



# **UNITED STATES NAVAL ACADEMY**

## **CLASS OF 1975**

### **CLASS CHARTER & BYLAWS**

**7 MAY 2020**

# Bylaws of the USNA Class of 1975

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# **Bylaws of the USNA Class of 1975**

## **Article I**

### ***Class Charter***

The United States Naval Academy (USNA) Class of 1975, hereinafter referred to as “the Class,” is a non-profit tax-exempt organization comprising various membership groups and governed by an executive committee (“Executive Board”):

- (a) to promote esprit de corps and fellowship, and provide information of professional, social, or general interest concerning the Class, and/or 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 to manage Class affairs and finances.

## **Article II**

### ***Membership & Responsibilities***

#### **Section 2.1 Classmate Membership.**

Membership in the Class shall be automatic for any person who took the Oath of Office with the Class of 1975 of the U.S. Naval Academy (USNA) entering as Plebes in the summer of 1971 and those who joined the Class of 1975 as “turn-backs” from other Classes who graduated as members of the Class of 1975. The 811 men who graduated from the USNA in the Class of 1975 are considered graduate members of the Class. Those who were at any time a member of the USNA Class of 1975 but did not graduate with the Class are considered non-graduate members of the Class, including those who graduated with a subsequent USNA class. All graduate and non-graduate members of the Class shall be known as “Classmates.”

#### **Section 2.2 Honorary Membership.**

There may be other individuals worthy of Honorary Membership based on support of or affiliation with the Class or its members. A Classmate can nominate an individual for Honorary Membership by submitting a letter of recommendation to the Executive Board, to include the reasons for such nomination. There are no prescribed minimum requirements for Honorary Membership.

Upon the nomination of any candidate deemed worthy of an Honorary Membership in the Class by any Classmate, the Executive Board shall consider such nomination at its next meeting called pursuant to these Bylaws, 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 Executive Board is ratified by 2/3 of the membership present at the next meeting of the Class.

A person awarded Honorary Membership shall have all rights of a Classmate except that an Honorary Member shall have no power to vote in Class affairs nor hold office in the Class.

### **Section 2.3 Responsibilities of Class Members.**

All Classmates are encouraged to support the objectives of the Class Charter and shall, on a voluntary basis:

- (a) participate in Class activities, especially the Quinquennial (i.e., every five years) Reunions and Meetings of the Class;
- (b) be responsible, whether they are members of the USNA Alumni Association or not, for maintaining their personal profile, which includes contact information (address, electronic address, etc.) with the USNA Alumni Association (this information is typically found on the Association's website and may be kept confidential);
- (c) support the local USNA Alumni Association Chapter located nearest their residence;
- (d) contribute to the fundraising goals of the Class and/or the USNA Foundation; and
- (e) keep the Class informed, through the Secretary and/or their Company Representative, of any personal news that may be of interest to other members.

## **Article III**

### ***Governance & Duties***

#### **Section 3.1 Class Officers, Executive Board, Advisory Commission.**

The officers of the Class shall be the President, the Vice President, the Secretary, and the Treasurer. The Class Executive Board shall comprise five members – the four elected officers and the immediate past Class President.

In the event the Executive Board experiences unexpected loss of three or more members, a Temporary Executive Board will automatically be constituted for the purpose of identifying and approving replacement officers after normal succession processes have occurred. The Temporary Executive Board comprises the elected primary Company Representatives and will immediately dissolve once all four officer positions have been reconstituted. If the immediate past Class president is one of the losses, that position automatically reverts to the next immediate past Class President.

All former Class Officers, from June 1975 to present, comprise the Advisory Commission. Advisory Commission members have no power beyond that of members but serve as resources for the Executive Board. At the discretion of the President, Advisory Commission members may be invited to participate in Executive Board meetings.

### **Section 3.2 Responsibility.**

The responsibility for the management of the affairs of the Class shall be vested in the Executive Board. All members of the Executive Board and the Advisory Commission will abide by the COI Policy stated in Appendix A.

### **Section 3.3 Qualifications to Serve as a Class Officer.**

A Class Officer shall be:

- (a) a graduate member of the Class and a current member of the USNA Alumni Association;
- (b) elected by a plurality vote pursuant to Article VI of these Bylaws and shall hold office for a term of five years, except as hereinafter provided by these Bylaws; and
- (c) eligible to succeed himself.

### **Section 3.4 Duties of the President.**

The President shall:

- (a) have the responsibility for the supervision of the Class;
- (b) direct the meetings of the Executive Board and of the membership when present at such meetings;
- (c) be authorized to sign all instruments necessary for the management of the Class;
- (d) have the power to originate all committees deemed necessary by the Executive Board to carry out the functions of his office or the offices of any member of the Executive Board;
- (e) 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 Executive Board during his term of office, which nomination shall be presented to the Executive Board and the Executive 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 Executive Board, the President shall offer additional nominations until the vacancy is filled by a nominee acceptable to the Executive Board in the manner set forth herein); and
- (f) represent the Class as a member of the Council of Class Presidents (COCP), an organization that is supportive of the USNA Alumni Association.

(Notes:

- Such duties on this council are governed by the COCP Charter.
- If, in the course of his service on the COCP, the President is unable to attend a meeting, he shall ensure that a fellow member of the Class Executive Board is designated to attend in his place.
- Additionally, the Class President, while serving as a member of the COCP, may be selected to serve as the 1970's Decade Representative from the COCP to the USNA Alumni Association Board of Trustees (BOT). If the Class President is serving in this capacity and is not re-elected as Class President, the COCP term of the incoming Class President shall begin at the same time his term as Class President begins, and he will be a voting member of the COCP in accordance with the COCP Charter. The new Class President will not automatically replace the outgoing Class president as the 1970's Decade representative to the BOT. The

outgoing Class President's tenure on the BOT will be governed by the COCP Charter and the BOT's Bylaws.)

### **Section 3.5 Duties of the Vice President.**

The Vice President shall:

- (a) in the absence of the President perform duties as delegated by the President;
- (b) have all powers vested in the President in the event of incapacity of the President; and
- (c) succeed to the office of the President in the event of a vacancy occurring in that office; provided that in such event the 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 3.6 Duties of the Secretary.**

The Secretary shall:

- (a) be responsible for maintaining a roster of names, addresses, and other contact information of members of the Class;
- (b) be responsible for transmission of Class news through *SHIPMATE*, the Class website, and/or other suitable means;
- (c) be responsible for the general administrative functions of the Class and maintenance of class records as set forth in these Bylaws;
- (d) ensure an accurate account (i.e., meeting minutes) of all proceedings of the official meetings of the Class is maintained and made available to other Classmates;
- (e) temporarily succeed to the office of Vice President in the event of a vacancy occurring in that office until such time as a successor is appointed to that office;
- (f) succeed to the office of President in the event that the offices of President and Vice President are vacant during the same period, 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. (Note: The Secretary shall continue to perform the duties of Secretary while simultaneously serving as President until his replacement is identified and accepted by the Executive Board or Temporary Executive Board.)

### **Section 3.7 Duties of the Treasurer.**

The Treasurer shall:

- (a) be responsible for the general financial activity of the Class as set forth in these Bylaws;
- (b) maintain accurate and current records of the funds of the Class, which records shall be presented on demand of the President, Vice President, or Secretary, or upon written demand of any five Classmates;
- (c) submit an annual report to the Executive Board in January of each year, including a financial statement for the previous year and a projected budget for the current year;
- (d) promulgate the Class financial status to the Class every January and during the Quinquennial Class Meeting;
- (e) ensure state and/or federal income tax reports to be filed with the respective state and federal government as required;

- (f) succeed to the office of President in the event that the offices of President, Vice President, and Secretary are vacant during the same period, 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. (Note: The Treasurer shall continue to perform the duties of Treasurer while simultaneously serving as President until his replacement is identified and accepted by the Temporary Executive Board.)

### **Section 3.8 Duties and Qualifications of the Company Representative.**

Each Company, defined as that organizational unit of the same name at the USNA to which Classmates were assigned for their academy tenure, will choose one Company Representative by a method determined by each individual company. An alternate representative will be chosen in the same manner. Names and addresses, including electronic mail addresses, of both representatives will be forwarded to the Secretary.

Company Representatives:

- (a) will act as a direct link between Company Classmates and the Executive Board;
- (b) will facilitate intercompany communications;
- (c) will have the following responsibilities:
  - (1) to keep the Secretary informed of his and the alternate company representative's address (including electronic address);
  - (2) to assist the USNA Alumni Association with maintaining accurate mailing addresses for Company Classmates and to encourage Company Classmates to keep their USNA Alumni Association online user profile information updated;  
(Note: It is each member's own responsibility to maintain their contact information with the Alumni Association. The Alumni Association maintains the official contact information for all persons who have attended the USNA and that information is available to all members, though the individual may choose to keep any or all of that information confidential when supplying it to the Alumni Association.)
  - (3) to forward to the Secretary any news of interest to the Class;
  - (4) to apprise the Executive Board of any Company Classmate issues that merit the Board's attention;
  - (5) to disseminate to Company Classmates news and information promulgated by the Executive Board;
- (d) will serve voluntary five-year terms that run between Quinquennial Reunions.

Company Representatives will be contacted by the Secretary promptly after each Quinquennial Reunion to confirm their status for the next five-year term. If a Company Representative no longer desires to serve, or if his Company Classmates choose to remove him, the alternate shall become the Company Representative and a new alternate shall be chosen.



## **Article IV**

### ***Class Meetings***

#### **Section 4.1 Quinquennial Meeting.**

The Quinquennial Class Meeting shall normally be held during the Class five-year Reunion Weekend; however, a different date may be established by the Executive Board when, at the Executive Board's discretion, it is deemed appropriate.

#### **Section 4.2 Special Meetings.**

Special meetings of the Class may be held at such time and place as the President or the Executive Board shall determine. A special meeting may also be called upon a petition submitted to the Executive Board and signed by no fewer than twenty (20) Classmates. Such petition shall specify the purpose of the meeting.

#### **Section 4.3 Meeting Notice.**

Notice of Class Meetings shall be published in *SHIPMATE* by the Secretary and posted on the Class website no later than sixty (60) days prior to the date set for such meeting; however, in the event the Secretary notifies Classmates by postal mail or electronic mail (e-mail), such notification shall be deemed adequate if posted within thirty (30) days prior to the date set for such meeting. As practical, a meeting agenda shall be included and the Class shall be provided an opportunity to propose agenda items.

#### **Section 4.4 Quorum.**

A quorum shall consist of no fewer than twenty (20) Classmates (inclusive of Proxy Votes per Section 4.7), excluding Class Officers; provided that the Executive Board may alter this requirement in the event of unusual circumstances. However, in no event will a Class Meeting be conducted with fewer than twenty (20) Classmates including Officers. With the inevitability that the living membership of the Class will drop below 200, the quorum shall be then re-defined as ten (10) percent of the living Classmates.

#### **Section 4.5 Order of Business.**

The order of business at any meeting of the Class shall be determined by the Class Officer presiding at such meeting.

#### **Section 4.6 Voting Power.**

Each Classmate present shall be entitled to one vote at any meeting of the Class except as provided in Section 4.7. The presiding officer shall not be entitled to vote except in the case of a tie vote.

#### **Section 4.7 Proxy Vote.**

Any Classmate wishing to have his vote cast by proxy must send a letter or e-mail to the Class Secretary designating a specific Classmate to cast his proxy vote.

#### **Section 4.8 Voting by Electronic Means.**

Special circumstances may arise in which a vote of the Executive Board or the Class is necessary before a meeting can be held. In such cases, the President or the Executive Board may authorize a vote by electronic means. When a vote is held electronically, the Secretary (or designee) will receive and tally the votes and report the results to the Executive Board. A provision for any Classmate who is unable to vote by electronic means shall be made available when practical.

### **Article V**

#### ***Executive Board Meetings***

##### **Section 5.1 Times and Purpose.**

Meetings of the Executive Board shall be convened by the President or Vice President at such times and places as may be necessary to carry out the duties and functions of the Executive Board. In addition, any Executive Board member may request a meeting of the Executive Board through correspondence with the President or Vice President. With advance notice/coordination, any Classmate may attend an Executive Board meeting as an observer.

##### **Section 5.2 Meeting Notice.**

The Secretary shall promulgate notice of the time, place, and purpose of Executive Board meetings at least ten (10) days prior to such meeting.

##### **Section 5.3 Quorum.**

A majority of the Executive Board members shall constitute a quorum.

### **Article VI**

#### ***Nomination and Election of Class Officers***

##### **Section 6.1 Nominations.**

The Executive Board shall appoint a Classmate as Chairman to lead the nominations/election effort as early in the quinquennial election year (that is, 2025, 2030, etc.) as practicable. The

Chairman has the authority to involve as many other Classmates as he needs in order to carry out the nominations process.

The Chairman, along with any other Classmates he involves in the nominations process, shall be known as the Election Committee. Election Committee members shall not be candidates for Class office. The names and contact information of the Committee shall be posted on the Class website, together with the deadline for submitting nominations for the scheduled election (which deadline will be no sooner than sixty days after the Committee members' names and contact information have been posted on the Class website). Qualified Classmates wishing to serve in an elected office shall contact a member of the Committee to place their names in nomination. A Classmate may also nominate another qualified Classmate for any elected office. The Committee will determine the eligibility of each candidate, and for those candidates nominated by another, determine if the nominee is willing to serve. In no case will a person be placed on the ballot who is not qualified or not willing to serve in an elected position. The Committee shall report the nominees for each office to the President and Secretary at least sixty (60) days prior to the election to allow for promulgation to the Class via e-mail, *SHIPMATE*, and the Class website.

### **Section 6.2 Elections.**

The Class Officers shall be elected in accordance with these Bylaws by the Classmates as hereinafter provided. For each office, the candidate receiving a plurality of the votes cast shall be deemed elected. In the case of a tie vote, the election shall be decided by a plurality of votes cast by Classmates in attendance at that year's Quinquennial Class Meeting. The election results shall be announced at the Quinquennial Class Meeting and the term of office shall commence immediately after the Quinquennial Class Meeting is adjourned. The specific method of casting ballots for the election shall be determined by the Executive Board. (Electronic voting by secure means, with a provision for manual voting by postal mail, shall be the preferred method.)

### **Section 6.3 Ballots.**

The ballot for Class Officers shall contain the names of all nominees in alphabetical order according to office, without distinction as to the method of nomination. The ballot shall also provide for write-in candidates. Any write-in candidate who receives a plurality of the vote must be eligible for that office and must be willing to serve; if he is not eligible or not willing to serve, those votes shall be eliminated, and the winner shall be determined as whomever has the plurality of the remaining ballots.

### **Section 6.4 Voting.**

Ballots shall normally be cast by Classmates during a four-week period within six months of the scheduled Quinquennial Class Meeting. The Election Committee shall ensure strict confidentiality of all votes. Election Committee members shall normally be designated to receive all ballots via electronic or postal mail during this period and no later than one month preceding the date set for the Quinquennial Class Meeting in the election year.

### **Section 6.5 Tallying.**

The Election Committee will gather all ballots before the Quinquennial Class Meeting and count the ballots. The Secretary shall provide the Election Committee a current Class listing to verify membership in the Class. The validity of any ballot will be determined solely by the Election Committee. The Chairman shall report the results as soon as possible to the Executive Board. The President shall announce the results of the election during the Quinquennial Class Meeting as the first agenda item under New Business.

## **Article VII**

### ***Propositions & Petitions***

#### **Section 7.1 Propositions.**

The Executive Board shall submit to a vote of Classmates all propositions required under the provisions of these Bylaws and other such propositions as it deems necessary.

#### **Section 7.2 Petitions.**

Petitions normally request specific action. The Executive Board may approve/implement the requested action without requiring further voting. If the Executive Board chooses not to implement the requested action, it shall submit the proposed action to the Class for an approval/rejection vote for all petitions signed by no fewer than twenty (20) Classmates. Petitions requiring a vote will normally be voted upon at the next Class Meeting, provided that the subject matter does not in the opinion of the petitioners require immediate action. If the petitioners request immediate action, the proposed action shall be submitted to Classmates for vote by e-mail.

#### **Section 7.3 Approval.**

Except as otherwise provided in these Bylaws, a plurality of Classmate votes shall determine approval/rejection of the proposition or petitioned action.

## **Article VIII**

### ***Class Funds***

#### **Section 8.1 Method of Appropriation of Funds.**

A majority vote of the Executive Board shall be required to appropriate funds for the Class; however, no funds shall be appropriated where the method of appropriation is contrary to the purposes of the Class as set forth in the Class Charter.

## **Section 8.2 Expenditures.**

Funding for normal operating expenditures other than investments may be authorized by a majority vote of the Executive Board. Expenditure of invested funds may be made by a four-fifths concurring vote of the Executive Board. The expenditure of any funds belonging to the Class shall not be in derogation of the purposes of the Class as set forth in the Class Charter; however, nothing herein contained shall prevent the payment in good faith of remuneration to any Classmates or other persons for services actually performed for the Class, where such services are of a nature that normally require remuneration.

## **Article IX**

### ***Amending Process***

The Class Bylaws may be amended as determined by a vote of two-thirds of the total votes cast. Amendments may be proposed by the Executive Board or upon a petition to the Executive Board signed by at least five percent (5%) of living Classmates. Such petition shall specify the section of the Bylaws to be amended and provide recommended amended language. The Executive Board shall cause the subject matter of the petition to be posted on the Class website and shall, to the extent practicable, notify each member by electronic mail for the purposes of voting on the proposal within sixty (60) days after receipt of the petition. In the event a Class Meeting occurs prior to the posting of the petition, the Executive Board may, in the alternative, present the proposed amendment to a vote of Classmates present at the meeting, and upon a concurring vote of two-thirds of those present, the amendment shall be adopted; provided, however, that each petitioner, whether present or not, shall be counted as voting for the amendment.

## **Article X**

### ***Dissolution***

This organization is dissolved upon the occasion of the death of the last living Classmate of the USNA Class of 1975. Upon dissolution of this organization, assets shall be distributed to the USNA Foundation if named organization remains tax-exempt under IRS section 501(c)(3) at the time of dissolution. If the USNA Foundation is not exempt under section 501(c)(3) then upon dissolution all remaining assets shall be distributed to the U.S. Naval Academy Midshipmen Activities Fund or equivalent non-appropriated fund account.

## **Article XI**

### ***Enactment***

These revised Bylaws shall supersede the previously effective Bylaws (adopted in 1975, but became obsolete when the USNA Alumni Association & Foundation were reorganized) and will

be considered as adopted and in effect as of the next business day after approved by a plurality of Classmates participating in a vote to be held prior to 1 September 2020.

USNA Class of 1975  
President

\_\_\_\_\_  
Printed name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

USNA Class of 1975  
Secretary

\_\_\_\_\_  
Printed name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## **Appendix A**

### ***Conflict of Interest (COI) Policy***

#### **I. Purpose**

The purpose of the conflict of interest (COI) policy is to protect this tax-exempt organization's (USNA Class of 1975) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer/director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing COI applicable to nonprofit and charitable organizations.

#### **II. Definitions**

##### **1. Interested Person.**

Any class officer, member-at-large or member of a committee with Executive Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest.**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. an ownership or investment interest in any entity with which the organization has a transaction or arrangement;
- b. a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a COI. Under Article III, Section 2, a person who has a financial interest may have a COI only if the Executive Board or appropriate committee decides that a COI exists.

#### **III. Procedures**

##### **1. Duty to Disclose.**

In connection with any actual or possible COI, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors

and members of committees with Executive Board delegated powers considering the proposed transaction or arrangement.

## 2. Determining Whether a COI Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the Executive Board or committee meeting while the determination of a COI is discussed and voted upon. The remaining Board or committee members shall decide if a COI exists.

## 3. Procedures for Addressing the COI.

- a. An interested person may make a presentation at the Executive Board or committee meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible COI.
- b. The chair of the Executive Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a COI.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a COI, the Executive Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- e. If it is determined that a Class Officer has a COI regarding an issue before the Executive Board, that officer shall be recused on that issue from further discussion or votes.

## 4. Violations of the COI Policy.

- a. If the Executive Board or committee has reasonable cause to believe a member has failed to disclose actual or possible COIs, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board or committee determines the member has failed to disclose an actual or possible COI, it shall take appropriate disciplinary and corrective action.

## **IV. Records of Proceedings**

The minutes of the Executive Board and all committees with Executive Board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible COI, the nature of the financial interest,



any action taken to determine whether a COI was present, and the Executive Board's or committee's decision as to whether a COI in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **V. COI Statements**

Each Class Officer upon election or upon re-election, and each member of a committee with Executive Board-delegated powers when appointed shall sign a statement that affirms such person:

- a. has received a copy of the COI policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy;
- d. understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signed COI statements shall be held by the Class Secretary who shall, within 30 days of election/re-election/appointment of officers or committee members with Executive Board delegated powers, submit electronic copies of these statements to the USNA Alumni Association & Foundation (POC TBD).