

CONSTITUTION

CLASS OF 1980

The purposes and objectives of the Class of 1980, hereinafter referred to as the Class as set forth in the Class Charter are as follows:

- a. to promote esprit de corps and fellowship and provide information of professional, social, or general interest concerning the class and classmates;
- b. to maintain and uplift the honor, traditions, and integrity of the Brigade of Midshipmen and the United States Naval Academy;
- c. to provide an effective and legal means for regulations of the class organization's affairs and finances;
- d. to receive and maintain a fund of real or personal property, or both, to use and apply the whole or any part of their income therefrom and the principal thereof for accomplishing the foregoing business and objects, provided, that no part of such income or such principal shall inure to the benefit of any member.

BY-LAWS

ARTICLE I - CLASS ORGANIZATION POWERS

The Class organization may do all acts and things necessary, convenient or expedient to carry out the purposes for which it was formed subject to all limitations imposed by law, these By-Laws, and Class Charter.

ARTICLE II - MEMBERSHIP

Section 1. Membership in the Class shall be automatic for those persons who graduated from the U.S. Naval Academy in the Class of 1980, and for all other persons who were members of the association of the Class 1980, United States Naval Academy, at the time of graduation. All members of the association from Plebe summer on shall be members automatically, subject to payment of dues as specified. Anyone who was, at any time, a member of the class is eligible for membership.

Section 2.(a) Membership in the Class is available to any person who was at any time a member of the class of 1980 of the U.S. Naval Academy, though such person did not thereafter graduate with such class, upon an application for admission duly filed in writing or upon a personal request made to any member of the Board of Directors. Such application request made to any member of the Board of Directors at any meeting duly called under the provisions of these By-Laws, and the Board on a vote of the majority of the members present shall approve or reject such applicant; provided that no application for admission shall be considered from any applicant who has been separated from any of the Armed Forces of the United States under other than honorable conditions, or who has

been duly convicted of a felony under the laws of the United States, a State or the laws of any foreign country unless and until the Board determines that in view of the evidence submitted by such applicant, such separation or such conviction should not bar membership. The Board shall notify the applicant applying under the provisions of this section as to the disposition of his application within 90 days from the date the Board acts on such application.

(b) In the event that the Board rejects any applicant for admission, the said applicant may not be considered for membership within six (6) months from the date following the Board meeting at which such application was rejected. In the event an applicant is three times rejected for membership by the Board, he shall be forever barred from consideration for future membership in the Class.

(c) In the event membership of an applicant is approved, the Board may in its discretion impose on such applicant an initiation fee of not more than twenty-five (\$25.00) as a condition precedent to final approval for such membership.

Section 3. Honorary Membership. Upon the nomination of any candidate deemed worthy of an Honorary Membership in the Class by any member of the Class, the Board shall consider such nomination at its next meeting called pursuant to these By-Laws, and shall upon a concurring vote of 2/3 of its members present, award such candidate an Honorary Membership in the Class provided, that such Honorary Membership shall not be deemed final unless and until the action of the Board is ratified by 2/3 of the membership present at the next annual meeting of the Class organization. A candidate obtaining an Honorary Membership shall have all rights of a member of the Class except that he shall have no power to vote in Class affairs, nor shall he hold office in the Class organization.

Section 4. Loss of Membership. Membership of any member (including Honorary members) of the Class may be divested by a 3/4 vote of the Board of Directors in any meeting called pursuant to these By-Laws in the event that such member is terminated from the armed services under conditions other than honorable, or in the event that such member is duly convicted of a felony under the laws of the United States, or of a foreign country, which termination, conviction, in the Board's opinion, upon reviewing the evidence, would reflect discredit on the Class. A person divested of his membership under the provision of the Section shall be so notified by the Secretary within thirty (30) days from the date of the Board's action. A loss of membership occasioned by the action of the Board may be appealed to members of the Class organization at the next annual meeting following the Board's decision to terminate such membership. The members at the annual meeting shall be appraised of the circumstances upon which the Board based such decision, and upon hearing any new evidence in the matter, and upon a motion duly made and seconded, the action of the Board may be reversed by 3/4 vote of the members present. In the event the Board's action is reversed as provided above, such member shall be reinstated without prejudice to all rights which he had prior to the Board's adverse decision.

Section 5. Dues and Initiation Fees. The Board of Directors may in its discretion levy dues on members and initiation fees on applicants for membership; provided that such dues do not exceed fifty dollars (\$50.00), and such initiation fees do not exceed fifty dollars (\$50.00); and further provided that the Board shall not require the payment of dues by any member as a condition precedent to continued membership in the Class. All dues and initiation fees hereafter levied on any member or applicant for membership, respectively, shall be uniformly assessed and shall not be discriminatorily applied.

ARTICLE III. - DEFINITIONS

Section 1. Annapolis Area. The term Annapolis area, as used herein is defined as including that area of Baltimore, Annapolis, and the District of Columbia and all intermediate areas within a radial distance of fifty (50) miles from the zero marker, of the Chapel Dome. (A controversy arising from the definition of the Annapolis area shall be resolved by the Board of Directors, and the decision rendered by the Board in the matter shall be final and binding).

Section 2. Company. The term company, as used here, is defined as that organizational unit of the same name at the United States Naval Academy from which members of the Class were assigned for their academic tenure.

ARTICLE IV - OFFICERS

Section 1. Class Officers. The officers of the Class organization shall consist of a President, Executive Vice President, Secretary, Treasurer, and such Regional Vice-Presidents as may be required by the geographical distribution of the membership of the Class as determined by the Board of Directors as hereinafter provided.

Section 2. Board of Directors. The Board of Directors, as used throughout these By-Laws, shall consist of the following officers of the Class organization: (a) President, (b) Executive Vice-President, (c) Secretary, (d) Treasurer, (e) three additional members as defined in Section 8 of this Article, and (f) three members at large as defined in Section 9 of this Article, (g) three company representatives as defined in Section 2, (h) one Regional Vice-President as defined in this Article; provided however, that the members at large, the three company representatives, the one Regional Vice-President should not be counted for the purpose of determining the presence of a quorum.

Section 3. Responsibility. The responsibility for the management of the affairs of the Class shall be vested primarily in the Board of Directors.

Section 4. Duties and Qualification of the President.
The President:

- a. shall be a member of the Class;
- b. shall be elected by a plurality vote pursuant to Article VII of these By-Laws and shall hold office for a term of five (5) years, except as hereafter provided by these By-Laws;
- c. shall be eligible to succeed himself, once duly elected;
- d. shall have the general supervision of the affairs of the Class;
- e. shall direct the meetings of the Board and of the membership when present at such meetings;
- f. shall be authorized to sign all instruments necessary or expedient to the management of the Class;
- g. shall have the power to originate all committees which are deemed necessary by him in carrying out the functions of his office or the offices of any member of the Board;
- h. shall have the power to nominate any member who fulfills the necessary requirements as set forth herein to fill any vacancy or vacancies which may occur in the Board during his term of office, which nomination, shall be presented to the Board and the Board shall vote on such nomination, and upon acceptance by the majority, such person shall be named to fill such vacancy for the duration of the term of the office vacated. If the nomination shall be rejected by the Board, the President shall offer additional nominations until the vacancy is filled by a nominee acceptable to the Board in the manner set forth herein.

Section 5. Duties and Qualifications of the Executive Vice-President.

The Executive Vice-President:

- a. shall be a member of the Class;
- b. shall be elected by a plurality vote pursuant to Article VII of these By-Laws and shall hold office for a term of five (5) years, except as hereinafter provided by these By-Laws;
- c. shall be eligible to succeed himself;
- d. shall in the absence of the president perform duties as delegated by the President;
- e. shall have all power vested in the President in the event of incapacity of the President;
- f. shall succeed to the office of the President in the event of a vacancy occurring in that office; provided that in such event the Executive Vice-President shall be limited by the remaining term of his elected office, at which time an election will be held for the new President.

Section 6. Duties and Qualifications of the Secretary.

The Secretary:

- a. shall be a member of the Class;
- b. shall be elected by a vote of the majority of the members in attendance at the Annual Meeting for a term of five (5) years;
- c. shall be eligible to succeed himself;
- d. shall be responsible for the general administrative functions of the Class as set forth in these By-Laws;
- e. shall be responsible for maintaining a roster including names and addresses of the members of the Class;
- f. shall temporarily succeed to the office of Executive Vice-President in the event of a vacancy occurring in that office until such time as a successor is appointed in that office; provided that in the event that the offices of President and executive Vice-President are vacant during the same period, the Secretary shall succeed directly to the office of President same period, the Secretary shall succeed directly to the office of President to serve in that office for the remainder of the term of his elected office and shall have all the powers and shall assume all duties of that office.

Section 7. Duties and Qualifications of the Treasurer.

The Treasurer:

- a. shall be a member of the Class;
- b. shall be elected by a vote of the majority of the members in attendance at the Annual meeting for a term of five (5) years;
- c. shall be eligible to succeed himself;
- d. shall be responsible for the general financial activity of the Class as set forth in these By-Laws.
- e. shall maintain accurate and current records of the funds of the Class, which records shall be presented on demand of the President, Executive Vice-President, or Secretary, or upon written demand of any five (5) members of the Class;
- f. shall advise the Class organization as to the financial status of the Class, at least annually;
- g. shall cause state and/or federal annual income tax reports to be filed annually with the respective state and federal government as necessary.

Section 8. Duties and Qualifications of Additional Members of the Board.

Additional Members of the Board:

- a. shall be three in number;
- b. shall be members of the Class;
- c. shall be Company Representatives;
- d. shall be elected by a vote of the majority of the members in attendance at the Annual Meeting for a term of one (1) year;
- e. shall eligible to succeed themselves;
- f. shall perform such duties and functions as are assigned by the President or the Executive Vice-President acting in the capacity of the President.

Section 9. Duties and Qualifications of the Members-at-Large.
The Members-at-Large:

- a. shall be three in number;
- b. shall be members of the Class Organization;
- c. shall be elected by a plurality vote pursuant to Article VII of these By-Laws for a term of five (5) years;
- d. shall not be eligible to succeed themselves;
- e. shall sit as members of the Board of Directors when in the Annapolis area;
- f. shall perform all duties assigned by the President.

Section 10. Duties and Qualifications of the Regional Vice-Presidents.

- a. shall be a member of the Class;
- b. shall be elected by a plurality vote of the members of the on which the Board determines to warrant special representation;
- c. shall remain in officer for a term of one year; provided that the region which he represents warrants continued representation; he is not succeeded in the office because of his inability or perform the duties of such office;
- d. may succeed himself;
- e. shall be responsible for the collection of class news within that region, and the dissemination of information to in that region;
- f. shall preside at all meetings of members of the Class in which he is elected;
- g. shall be responsible for forwarding any and all recommendations policy formulated, in the region in which he is elected, to the Board.

11. Duties and Qualifications of the Company Representatives.
Representatives;

a. will act as a direct link between the members of the class Board of Directors. The Representatives will also facilitate the inter-company communication.

b. each company as set forth in Article III Section 2 will see one company representatives by a method determined in each individual company. An alternate representative will be chosen in the same manner. Names and addresses of both the representatives will be forwarded to the Board of Directors. The term of office will be five years commencing on May 1980.

c. each company representative will have the following responsibilities:

(1) to keep the Board of Directors informed of his duty station and permanent addresses of and those of the alternate company representative;

(2) to forward to the Secretary of the Board of Directors any address corrections received from members of his company representatives;

(3) to forward to the Secretary of the Board of Directors any other news received including marriage plans, births, and death. All requests for classmates address information are also to be forwarded to the Board. Any member of the class should be able to locate a specific classmate or find out which classmates live in the area to which he is or will be assigned. The member of the class may inquire directly to the Board.

(4) to pass down news and information promulgated by the Board of Directors;

d. If an original Company Representative no longer desires the responsibility of his position; or if the members of the company represented so vote, the alternate shall become the Company Representative.

ARTICLE V - CLASS MEETINGS

Section 1. Annual Meeting. The annual meeting of the Class Organization shall normally be held on the Thursday preceding Homecoming Weekend of each year; however, this date may be altered by the Board of Directors, when in the discretion of the Board such date is not deemed appropriate or expedient; provided that there shall be an annual meeting in each calendar year.

Section 2. Special Meetings. Special meetings of the members of the Class Organization in the Annapolis area may be held at such time and at such place as the Board of Directors shall determine or upon a petition submitted to the Board and signed by not less than fifteen (15) members of the Class Organization residing within the Annapolis area.

Section 3. Notice of Meetings. Notice of the annual meeting shall be published in SHIPMATE by the Secretary not less than two months preceding the date set for such meeting; provided that in the event the Secretary notifies members of the Class by mail or otherwise of such meeting, such notification shall be deemed adequate if posted within twenty days preceding the time set for such meeting.

Notice of special meetings shall be given by the Secretary to each member residing within the Annapolis area at least ten days prior to such meeting. Each member of the Class entering the Annapolis area for the purpose of residing within such area or for the purpose of being stationed within such area shall have the responsibility of notifying the Secretary of such fact.

Section 4. Business Quorum. A business quorum for the purposes of conducting a meeting shall consist of no less than twenty (20) members of the Class excluding officers of the Class organization; provided that the Board may alter this requirement in the event of usual circumstances, but in no case will an annual meeting be conducted with less than twenty members of the Class including the Class including the Class officers. Advice, opinion, and preference must be sought from the council of company representatives and Council of Regional Vice-Presidents before final action is taken.

Section 5. Order of Business. The order of business at any meeting of the Class organization shall be determined by the class officer presiding at such meeting, but shall, insofar as practicable, conform to standard parliamentary procedure.

Section 6. Voting Power. Each member present shall be entitled to one (1) vote at any meeting of the Class organization except as provided in Section 7 of this article. Each member of the Class Organization is entitled to one (1) vote for all purposes herein provided. The presiding officer shall not be entitled to vote except in the case of a tie vote.

Section 7. Proxy Vote. A member of the Class may grant in writing to any member of the Class organization the power to cast his vote by proxy. Such power of proxy shall be authenticated by the Board of Directors prior to any vote by such member in the exercise of such proxy.

ARTICLE VI - BOARD MEETINGS

Section 1. Time and Purpose. Meetings of the Board of Directors shall be held at the call of the President, Executive Vice-President, or unanimous call of the three (3) Company Representatives and one Regional Vice-President at such times and at such places as may be necessary to carry out the duties and functions of the Board.

Section 2. Notice. Notice of the time and place of the meetings of the Board shall be given by the Secretary at least ten days prior to such meeting and shall contain in substance the purpose of such meeting.

Section 3. Quorum. A majority of the members of the Board shall constitute a business quorum. Advice, opinion and preference must be sought from the Council of Company Representatives and Council of Regional Vice-Presidents, if they are not present at the meeting, before final action is taken.

ARTICLE VII - NOMINATION AND ELECTION OF PRESIDENT, EXECUTIVE VICE-PRESIDENT, AND MEMBERS AT LARGE

Section 1. Nominating Committee - Duties and Qualifications. The nominating committee for President, Executive Vice-President and Members at Large shall consist of five members and shall be appointed by the Board and approved by a majority vote of the members in attendance at the Annual Meeting in the year immediately preceding the expiration of the term of the incumbent President, Executive Vice-President, and Members-at-Large. This committee shall report the nominees, in number none to exceed three (3) for each office, to the Executive Committee prior 1 March to allow the Secretary to publish the list of nominees in the April issue of SHIPMATE.

Section 2. President. Nominations for the office of President of the Class organization shall be by either of the following methods:

- a. Written petition by twenty-five members of the Class;
- b. or, selection by the nominating committee as provided above.

Section 3. Election. The President, Executive Vice-President, and Members-at-Large shall be elected in accordance with these By-Laws by the members of the Class Organization as hereinafter provided. The term of office shall commence on 1 January the year following election.

Section 4. The ballot for President, Executive Vice-President and the Members-at-Large shall contain the names of all nominees in alphabetical order according to office, without distinction as to the method of nomination.

Section 5. Ballots shall be returned to the Secretary not later than two days preceding the date set for the Annual Meeting in the election year. The Member's signature must appear on the ballot.

Section 6. The Secretary shall, on the day preceding the Annual Meeting, deliver the ballots together with a current membership list, to a committee of three tellers appointed by the Executive Vice-President.

Section 7. The tellers, who should be members of the Class, shall count the ballots, and report the results of the election to the Secretary who shall report the results to the Annual Meeting.

Section 8. A plurality of the votes cast shall elect.

Section 9. In case of a tie vote, the election shall be decided by the Council of Company Representatives.

Section 10. The tellers shall retain custody of the ballots for five days following the Annual and then, unless otherwise directed by the President or Executive Vice-President, the ballots shall be disposed of.

ARTICLE VIII - NOMINATION AND ELECTION OF OTHER OFFICERS

Section 1. Nomination of Secretary, Treasurer and three additional members of the Board Directors. Nominations for Secretary, Treasurer, and three additional members of the Board of Directors shall be made by any member of the Class at the Annual Meeting preceding the end of the term specified for that office.

Section 2. Election. The Secretary, Treasurer and three additional members of the Board of Directors shall be elected in accordance with these By-Laws by a majority of the members in attendance at the Annual Meeting. The term of office shall commence on 1 January of the year following the election.

Section 3. The three Company Representatives and the one Regional Vice-President will be nominated from their respective council and voted on the Councils in accordance with these By-Laws by the members of the Class as provided in Article VII Sections 4-10.

ARTICLE IX - VOTING SUBJECTS

Section 1. Membership Vote. The Board of Directors shall submit to a vote of the members of the Class such propositions as it deems necessary, and shall submit to a vote of the members of the Class all propositions required under the provisions of these By-Laws.

Section 2. Mandatory Voting Subjects. The Board of Directors shall submit to a vote of the members of the Class organization the subject matter of any petition signed by not less twenty-five members of the Class if such petition request such action. Petitions as set forth above may be submitted for a vote of the membership at the Annual Meeting by the Board; provided that the subject matter does not in the opinion of the petitioners require immediate action in which case the subject matter of the petition shall be submitted to the members of the Class by mail.

Section 3. Voting to Carry Proposition. Except as otherwise provided in these By-Laws, a mail vote of the members of the Class shall be determined in accordance with the plurality vote of those responding.

ARTICLE X - CLASS ORGANIZATION CORPORATE FUNDS

Section 1. Method of Appropriation of Funds. A majority vote of the Board of Directors shall be required to appropriate funds for the Class; provided that no fund shall be appropriated by the Board where the method of appropriation is contrary to the purposes of the Class as set forth in the Class Charter.

Section 2. Expenditures. Funds for normal operating expenditures other than investments may be authorized by a majority vote of the Board of Directors. Expenditure of invested funds may be made by a three-fourths concurring vote of the Board of Directors. The expenditure of any fund belonging to the Class shall not be interrogation of the purposes of the Class as set forth in the Class Charter; provided that nothing herein contained shall prevent the payment in good faith of enumeration to any member of the Class or to any person for services actually performed for the Class - where such services are of nature which normally require enumeration.

Section 3. The Board of Directors must also realize its responsibility to debts incurred by the Class of 1980 prior to graduation and after.

ARTICLE XI - ADDITIONAL CHAPTERS

The organization of local chapters of the Class may be approved by the Board of Directors upon application by the local membership of the members desiring such chapter; provided that such chapter shall have no authority to render the Class legally liable for its acts nor shall such chapter have authority to assemble for the purposes other than those in furtherance of the purposes set forth in Class Charter.

Section 1. Amendment of the Charter. The Class Charter may be amended as determined by a mail vote of 2/3 of the responding members of the Class, upon a petition to the Board of Directors signed by thirty members of the class, or five percent of the members, whichever is the lesser number. Such petition shall set forth the particular portion of the charter to be amended and the portion of the charter as proposed to be amended. The Board of Directors shall cause the subject matter of the petition to be mailed to each member for the purposes of voting on the proposal within sixty days after receipt of such petition. In the event an event an meeting occurs prior to the mailing of the petition, the board may, in the alternative, present the proposed amendment to a vote of the members present at the annual meeting, and upon a concurring vote of 2/3 of those present, the amendment shall be adopted; provided that each petitioner, whether present or not, shall be counted as voting for the amendment in determining the issue.

Section 2. Amendment of By-Laws. Except as provided herein, the By-Laws may be amended as determined by a 3/4 vote of the Board of Directors or in the manner provided herein for amendment of the Charter except that in this latter instance only twenty members of the Class need petition for such amendment.

ARTICLE XIII - CLASS OFFICERS

During May of 1980, elections will be conducted for officers and directors, for terms of office commencing on or about 28 May 1980. These shall constitute the 1980 Elections.

ARTICLE XIV - ENACTMENT

This Charter and By-Laws shall be in force on 28 May next following a 2/3 consent of the members responding.