Director and approved by the Board, shall be charged to every applicant for admission to the Primary School.

10.4 Book and supply fees. The Primary School Director shall recommend and the Board shall approve annual fees for books and supplies. These fees shall be payable no later than the first day of the school year.

10.5 Tuition; Board approval; payment procedures and policies; affect of nonpayment. Tuition is payable, and shall be billed in accordance with a schedule recommended by the Primary School Director and approved by the Board. Payment of the first tuition charge is due when directed by the Board. Remaining payments shall be billed to each member family no later than the tenth day of each month beginning in September of each academic year. Additional charges for each month (e.g., before and after school child care, milk and juice, field trip expenses) shall be added to the monthly bill for the month after they are incurred beginning with the October bill. Payments are due no later than the twentieth day of the billing month, except in those instances when the Director recommends and the Board approves specific extensions. Any account that exceeds 200 percent of the average monthly tuition charge for the academic year as of the twentieth of the billing month, or other date pre-approved by the Board, shall be assessed a late fee. The late fee shall be prescribed each year in the Association Handbook, and shall be assessed unless the 200 percent limitation of Section 4.2 is suspended pursuant to Section 7.1.4. Any Association member whose account remains in arrears, as described herein, on the thirtieth day of the billing month shall be notified, in writing, that the Board may remove the member's good standing status and suspend Association voting privileges at its next scheduled meeting. If the account remains in arrears on the twentieth day of the month following notification of arrearage, the Board may suspend the member's student from attending the Primary School, as well as the Association member's voting

privilege. These sanctions shall remain in effect until the account and penalty fees are paid in full, or the Board approves a payment schedule.

10.5.1 Policies for Tuition Assistance. The Board may formulate and approve appropriate policies for the administration of tuition assistance, including scholarships and/or fee reductions, for individual students. Such policies shall require any request for tuition assistance to be reviewed and approved by at least a three-member subcommittee of the Board, established by the Board President pursuant to Section 6.4.1. Policies for tuition assistance will be reflected in the Association Handbook.

10.6 Board directed disenrollment. The Board may direct a student's disenrollment for nonpayment of tuition and fees.

10.7 Returned check fee. The Primary School Director shall recommend and the Board shall approve an appropriate service charge for any returned checks.

10.8 Disenrollment; withdrawal of student policies. The Primary School Director may recommend and the Board shall approve appropriate disenrollment or withdrawal policies and procedures.

11. APPLICATION OF LAW

In all respects, the laws of the state of Maryland shall govern the Association and Board.

12. ALTERATION OF THE CORPORATE CHARTER OR BYLAWS

12.1 Changes to Charter or Bylaws. The Board may recommend to the Association any additions, amendments or modifications to the corporate Charter or these Bylaws of the Naval Academy Primary School, Incorporated that it considers appropriate and necessary. Any member in good standing of the Association, with the written concurrence of five other members in good standing, may present to the Board, in writing, proposed changes to either the corporate Charter or these Bylaws.

12.2 Vote required. Any change to the corporate Charter or these Bylaws may be made only by a two-thirds vote of the members of the Association present in person or proxy at any scheduled or special meeting of the Association, provided a copy of the proposed change(s) have been made available to each member at least one week prior to the meeting. Members in good standing may vote in person or by written proxy.