

United States Naval Academy Class of 1979

CLASS CHARTER

The purposes and objectives of the Class of 1979, hereinafter referred to as the Class Organization as set forth in the Class Charter, are as follows:

To promote esprit de corps and fellowship and provide information of professional, social, or general interest concerning the class and classmates; to maintain and uplift the honor, traditions, and integrity of the Brigade of Midshipmen and the United States Naval Academy; to provide an effective and legal means for regulation of the class organization's affairs and finances; and to receive and maintain a fund of real or personal property, or both, to use and apply the whole or any party of the 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 is formed and subject to all limitations imposed by law, these By-Laws, and Class Charter.

ARTICLE II – MEMBERSHIP

Section 1. Membership in the Class Organization shall be automatic and voluntary for any person who was at any time a member of the Class of 1979 of the U.S. Naval Academy. Those persons who graduated from the U.S. Naval Academy in the Class of 1979 will be considered graduate members of the Class Organization. All other persons who were at any time a member of the Class of 1979 of the U.S. Naval Academy but did not graduate with the class will be considered non-graduate members of the Class Organization. Anyone who was, at any time, a member of the class is eligible for membership.

Section 2. Honorary Membership. Upon the nomination of any candidate deemed worthy of an Honorary Membership in the Class Organization by any member of the Class Organization, the Board of Directors 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 Organization; 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 meeting of the Class Organization. A candidate obtaining an Honorary Membership shall

have all rights of a member of the Class Organization except that an honorary member shall have no power to vote in Class affairs, nor hold office in the Class Organization.

Section 3. Honorary Membership for Widows of Class Members. The widow of a deceased member of the Class Organization shall be eligible for Honorary Membership in the Class Organization provided she and the class member were legally married and not separated or otherwise estranged at the time of his death.

Section 4. Responsibilities of Class Members. All members of the Class Organization are encouraged to support the objectives of the Class Charter and shall, on a voluntary basis:

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

ARTICLE III – OFFICERS

Section 1. Class Officers. The officers of the Class Organization shall consist of a President, Vice-President, Secretary, Treasurer, and members of the Class Council. While not required, Class Officers should reside within reasonable driving distance of Annapolis, Maryland, in order to meet from time to time and to facilitate other duties, including service to the Naval Academy Alumni Association. In addition, all graduate members of the Class Organization who have been promoted to Flag or General rank in the Armed Forces of the United States shall be deemed honorary class officers for life as specified in Section 9 of this Article.

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) Vice-President, (c) Secretary, (d) Treasurer, and (e) Class Council as defined in Section 8 of this Article.

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

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

- (a) shall be a graduate member of the Class Organization and a member of the United States Naval Academy Alumni Association;
- (b) shall be elected by a plurality vote pursuant Article VI of these By-Laws and shall hold office for a term of five (5) years through the 30 year reunion of the Class Organization in 2009, and for a term of 10 years thereafter, except as hereinafter provided by these By-Laws;
- (c) shall be eligible to succeed himself;
- (d) shall have the general supervision of the Class Organization;
- (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 Organization;
- (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.
- (i) shall represent the Class Organization as a member of the Council of Class Presidents, an organization that is supportive of United States Naval Academy Alumni Association. Such duties on this council are governed by the Council of Class Presidents Charter. The Class President, while serving as a member of the Council of Class Presidents, may be selected to serve as the 1970's Decade Representative from the Council to the United States Naval Academy Alumni Association Board of Trustees. If the Class President is serving in this capacity and shall be replaced in a Class Election, the term of the new Class President shall not commence until the current Class President completes his term on the Board of Trustees.

Section 5. Duties and Qualifications of the Vice-President. The Vice-President:

- (a) shall be a graduate member of the Class Organization and a member of the United States Naval Academy Alumni Association;

- (b) shall be elected by a plurality vote pursuant Article VI of these By-Laws and shall hold office for a term of five (5) years through the 30 year reunion of the Class Organization in 2009, and for a term of 10 years thereafter, 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 powers 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 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 graduate member of the Class Organization and a member of the United States Naval Academy Alumni Association;
- (b) shall be elected by a plurality vote pursuant Article VI of these By-Laws for a term of five (5) years through the 30 year reunion of the Class Organization in 2009, and for a term of 10 years thereafter;
- (c) shall be eligible to succeed himself;
- (d) shall be responsible for transmission of class news through the Alumni Association magazine, SHIPMATE, or other suitable means;
- (e) shall be responsible for the general administrative functions of the Class Organization and maintenance of class records as set forth in these By-Laws;
- (f) shall ensure an accurate account of all proceedings of the official meetings of the Class Organization is maintained and made available to other members of the Class Organization;
- (g) shall 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 in that office; provided that in the event that the offices of President and Vice-President are vacant during the 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 graduate member of the Class Organization and a member of the United States Naval Academy Alumni Association;

- (b) shall be elected by a plurality vote pursuant Article VI of these By-Laws for a term of five (5) years through the 30 year reunion of the Class Organization in 2009, and for a term of 10 years thereafter;
- (c) shall be eligible to succeed himself;
- (d) shall be responsible for the general financial activity of the Class Organization as set forth in these By-Laws;
- (e) shall maintain accurate and current records of the funds of the Class Organization, which records shall be presented on demand of the President, Vice-President, or Secretary, or upon written demand of any three (3) members of the Class Organization;
- (f) shall advise the Class Organization as to the financial status of the Class Organization, 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. Composition, Duties, and Qualifications of the Class Council. The Class Council:

- (a) shall be six in number, one each from the six battalions as were defined during the Class Organization's academic tenure at the Naval Academy;
- (b) shall be graduate members of the Class Organization;
- (c) shall be elected by a plurality vote pursuant Article VI of these By-Laws from the members of their respective battalions for a term of five years through the 30 year reunion of the Class Organization in 2009, and for a term of 10 years thereafter;
- (d) shall be eligible to succeed themselves;
- (e) shall advocate for their classmates who were assigned to the respective battalions during their academic tenure at the Naval Academy;
- (f) shall perform such other duties and functions as assigned by the President or Vice-President acting in the capacity of the President.

Section 9. Flag and General Officer Honorary Class Officers. The graduate members of the Class Organization who have been selected for Flag and General Officer in the Armed Forces of the United States shall be Honorary Class Officers and:

- (a) shall be honorary class officers for life;
- (b) shall have no duties that may conflict with their active duty or reserve Armed Forces service;
- (c) shall appraise the Board of Directors of any matters related to their service which may support the Class Charter;

- (d) shall sit as non-voting members of the Board of Directors at any class meeting;
- (e) Nothing in these By-Laws shall preclude a Flag or General Officer from serving as one of the Class Officers, if so duly elected.

Section 10. Duties and Qualifications of the Company Representative. Company Representatives, when required for the administration of class business:

- (a) will act as a direct link between members of the class and Board of Directors. The Representatives will also facilitate the intercompany communications.
- (b) Each company, defined as that organizational unit of the same name at the Naval Academy from which members of the Class Organization were assigned for their academic tenure, will choose one company representative by a method determined in 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.
- (c) Each company representative 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 Naval Academy Alumni Association with address information for members of his company. 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 Naval Academy and that information is available to all members (though the individual may keep any or all of that information confidential);
 - (3) to forward to the Secretary any other news of interest to the Class Organization;
 - (4) to appraise the Board of Directors of any issues that merit the Board's attention;
 - (5) to pass down news and information promulgated by the Board of Directors;
- (d) When a 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, and a new alternate selected.

Section 11. Duties and Qualifications of the Class Webmaster. The Class Webmaster:

- (a) shall be a volunteer from the Class Organization appointed by the President upon the advice of the Board of Directors;

- (b) shall maintain and administer the class website. Content of the website shall be determined by the Board of Directors and will, in all cases, support the Class Charter. The format of the content, and general layout of the website, unless otherwise directed by the Board of Directors, shall be under the discretion of the webmaster;
- (c) shall process any fees associated with administering the class website through the Treasurer.

ARTICLE IV – CLASS MEETINGS

Section 1. Quinquennial Meeting. The Quinquennial Meeting of the Class Organization shall normally be held during the Class Organization's every five-year Reunion Weekend; 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.

Section 2. Special Meetings. Special meetings of the Class Organization may be held at such time and at such place as the President or the Board of Directors shall determine. A special meeting will also be called upon a petition submitted to the Board and signed by not less than fifteen (15) members of the Class Organization. Such petition shall specify the purpose of the meeting.

Section 3. Notice of Meetings. Notice of class meetings shall be published in the SHIPMATE by the Secretary and posted on the Class website not less than two months preceding the date set for such meeting; provided that in the event that the Secretary notifies members of the Class Organization by postal mail or electronic mail, such notification shall be deemed adequate if posted within thirty days preceding the time set for such meeting. As practical, a meeting agenda shall be included and the Class Organization shall be provided an opportunity to propose agenda items.

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 Organization (inclusive of Proxy Votes per Section 7 of this article) excluding officers of the Class Organization; provided that the Board may alter this requirement in the event of unusual circumstances, such as an inability for this number to assemble despite proper notice of meetings. In such case, the Presiding Officer shall poll the Board of Directors as to whether to proceed or not with the meeting; if not, the meeting shall be postponed until such time as a quorum is attained; if the Board votes to proceed without a quorum, all decisions made during the meeting shall be held in abeyance for a period of thirty days to allow time for members of the Class Organization to comment. The Secretary shall maintain a record of attendance, meeting minutes, and all votes and shall cause a comprehensive summary to be posted on the Class Website within two weeks of the meeting. The summary shall also be electronically mailed to the Class Organization by the Class President inviting comment. Any objections to the proceedings received by the Class President or other Class Officers shall be noted and discussed at the next business meeting. Advice, opinion, and preference must be sought from the members of the Class Organization present 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 the purposes herein provided. The presiding officer shall not be entitled to vote except in the case of a tie vote.

Section 7. Proxy Vote. Any member of the Class Organization wishing to have his vote cast by proxy must send a letter or email notification to the person to which he wishes to cast his proxy vote and one copy of the letter or email notification to the Secretary authorizing that person to cast his vote.

Section 8. Voting by Electronic Means. From time to time, special circumstances may arise where a vote of the Board of Directors or the Class Organization is necessary before a meeting can be held. In such cases, the President or the Board of Directors may authorize a vote by electronic means to be conducted. A vote may be held by email or website poll, in which case the Secretary, or some other member of the Class Organization will receive the votes and report the results to the Board of Directors. Vote integrity must be assured in a manner specified for that vote. A provision for any member of the Board of Directors or Class Organization who is unable to vote by electronic means shall be made available when practical.

ARTICLE V – BOARD MEETINGS

Section 1. Time and Purpose. Meetings of the Board of Directors shall be held at the call of the President or Vice-President at such times and at such places as may be necessary to carry out the duties and functions of the Board. In addition, any member of the Board may request a meeting of the Board through correspondence with the President or Vice-President.

Section 2. Notice. Notice of the time and place of the meetings of the Board shall be given by the Secretary at least twenty (20) days prior to such meeting and shall contain in substance the purpose of the meeting.

Section 3. Quorum. A majority of the members of the Board shall constitute a business quorum.

Section 4. Advice. Opinion and preference should be sought from members of the Class Organization, if they are not present at the meeting, before final action is taken.

ARTICLE VI – NOMINATION AND ELECTION OF CLASS OFFICERS

Section 1. Nominating and Election Committee – Duties and Qualifications. The Nominating and Election Committee for Class Officers shall consist of three members of the Class Organization and shall be appointed by the Board. Members of this committee shall not be candidates for class office. A chairman from among the three members will provide overall coordination of the committee and the class election. Qualified members of the Class Organization wishing to serve in an elected office shall contact the Chairman of the Nominating and Election Committee to place their name in nomination. A member of the Class Organization may also nominate another qualified member of the Class Organization for any elected office. The Nominating Committee will determine the eligibility of each candidate, and for those candidates nominated by another, determine if they are 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. This committee shall report the nominees for each office to the President, Secretary, and webmaster at least one month prior to the election to allow for promulgation to the Class Organization via email, SHIPMATE, and the Class Website.

Section 2. Election. The Class Officers shall be elected in accordance with these By-Laws by the members of the Class Organization as hereinafter provided. A plurality of all votes cast shall be sufficient for election. The term of office shall commence on 1 January the year following election. The specific method of casting ballots for the election shall be determined by the Board of Directors. Electronic voting, by secure means, with a provision for manual voting by postal mail, shall normally be conducted.

Section 3. The ballot for Class Office shall contain the names of all nominees in alphabetical order according to office, without distinction as to the method of nomination. The portion of the ballot for Class Council will state that only those members of the particular battalion will be eligible to vote for that representative. The ballot shall also contain space 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 by whoever has the plurality of the remaining ballots.

Section 4. Ballots shall normally be cast by Class Members during a two week period within one month of the Quinquennial Meeting of the Class Organization held during an election year. The voter's full name and USNA Company Number must appear on the ballot unless there is a better means of assuring one vote per member of the Class Organization and the proper vote for Battalion Representative as determined by the Board of Directors prior to the election. The Election Committee shall ensure strict confidentiality of all votes. The members of the Election Committee shall normally be designated to receive all ballots via electronic or postal mail during this period and not later than one week preceding the date set for the Quinquennial Meeting in the election year.

Section 5. The Nominating and Election Committee will gather all ballots before the Quinquennial Meeting and count the ballots. The Secretary shall provide the committee

with a current class listing to verify membership in the Class Organization. The validity of any ballot will be determined solely by the Committee. The Chairman shall report the results as soon as possible to the President, Vice-President, and Secretary. The President shall announce the results of the election at the meeting of the Class Organization as the first agenda item under New Business.

Section 6. A plurality of votes cast shall elect.

Section 7. In case of a tie vote, the election shall be decided by the Company Representatives gathered at the Class Meeting. If there is still a tie vote, the Chairman of the Election Committee shall flip a coin with heads assigned to the candidate whose last name is first alphabetically, and tails to the other.

Section 8. The Chairman of the Nominating and Election Committee shall retain custody of the ballots for five days following the Class Meeting and then, unless otherwise directed by the President or Vice-President, the ballots shall be disposed of.

ARTICLE VII - VOTING SUBJECTS

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

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 Organization shall not be in derogation of the purposes of the Class Organization as set forth in the Class Charter; provided that nothing herein contained shall prevent the payment in good faith of remuneration to any member of the Class Organization or to any person for services actually performed for the Class Organization – where such services are of nature which normally require remuneration.

Section 3. The Board of Directors must also realize its responsibility to debts incurred by the Class of 1979 prior to graduation and after.

ARTICLE VIII – ADDITIONAL CHAPTERS

The organization of local chapters of the Class Organization 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 Organization 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 the Class Charter. Local chapters are encouraged to report their proceedings to the Secretary and post reports on the class website.

ARTICLE IX – AMENDING PROCESSES

The Class Charter and By-Laws may be amended as determined by a vote of 2/3 of the responding members of the Class Organization. Amendments may be proposed by the Board of Directors or upon a petition to the Board of Directors signed by thirty members of the Class Organization, or five percent of the members, whichever is the lesser number. Such petition shall set forth the particular portion of the charter or By-Laws to be amended and the portion of the charter or By-Laws as proposed to be amended. The Board of Directors shall cause the subject matter of the petition to be posted on the class website and shall notify each member by electronic mail for the purposes of voting on the proposal within sixty days after receipt of the petition. In the event a class meeting occurs prior to the posting of the petition, the Board may, in the alternative, present the proposed amendment to a vote of the members present at the meeting, and upon a concurring vote of 2/3 of those present, the amendment shall be adopted.

ARTICLE X – MOTTO

The official motto of the Class Organization shall be Omnes Viri.

ARTICLE XI – ENACTMENT

This Charter and By-Laws shall supersede the Charter and By-Laws instituted on 30 May 1979 and will be considered as adopted and in effect as of July 1, 2009 following a 2/3 consent of the members responding.