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# BYLAWS OF THE UNITED STATES NAVAL ACADEMY CLASS OF 1999

*Approved Dec. 15, 2019*

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## **ARTICLE I. PURPOSE**

The Class is organized and shall be operated exclusively for the voluntary participation of the members (the “Members”) (See Article VI) of the United States Naval Academy’s (the “USNA”) Class of 1999 (the “Class”), as an entity, to support the Members, USNA, and the USNA Alumni Association (the “USNAAA”), as appropriate. The mission of the Class (the “Class Mission”) shall include, but shall not be limited to, the following:

- (1) To provide for the support, interaction, communication, professional, social and personal growth, of the Members through various programs, events, fundraising and other philanthropic endeavors;
- (2) To provide support to the USNA, the USNA’s Brigade of Midshipmen and the USNAAA through active involvement, philanthropic endeavors and other projects; and
- (3) To perpetuate the positive image of the Class.

## **ARTICLE II. ORGANIZATION**

The Class exists through volunteer service and financial support from the Members. The Class shall manage business in accordance with the bylaws through a strong and active group of elected members serving as the Executive Committee.

## **ARTICLE III. LEADERSHIP AND MANAGEMENT**

### **SECTION 3.01 EXECUTIVE COMMITTEE**

The property, affairs, business and concerns of the Class shall be managed by the Executive Committee. The Executive Committee members are elected by the Class and shall be made up of the following offices:

- (1) President;
- (2) Vice President;
- (3) Secretary;
- (4) Treasurer;
- (5) Communications Director
- (6) East Coast representative; and
- (7) West Coast representative

## **ARTICLE IV. QUALIFICATION AND DUTIES OF THE EXECUTIVE COMMITTEE**

### **SECTION 4.01 QUALIFICATIONS AND RESPONSIBILITIES**

The Members of the Executive Committee shall:

- (1) Be a Graduating Member of the USNA Class of 1999 (as defined in Article VI);
  - (2) Be a member in good standing of the USNAAA;
  - (3) Be elected by vote of the Members of the Class for the term described in Article VII;
- and
- (4) Required to devote a personal commitment of time, effort, and availability to carry out all assigned duties.

### **SECTION 4.02 PRESIDENT**

The President shall:

- (1) Be responsible for the leadership of the Class;

- (2) Represent the Class in affairs of the Class, including to the USNA and USNAAA;
- (3) Appoint chairperson(s) of committees to further the goals of the Class;
- (4) Preside at meetings of the Class and the Executive Committee;
- (5) With the Communications Director, act as Co-Administrator of Class communications, which may include but is not limited to: Class website, Class email distributions, social media groups (e.g. Facebook, LinkedIn, Twitter, Instagram, etc.), newsletters and any other official communication mediums affiliated with the Class;
- (6) Fulfill other such duties as may be necessary for the success of the Class.

### **SECTION 4.03 VICE-PRESIDENT**

The Vice-President shall:

- (1) Perform the presiding duties of the President in the absence of or at the request of the President;
- (2) Fill the unexpired term in the office of the President if a vacancy occurs;
- (3) Assemble, update, publish, and lead the execution of the Class Plan (as defined in Article XI), as necessary; and
- (4) Fulfill other such duties as may be assigned by the President.

### **SECTION 4.04 SECRETARY**

The Secretary shall:

- (1) Record the minutes of meetings of the Class and the Executive Committee.
- (2) Be responsible for disseminating the minutes of any Meetings or Special Meetings (as defined in Article VII) and from any Executive Committee meetings;
- (3) Be custodian of the Class records;
- (4) Be custodian of the Class crest;
- (5) Prepare Class newsletters and Class *Shipmate* articles (“Class Publications”), as appropriate;
- (6) Notify USNAAA of any Executive Committee member changes as needed;

- (7) Send a call of the meetings (or some other notification): (i) of the Executive Committee, to each Executive Committee member; and (ii) of the Class, to each Member; and
- (8) Fulfill other such duties as may be assigned by the President.

#### **SECTION 4.05 TREASURER**

The Treasurer shall:

- (1) Be custodian of all funds, disbursing them as directed by the President or the Executive Committee, as the case may be;
- (2) Oversee the financial activity of the Class, under the direction of the Executive Committee; and
- (3) Present a financial report and financial statement at each meeting of the Executive Committee, each meeting of the Class or as otherwise requested by the Executive Committee;
- (4) Fulfill other such duties as may be assigned by the President.

#### **SECTION 4.06 COMMUNICATIONS DIRECTOR**

The Communications Director shall:

- (1) Be responsible for the dissemination of approved electronic correspondence to the Class as approved or directed by the President or the Executive Committee;
- (2) Manage and maintain the Class website ([www.usna99.com](http://www.usna99.com));
- (3) With the President, serve as Co-Administrator of the Class social media platforms and professional media accounts affiliated with the Class.
- (4) Assist the Secretary with the conducting of any Class elections;
- (5) Fulfill other such duties as may be assigned by the President.

#### **SECTION 4.07 REGIONAL REPRESENTATIVES**

The Regional Representatives are elected positions consisting of an East Coast Representative and a West Coast Representative who shall:

- (1) Represent the Class at regional Class functions;
- (2) Serve as the liaison with the Executive Committee on matters pertaining to the Class in that particular region;
- (3) With approval of the Executive Committee, hold Class functions as needed to increase Class morale and cohesion;
- (4) Assist the Secretary in gathering information related to Members and actions of the Class for publications (e.g. *Shipmate*);
- (5) Provide reports on regional Class actions at each Executive Committee meeting and the annual Class meeting;
- (6) Be prepared to vote in the event the Executive Committee is unable to reach a unanimous decision as described in Article IX; and
- (7) Fulfill other such duties as may be assigned by the President.

## **ARTICLE V. OTHER CLASS REPRESENTATIVES**

### **SECTION 5.01 COMPANY REPRESENTATIVES**

There shall be a company representative for each of the thirty (30) companies who shall:

- (1) Be a Member of the Class;
- (2) Be an active member of the USNAAA;
- (3) Upon volunteering, be appointed by the President, with the approval of the Executive Committee;
- (4) Liaise with the Executive Committee on all matters pertaining to the Class in their company;
- (5) Disseminate information to Members of their respective company; and
- (6) Assist in activities regarding a Member of that company (e.g., memorials, awards, etc.).

## **ARTICLE VI. MEMBERSHIP IN THE CLASS**

### **SECTION 6.01 GRADUATING MEMBERS OF THE USNA CLASS OF 1999**

All graduates from the USNA as part of the Class are immediately granted membership in the Class as a Graduating Member and shall be eligible to vote on all Class affairs and in all Class elections.

### **SECTION 6.02 NON-GRADUATING MEMBERS OF THE USNA'S CLASS OF 1999**

Any individual that was a part of the Class as of Induction Day on June 30, 1995, but did not graduate from USNA, is immediately eligible for membership in the Class as a Non-Graduating Member and shall be eligible to vote on all Class affairs and in all Class elections.

### **SECTION 6.03 HONORARY MEMBERS**

A Member may suggest bestowing an Honorary Membership in the Class on any person not meeting the criteria of either Section 6.01 or Section 6.02.

- (1) A nomination for Honorary Membership (the "Nomination") must be in writing, signed by at least fifteen (15) Members, and delivered to the Executive Committee.
- (2) The Nomination must include the following: (i) a summary of the individual's personal, educational, professional and military background; and (ii) a statement as to why that individual is deserving of such Honorary Membership.
- (3) At the first Annual Meeting after the Nomination is submitted, the Nomination, along with the Executive Committee's recommendation for approval or disapproval of the Nomination, will be presented to the Class for a vote.
- (4) Honorary Members shall have no rights to vote in any of the Class affairs or Class elections, may not serve as a member of the Executive Committee, may not serve as a member of the Election Committee, may not serve as the chairperson of any

Committee and may not hold any Class office, but otherwise have all of the same rights, duties and privileges of a Member.

#### **SECTION 6.04 SURVIVING SPOUSES OF MEMBERS**

The surviving spouse of any deceased Member described in Sections 6.01 and Section 6.02 shall automatically become an Honorary Member of the Class.

### **ARTICLE VII. ELECTION OF CLASS OFFICERS**

#### **SECTION 7.01 ELECTION**

Except as otherwise expressly provided herein, the Executive Committee shall be elected by those Members eligible to vote (see Article VI) , with the election occurring at least one (1) month, but no more than three (3) months, prior to the Class meeting held at the USNA in conjunction with a Class reunion held on the five (5) year cycle (e.g., 20-year reunion, 25-year reunion, 30-year reunion, etc.).

Class officers shall:

- (1) Be elected by a plurality vote of those Members that vote in such election;
- (2) Begin their term at the Class reunion held on the five (5) year cycle after: (i) the results of the election are certified by the USNAAA; and (ii) announcement of the results of the election to the Class.

In the case of a tie vote, the election shall be decided by a vote of the members of the Executive Committee.

#### **SECTION 7.02 TERM OF OFFICE**

Each Executive Committee member shall hold office for a term of five (5) years, commencing as of the time prescribed in Section 7.01 and terminating when his or her successor shall have been duly elected and the results of said election certified and announced to the Class as prescribed in Section 10.02.

## **ARTICLE VIII. VACANCIES AND REMOVAL OF OFFICERS AND VOLUNTEERS**

### **SECTION 8.01 RESIGNATION AND REMOVAL**

- (1) Any member of the Executive Committee may resign when they feel that they cannot commit the necessary time, thought or effort to the Class to fulfill the duties of their position. An Executive Committee member may resign by tendering a resignation in writing to the President (with a copy to the Secretary), which resignation shall be effective upon receipt by the President.
- (2) Any member of the Executive Committee may be nominated for removal for cause at any time upon a majority vote of the remaining members of the Executive Committee, upon which the removal is presented to the Class for “yes-no” vote before any removal is effective. A two-thirds ( $\frac{2}{3}$ ) majority of responding Members eligible to vote (per Article VI) must vote in the affirmative for a removal nomination to be approved.

### **SECTION 8.02 VACANCIES AND SPECIAL ELECTIONS**

- (1) Except for the office of the President, a vacancy in any other Executive Committee position due to death, resignation, removal or otherwise, may be filled by a vote of the Members in a special election for the unexpired portion of the term.
- (2) A currently serving member of the Executive Committee is not eligible to run for the vacant position in the special election unless the currently serving member of the Executive Committee resigns his or her position. In such a situation, both vacancies will be filled by special election.
- (3) A vacancy in the office of the President shall be filled by the Vice-President and the vacancy in the office of Vice-President shall be filled by a special election.

### **SECTION 8.03 SPECIAL ELECTION**

In the event a special election is needed:

- (1) The President shall convene a Special Election Committee pursuant to Section 10.02;
- (2) The Special Election Committee shall, using all available communication channels, announce vacancies, announce date of special election (at least 30 days after the announcement of vacancies) and solicit candidates;
- (3) Members interested in running for a vacant Executive Committee office must submit their name to the Special Election Committee within seven (7) calendar days of the announcement of the vacancy;
- (4) On the eighth (8<sup>th</sup>) day following the announcement of the vacancy, the Special Election Committee shall publish the slate of eligible candidates – in alphabetical order by last name – for the special election;
- (5) Each candidate for the special election may submit a written statement of no more than 500 words to be published by the Election Committee on the Class website. The Special Election Committee retains discretion to set the deadline for receipt of such written statement from the candidates;
- (6) Concurrent with the publication of the candidates' written statements, or, if no statements are submitted for publication, on the first day after the deadline for submission of such statements, the Special Election Committee shall publish the opening and closing dates of the special election. The special election shall be open for fourteen (14) calendar days;

## **ARTICLE IX. EXECUTIVE COMMITTEE ORDER OF BUSINESS**

### **SECTION 9.01 EXECUTIVE COMMITTEE MEETINGS**

- (1) *Meetings.* Regular and special meetings of the Executive Committee may be held at any place within or outside the State of Maryland at any such time as determined by the President, or such other time and date as the Executive Committee shall determine. Regular meetings of the Executive Committee shall be held as often as necessary, but in all cases, at least quarterly. The President shall, when present, preside over the Executive Committee meetings. Members of the Executive Committee may participate in a meeting

by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. The order of business at any meeting of the Executive Committee shall be determined by the Executive Committee member presiding at such meeting, but shall, insofar as practicable, conform to standard parliamentary procedure.

- (2) *Notice.* Notice of all regular meetings of the Executive Committee shall be given at least seven (7) days before the meeting by electronic transmission (e.g., electronic mail). Notice of all special meetings of the Executive Committee shall be given at least three (3) days before the special meeting by electronic transmission. All notice given by electronic transmission shall be deemed to be delivered when transmitted for delivery to the recipient unless the sender receives an “undeliverable” reply or any other indication that transmission or delivery has been delayed or not achieved. Automatic replies (e.g., “out of office” replies) do not constitute an undeliverable reply or indication that transmission or delivery has been delayed or not achieved. Any member of the Executive Committee may waive notice of any meeting. The attendance of a member of the Executive Committee at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Executive Committee attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
- (3) *Action by Written Consent.* Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.
- (4) *Quorum for Executive Committee Meetings.* For voting purposes, a quorum of members of the Executive Committee must be present to conduct the business of the Class. A “quorum” is defined as no less than five (5) members of the Executive Committee.

(5) *Voting*. Except as provided otherwise, a unanimous vote among the following Executive Committee members: President, Vice President, Treasurer, Secretary and Communications Director, must be cast to approve any proposal before the Executive Committee.

- a. In the event that there is not a unanimous vote amongst these five Executive Committee members, the East and West Coast Representatives will each cast a vote.
- b. A majority of the votes cast amongst the five named members of the Executive Committee and the East and West Coast Representatives will be needed to approve the proposal before the Executive Committee.

(6) *Meeting Minutes*.

- a. within twenty-four (24) hours of any meeting of the Executive Committee, the draft of the minutes of such meetings shall be circulated by the Secretary to the Executive Committee for review and approval;
- b. within forty-eight (48) hours of receipt of any draft of the minutes of such meetings, the members of the Executive Committee must submit any requested revisions or comments on the respective draft minutes to the Executive Committee;
- c. within twenty-four (24) hours of receipt of the Executive Committee's comments on the respective draft minutes, the Secretary shall finalize the same and present the revised minutes to the Executive Committee for formal approval by email vote; and
- d. within twenty-four (24) hours of approval by the Executive Committee, the approved meeting minutes shall be posted on the Class website.

## **SECTION 9.02 CLASS MEETINGS**

(1) *Regular Meetings*. A meeting of the Members shall be held at such times and places as may be necessary to carry out the duties of the Class, but at least annually (the "Meeting(s)"). Notice of Meetings shall be published to the Class not less than two (2)

months preceding the date for such meeting. Each Member present shall be entitled to one (1) vote at any Meeting except as provided in part (5) of this Section.

- (2) *Special Meetings.* A special meeting of the Members (the “Special Meeting(s)”) may be held at such time and place as the Executive Committee shall determine, or upon approval of a petition submitted to the Executive Committee, supported, in writing, by not less than fifty (50) members of the Class. The Secretary shall give notice of the Special Meetings by the most expeditious means.
- (3) *Voting.* Except as provided otherwise, a majority of the votes cast shall be sufficient to approve any proposal before the Class.
- (4) *Quorum of Meetings and/or Special Meetings.* For voting purposes at any Meeting or Special Meetings, a quorum of Members eligible to vote must be present to conduct the business of the Class. A “quorum” for Meetings is defined as no less than seventy-five (75) Members of the Class. A “quorum” for Special Meetings is defined as no less than fifty (50) Members of the Class.
- (5) *Proxy.* A Member may grant to another Member of the Class eligible to vote, the power to cast his or her vote by proxy. Such power of proxy must be in writing, on a form approved and distributed by the Executive Committee, and authenticated by the Executive Committee prior to any vote by such Member in the exercise of such proxy.

## **ARTICLE X. COMMITTEES**

### **SECTION 10.01 FUNDRAISING COMMITTEE**

There shall be a Fundraising Committee which shall be a standing committee of the Executive Committee consisting of between three (3) and five (5) individuals appointed by the Treasurer, with the approval of the Executive Committee.

- (1) The Chairperson of the Fundraising Committee is the Treasurer;

- (2) The Fundraising Committee shall have primary responsibility for fundraising efforts on behalf of the Class, including, without limitation, planning and executing fundraising efforts to support the Class and the Class Plan (as defined in Article XIII);
- (3) The Fundraising Committee shall submit a report with respect to fundraising matters for the fiscal year to the Executive Committee prior to the annual meeting of the Executive Committee; and
- (4) The Fundraising Committee shall report to the Executive Committee all matters which the interest of the Executive Committee may require to be brought to its attention.

## **SECTION 10.02 ELECTION COMMITTEE**

There shall be an Election Committee which shall be a committee consisting of five (5) individuals appointed by the President as the Election Committee is needed.

- (1) Once named, the members of the Election Committee shall elect the chairperson by plurality vote.
- (2) The Election Committee shall have primary responsibility for implementation and oversight of all Class elections, including the elections held on the 5-year cycle, any special elections or any votes of the Members (e.g., amendments to bylaws).
- (3) The Election Committee is responsible for oversight of the nomination process for all elections of Executive Committee Members, including verification of eligibility for said nominees.
- (4) The Election Committee shall receive and publish on the Class website a written statement of no more than 500 words from each candidate for election. The Election Committee retains discretion to set the mechanism and deadline for receipt of such written statement from the candidates;
- (5) The Election Committee shall report the results to the Class;
- (6) In the case of a tie vote, the election shall be decided by a vote of the members of the Executive Committee;

- (7) The Election Committee shall retain custody of the ballots for one (1) year following the announcement of the election results and then, unless otherwise directed by the President or Vice President, shall dispose of them.
- (8) The Election Committee shall report to the Executive Committee all matters which the interest of the Executive Committee may require to be brought to its attention.

### **SECTION 10.03 REUNION COMMITTEE**

There shall be a Reunion Committee which shall be a standing committee of the Executive Committee consisting individuals appointed by the President.

- (1) There will be two (2) Co-Chairpersons of the Reunion Committee, one of which will be the Vice-President, and the second a Co-Chairperson who will be appointed by the Executive Committee no later than two (2) years before the reunion held on the 5-year cycle.
- (2) The Reunion Committee shall have primary responsibility for planning, organizing, advertising and executing the Class reunions held on the 5-year cycle.
- (3) The Reunion Committee will work with the Treasurer in creating the budget for the reunion and present a budget to the Executive Committee for approval.
- (4) The Reunion Committee shall make regular monthly reports with respect to reunion planning to the Executive Committee, and more often if requested by the Executive Committee, as well as reporting to the Executive Committee all matters which the interest of the Executive Committee may require to be brought to its attention.
- (5) The Reunion Committee shall work with the Executive Committee as needed in order to plan and execute the reunion.

### **ARTICLE XI. OTHER COMMITTEES**

Other committees not having and exercising the authority of the Executive Committee in the management of the Class may be designated as needed by a resolution adopted by a majority of the Executive Committee.

## **ARTICLE XII. CLASS FUNDS**

Class funds are maintained in an account with the USNAAA and otherwise accounted for by the Treasurer (“Class Funds”). Class Funds must be maintained in an interest-bearing account at all times.

- (1) Any Class business, project, event, endeavor, proposition or motion (“Class Actions”) which may require the raising of additional funds from outside the Members, must be submitted, in writing, to the Executive Committee for prior approval.
- (2) Class Funds shall be applied solely toward the advancement of the Class Mission. All requests for Executive Committee approval for the use of Class Funds must be in writing and submitted at least fourteen (14) days prior to the Class Actions for which such Class Funds are requested.
- (3) Any Executive Committee approved expenditures made on behalf of the Class and in furtherance of Class Actions shall be reimbursed by the Treasurer from Class Funds as follows:
  - (i) Reimbursements of expenditures from Class Funds up to, and including, One Hundred and 00/100 Dollars (\$100.00) may be made by the Treasurer with written notice given to the Executive Committee at the next meeting of the Executive Committee;
  - (ii) Reimbursements of expenditures from Class Funds from One Hundred and 01/100 Dollars (\$100.01) to One Thousand Five Hundred and 00/100 Dollars (\$1,500.00) may be made by the Treasurer after obtaining President’s written approval with written notice given to the Executive Committee at the next meeting of the Executive Committee;
  - (iii) Reimbursements of expenditures from Class Funds exceeding One Thousand Five Hundred and 00/100 (\$1,500.00) require approval from the Executive Committee.
- (4) All reimbursements from Class Funds are contingent on prior approval of the expenditure and subsequent submission of a receipt supporting the requested reimbursement amount.

## **ARTICLE XIII. CLASS PLAN**

The Class Plan will provide the long-range vision and intermediate objectives of the Class. The Class Plan is a working document for conducting the business of the Class. It shall be amended as objectives change or are met, and when the environment in which the Class operates so dictates. The Class Plan, once approved by the Executive Committee, shall be presented to the Class and made available on the Class website.

## **ARTICLE XIV. DUES, CONTRACTS, AND FUNDS**

### **SECTION 14.1 DUES**

No Class dues will be collected.

### **SECTION 14.2 CONTRACTS**

The Executive Committee may authorize any Member of the Class, in addition to the members of the Executive Committee so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Class. Such authority must be in writing and may be general or confined to specific instances. The advice and counsel of an attorney to assist in the review of such contracts will be sought on an as-needed basis.

### **SECTION 14.3 GIFTS**

The Executive Committee may accept on behalf of the Class any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Class.

## **ARTICLE XV. ARCHIVES AND RECORDS**

The Secretary shall keep correct and complete records of account and shall also keep minutes of the proceedings of its Executive Committee and committees having any of the authority under the Executive Committee. As described in Section 4.04, the Secretary shall also

ensure that such records are available for review by any Member of the Class in a reasonable time and manner.

#### **ARTICLE XVI. FISCAL YEAR**

The fiscal year of the Class shall begin on the first (1<sup>st</sup>) day of January and end on the last day of December in each year.

#### **ARTICLE XVII. AMENDMENTS**

Any and all bylaws of the Class may be altered, amended or repealed and new bylaws may be adopted pursuant to the following procedure:

- (1) Any Member may submit, in writing to the Executive Committee, a proposed Amendment to the bylaws (the "Proposal(s)"). All such Proposals must be supported in writing by at least twenty (20) Members, not including any currently serving member of the Executive Committee.
- (2) The Annual Class Meeting will be the preferred venue for Proposals to be presented and voted upon by the Class.
- (3) At the discretion of the Executive Committee, Proposals can be presented and voted upon by the Class at a Special Meeting.
- (4) Approval of any Proposal requires a two-thirds (2/3) approval of the responding, eligible voting Members of the Class at the Meeting or Special Meeting.
- (5) No bylaws may be amended, altered, repealed or adopted in contravention or derogation of the Articles within the USNA Class of 1999 Bylaws of the Class.