

BY-LAWS OF THE CORPORATION OF
THE CLASS OF 1961
UNITED STATES NAVAL ACADEMY

PURPOSE

These By-laws provide for the voluntary participation of members of the Class of 1961, United States Naval Academy (USNA), as an entity, to support the USNA, the USNA Alumni Association (USNAAA), and individual members of the Class.

ARTICLE I

MISSION

The mission of the Corporation of the Class of 1961, USNA (Corporation) is to:

1. Support the USNA through active involvement with the USNAAA and through selective philanthropic projects;
2. Provide enduring personal, social interaction, communications, and support among Class members Enhance the close relationships developed at the Naval Academy and furthered by friendships developed during the ensuing years; and
3. Perpetuate the positive image of the Class of 1961, USNA.

ARTICLE II

VOLUNTEER SERVICE

1. The Corporation is a non-profit organization; one that can exist only through volunteer service.
2. Volunteer service to the Corporation entails a personal commitment of time, effort, and availability.
3. Another component of volunteer service is financial support of the Corporation.

ARTICLE III

ORGANIZATION

1. The Corporation shall manage Class business in accordance with the Articles of Incorporation, Constitution, and By-laws through a strong, active Executive Committee.
2. The Greater Washington-Annapolis Chapter shall be defined as including all members who are on duty or reside in Washington, Baltimore, or Annapolis, and the environs thereof. In addition, the Chapter shall include members whose residence is near enough to allow regular participation in Chapter proceedings.
3. There may be such Regional Chapters as is dictated by the geographical distribution of the members of the Corporation. Regional Chapters may be formed in areas which have a sufficient number of members to cause local Corporation business to be conducted.

ARTICLE IV

LEADERSHIP AND MANAGEMENT

The implementation of the mission of the Class of 1961, USNA, as delineated in these By-laws, shall be led and managed by an Executive Committee. The Executive Committee shall:

1. Comprise the President, Executive Vice President, Administrative Vice President, Secretary, Treasurer, and two (2) At-Large members of the Corporation in the Greater Washington-Annapolis Chapter area as permanent voting members;
2. Fill any vacancy in any office, except President;
3. Determine the policies and operation of the Corporation; and
4. Include all past Presidents as non-voting members.

ARTICLE V

QUALIFICATION AND DUTIES OF THE EXECUTIVE COMMITTEE

1. Qualifications for all members of the Executive Committee are that they shall be:
 - a. a member of the Corporation in the Greater Washington-Annapolis Chapter;
 - b. an active member of the USNAAA;
 - c. elected by vote of the members of the Corporation;
 - d. required to devote a personal commitment of time, effort, and availability to carry out all assigned duties; and
 - e. elected for terms as described in Article VII.

2. The President shall:
 - a. be responsible for the leadership of the Corporation;
 - b. represent the Class in all affairs of the Corporation, including to the USNA and USNAAA;
 - c. be responsible for the overall supervision of the long-range Class Plan; and
 - d. appoint and empower, with the approval of the Executive Committee, other volunteer classmates for specific duties, as non-voting members of the Executive Committee.
3. The Executive Vice President shall:
 - a. succeed to the office of Acting President in the event of a vacancy in that office, or in the incapacity of the President to perform his duties. In the absence of the President from the Greater Washington-Annapolis Chapter area, the Executive Vice President shall Chair the Executive Committee;
 - b. be responsible for all social activities of the Corporation in the Washington-Annapolis Chapter area;
 - c. supervise the execution of the Class Plan and its annexes; and
 - d. be responsible for the "Social" section of the Class Plan.
4. The Administrative Vice President shall:
 - a. succeed to the office of Executive Vice President in the event of a vacancy in that office;
 - b. assemble, update and publish the Class Plan;
 - c. preside at all Annual and Special Meetings of the Corporation when the President and the Executive Vice President are absent;
 - d. be responsible for the "Administrative" section of the Class Plan; and
 - e. be responsible for the "Communications" section of the Class Plan, to include maintaining:
 - (1) a Class Registry, and
 - (2) appropriate telephone trees.
5. The Secretary shall:
 - a. keep a record of the proceedings of the Corporation and Executive Committee meetings;
 - b. be custodian of all appropriate books and records of the Corporation;
 - c. be responsible for disseminating the minutes of the Annual Meeting of the Corporation in the next available issue of *Shipmate Magazine*;
 - d. have custody of the Seal of the Corporation, which is the Crest of the Class of 1961, USNA; and
 - e. prepare newsletters, as appropriate.
6. The Treasurer shall:
 - a. be responsible for the general financial activity of the Corporation, under the direction of the Executive Committee;

- b. manage and account for all operating funds belonging to the Corporation, except for funds controlled by representatives appointed by the President, with the approval of the Executive Committee;
- c. be responsible for preparation of the "Operating Funds Budget and Finance" section of the Class Plan; and
- d. be bonded for such amount as the Executive Committee may determine.

7. At-Large Members of the Executive Committee.

- a. One At-Large Member shall be designated by the President, with the approval of the Executive Committee, as the Philanthropic Support Chairman and shall be responsible for the "Development/Projects" section of the Class Plan.
- b. One At-Large Member shall be designated by the President, with the approval of the Executive Committee, as the Regional Vice Presidents and Company Representatives Liaison.

ARTICLE VI

OTHER CLASS OFFICERS AND REPRESENTATIVES

1. Regional Vice Presidents.

- a. There may be such Regional Vice Presidents as may be dictated by the geographical distribution of the members of the Corporation
- b. The qualifications of Regional Vice Presidents are that they shall:
 - (1) be a member of the Corporation;
 - (2) be an active member of the USNAAA;
 - (3) be appointed by the President, with the approval of the Executive Committee;
 - (4) maintain liaison with the Executive Committee on all matters pertaining to the Corporation in that region;
 - (5) be responsible for the collection of Class news originating within that region and the dissemination of that information to members of the Corporation; and
 - (6) assist the Administrative Vice President in maintaining the Class Registry of classmates in that region;

2. Company Representatives.

- a. There shall be a Company Representative to represent each of the twenty four companies.

- b. The qualifications of Company Representatives are that they shall:
 - (1) be a member of the Corporation;
 - (2) be an active member of the USNAAA;
 - (3) be appointed by the President, with the approval of the Executive Committee;
 - (4) maintain liaison with the Executive Committee on all matters pertaining to the Corporation in his company;
 - (5) be responsible for the collection of Class news originating within his company and the dissemination of that information to members of the Corporation; and
 - (6) assist the Administrative Vice President in maintaining the Class Registry of classmates in his company.
- 3. Other Class Volunteers.
 - a. In accordance with Article V, the President can, with the approval of the Executive Committee, appoint and empower other volunteer members for specific duties on behalf of the Corporation. These positions may include:
 - (1) Corresponding Secretary, who shall collect Class news and write and submit articles for *Shipmate Magazine*.
 - (2) Fund Raising Chairman, who shall solicit funds for major Class projects, on behalf of the USNAAA.
 - (3) Major Reunion Chairman, who shall lead preparations, and execute plans, for each five-year major reunion.
 - (4) Others, as deemed necessary by the Executive Committee.
 - b. To qualify for these positions, each volunteer shall be:
 - (1) a member of the Corporation in the Greater Washington- Annapolis Chapter;
 - (2) an active member of the USNAAA; and
 - (3) required to devote a personal commitment of time, effort, and availability to carry out all assigned duties.

ARTICLE VII

ELECTION OF OFFICERS

- 1. President.
 - a. The Nominating Committee for the office of President shall:
 - (1) be appointed by the Executive Committee;
 - (2) comprise members of the Corporation in the Greater Washington-Annapolis Chapter; and
 - (3) report the nominees to the Executive Committee.

- b. Nominations for the office of President of the Corporation shall be by either of the following methods:
 - (1) Written petition by fifteen (15) members of the Corporation; or
 - (2) Selection by the nominating committee as provided above.
- c. The President shall:
 - (1) be elected by a plurality vote of the responding membership of the Corporation;
 - (2) begin his term at a major reunion;
 - (3) be elected for a term of five years; and
 - (4) not be eligible to succeed himself.
- d. The ballot for President shall contain the names of all nominees in alphabetical order, without distinction as to the method of nomination. A ballot shall be mailed to each member of the Corporation at least thirty (30) days prior to the Annual Meeting in the election year. The ballot shall also contain space for write-in candidates.
 - (1) 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 Corporation member's signature must appear on the ballot.
 - (2) The Secretary shall, on the day preceding the Annual Meeting, deliver the ballots, together with a current membership list, to a committee of two tellers, who shall be members of the Corporation, appointed by the Executive Vice President.
 - (3) The tellers shall count the ballots, and report the results of the election to the Secretary, who shall report the results to the Annual Meeting.
 - (4) In case of a tie vote, the election shall be decided by a vote of the members of the Executive Committee.
 - (5) The tellers shall retain custody of the ballots for five days following the Annual Meeting and then, unless otherwise directed by the President or Executive Vice President, shall dispose of them.

2. Other Executive Committee Members.

- a. Nominations for the office of the Executive Vice President, Administrative Vice President, Secretary, Treasurer, and the two (2) At-Large members of the Executive Committee shall be:
 - (1) provided by the Nominating Committee or nominated from the floor at the Annual Meeting of the Corporation; and
 - (2) elected by a plurality vote of the membership in attendance at the Annual Meeting.
- b. Terms of office are three years in length.

ARTICLE VIII

VACANCIES AND REMOVAL OF OFFICERS AND VOLUNTEERS

1. Any officer or volunteer may resign when he feels that he cannot commit the necessary time, thought, effort, or financial assistance to the Corporation to fulfill the duties of his office.
2. Any officer or volunteer may be removed from his position, for cause, by a majority vote of the members of the Executive Committee.
3. The position of an officer may be declared vacant in the event such member shall be absent from two (2) consecutive regular meetings of the Executive Committee.
4. In the event of death, resignation, or removal of an officer, succession shall be in accordance with Article V. The President, with the approval of the Executive Committee, shall fill any vacancies created by the succession. The replacement officer shall serve for the unexpired term of his predecessor.

ARTICLE IX

CORPORATION MEETINGS

1. The Annual Meeting of the Corporation shall normally be held on Homecoming Football Game weekend. However, this date may be altered by the Executive Committee when such date is not deemed appropriate, provided that there shall be an Annual Meeting in each calendar year. Notice of the Annual Meeting shall be published not less than two months preceding the date set for such meeting.
2. Special Meetings of the members of the Corporation 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 and signed by not less than fifteen (15) members of the Corporation. Notice of Special Meetings shall be given by the Secretary by the most expeditious means.
3. A quorum for the purposes of conducting an Annual or Special Meeting shall consist of no less than twenty (20) members of the Corporation, excluding officers of the Corporation. The Executive Committee may alter this requirement in the event of unusual circumstances, but in no case will an Annual or Special Meeting be conducted with less than twenty (20) members, including the Corporation officers.
4. The order of business at any meeting of the Executive Committee shall be determined by the Corporation officer presiding at such meeting, but shall, insofar as practicable, conform to standard parliamentary procedure.
5. Each member present shall be entitled to one (1) vote at any meeting of the Corporation except as provided in section 6 of this Article. Each member of the

- Corporation 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.
6. A member of the Corporation may grant, in writing, to another member of the Corporation, the power to cast his vote by proxy. Such power of proxy shall be authenticated by the Executive Committee prior to any vote by such member in the exercise of such proxy.

ARTICLE X

EXECUTIVE COMMITTEE MEETINGS

1. Meetings of the Executive Committee shall be held at such times and places as may be necessary to carry out the duties of that committee, but at least semi-annually. Meetings may be called by the President, the Executive Vice President, or any two (2) or more members of the Executive Committee. Members shall be notified by the Secretary by the most expeditious means.
2. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if consent to such action is signed by a majority of members of the Executive Committee and such written notice is filed with the minutes of the proceedings of the Executive Committee.
3. A majority of the members of the Executive Committee constitute a quorum.

ARTICLE XI

CLASS PLAN

1. The Class Plan will provide the long-range vision and intermediate objectives of the Corporation, and constitutes the operating policies and procedures to be followed by the Executive Committee in discharging its duties and responsibilities by clarifying and expanding upon the Constitution and By-laws.
2. The Class Plan is a working document for conducting the day-to-day business of the Corporation. It shall be updated as objectives are met or change, and when the environment in which the Corporation operates so dictates.
3. Annual revisions shall be presented to the Corporation at the Annual Meetings.

ARTICLE XII

PROPOSITIONS

1. The Executive Committee may submit to a vote of the members of the Corporation such propositions as it desires.
2. The Executive Committee must submit to a vote of the members of the Corporation any proposition signed by at least fifteen (15) members of the Corporation. These propositions will normally be presented at the Annual Meeting. Any proposition which may require sooner action, as decided by the Executive Committee, will be submitted to the members by mail.
3. Except as provided otherwise in the Constitution and By-laws, a plurality vote of those responding within thirty (30) days shall determine any proposition.

ARTICLE XIII

DUES

1. Dues may be assessed on an annual, or other, basis, with the approval of the Executive Committee, for the purpose of defraying the annual operating costs of the Corporation.
2. The Executive Committee shall not require the payment of dues by any members as a condition of continued membership in the Corporation.
3. All dues shall be uniformly assessed.

ARTICLE XIV

GENERAL FUNDS

1. The funds are maintained, controlled, and accounted for by the Treasurer. The Executive Committee will establish an upper limit. If funds exceed that limit, the excess would be moved to the philanthropic funds.
2. Normal operating expenditures, other than investments, shall be authorized by a majority vote of the Executive Committee.
3. Any proposition or motion which may require the raising, outside of the membership, of additional Corporation funds must be submitted to, and approved by, the Executive Committee.

ARTICLE XV

INCOME AND PROPERTY

1. The income and property of the Corporation shall be applied solely toward the promotion of the mission of the Corporation. Expenditures on behalf of the Corporation, and authorized by the Executive Committee, shall be reimbursed by the Treasurer from the operating funds.
2. In order to preserve, protect and enhance the net worth of the Corporation's financial assets, the Executive Committee will require the Treasurer, on a periodic basis, to review the investments of the Corporation and make recommended changes.
3. The Executive Committee may set aside a portion of the operating funds for the purpose of investment. Decisions on the investment portion of the operating funds shall be made by a three-fourths concurring vote of the Executive Committee.

ARTICLE XVI

PHILANTHROPIC FUNDS

1. Philanthropic funds are those funds provided by and/or derived from classmates' donations to support the Naval Academy through active involvement with the USNA Alumni Association.
2. The President shall designate, with the approval of the Executive Committee, one At-Large Member as the Philanthropic Support Chairman.
3. The President shall designate, with the approval of the Executive Committee, a Fund Raising Chairman who will coordinate all donation efforts including establishing and expanding a donor base for the class.
4. The Philanthropic Support Chairman, through the President, shall cause agreements to be negotiated between the Corporation and the USNAAA for the collection, safekeeping, accounting, investing, and expenditure of all Class funds.
5. All Class funds to be used for philanthropic purposes shall have the end use approved by the Executive Committee prior to being expended.

ATTACHMENT A
DEFINITIONS

Constitution - The legal document which establishes the framework on which the Corporation operates. It provides the definition of corporate powers, general powers, membership and tenure of the Corporation, provides for officers and their election, and the amending process for the By-Laws and the Constitution. It is the basis on which the Class is formed and how it will operate.

Articles of Incorporation - The legal document which formed a corporation under the General Laws of the State of Maryland. This established the Class of 1961 as a legal entity. The date of enactment was March 22, 1977. The Articles defines the actions which may be taken, defines members, and establishes the Executive Committee. Further, they define, limit and regulate the powers of the Corporation and of the Executive Committee, officers, and members.

Bylaws - The By-laws provide for the voluntary participation of members of the Class of 1961, as an entity, to support the USNA, USNAAA, and individual members of the Class. The By-Laws are based on the Articles of Incorporation and the Constitution. They more broadly define the powers of the Corporation, the Executive Committee, and the objectives of the Class. Where the other documents provide the legal basis of the Corporation, the By-Laws provide for the operation of the Corporation.

Corporation - Under the Articles of Incorporation, a corporation was formed. The name of the corporation (hereafter called the "Corporation") is THE CLASS OF 1961, UNITED STATES NAVAL ACADEMY, Incorporated.

Class Plan - This plan, which supplements the Constitution and Bylaws, provides the long-range vision and intermediate objectives of the Class, and constitutes the operating policies and procedures to be followed by the Executive Committee in discharging its duties and responsibilities by clarifying and expanding upon the above documents. Its purpose is to be used as both a background and working document to conduct the day-to-day business of the Class. It should be updated frequently as objectives are met or change, and when the environment in which the Class operates so dictates.

Members - Membership in the Corporation shall be voluntary for those persons who graduated from the U.S. Naval Academy in the Class of 1961. Membership is also available to any person who was at any time a member of the Class of 1961 U.S. Naval Academy, though such person did not thereafter graduate with such class, upon application. There is also a procedure for nominating and accepting Honorary Members. There is a procedure for divesting the membership of any member on the basis of circumstances that would reflect discredit on the Corporation.

Operating Funds - Those funds, derived from both donations of members and from investments, that are maintained to be used for the periodic expenditures used to support the Class. Examples of expenditures are: purchasing the annual professional award for Leadership, providing for the 21st Company wardroom, etc.

Philanthropic Funds - Those funds provided by and/or derived from classmates' donations to support the Naval Academy through active involvement with the USNA Alumni Association.

USNA - United States Naval Academy.

USNAAA - United States Naval Academy Alumni Association

NAAA - Naval Academy Athletic Association