

United States Naval Academy Class of 1983

CLASS CHARTER

The purposes and objectives of the Class of 1983, 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 part of the income therefrom and the principal thereof for accomplishing the foregoing business and objectives, 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 applicable laws, 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 1983 of the U.S. Naval Academy. Those persons who graduated from the U.S. Naval Academy in the Class of 1983 will be considered graduate members of the Class Organization. All other persons who were at any time a member of the Class of 1983 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 annual 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/Widowers of Class Members. The widow or widower of a deceased member of the Class Organization shall be eligible for Honorary Membership in the Class Organization provided they were legally married and not separated or otherwise estranged from the Class Member at the time of death.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Board of Directors. The Board of Directors, as used throughout this Charter, shall consist of the following members of the Class Organization: (a) President, (b) Vice-President, (c) Secretary, (d) Treasurer, (e) Six members from the Class Organization elected to be members of the Board of Directors, (f) Past Presidents of the Class Organization, and (g) Flag/General Officers who request to be a member of the Board of Directors.. The President, or his or her designee, shall act as Chairman and preside over meetings of the Board of Directors.

Section 2. Responsibility. The responsibility for the management of the affairs of the Class Organization shall be vested primarily in the Board of Directors. The Board of Directors shall have all powers consistent with law and these By-Laws necessary, convenient or expedient to pursuit and achievement of the Charter of the Class Organization.

Section 3. Meetings --Time and Purpose. Meetings of the Board of Directors shall be held at the call of the 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. The Board shall meet at least annually to review the annual financial report of the Treasurer. Provisions will be set that the meetings could be held both physically and electronically (conference call or other media).

Section 4. Meetings --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 5. Quorum. A majority of the members of the Board shall constitute a business quorum.

Section 6. 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.

Section 7. Compensation. Members of the Board of Directors shall not receive salary or other remuneration for their services.

ARTICLE IV -- OFFICERS

Section 1. Class Officers. The officers of the Class Organization shall consist of a President, Vice-President, Secretary, and Treasurer. While not required, some number of 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.

Section 2. 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 serve a five year term and shall be eligible to succeed himself/herself;
- (c) shall have the general supervision of the Class Organization;
- (d) shall direct the meetings of the Board and of the membership when present at such meetings;
- (e) shall be authorized to sign all instruments necessary or expedient to the management of the Class Organization;
- (f) shall have the power to form all committees deemed necessary or convenient, in his sole discretion, in carrying out the functions of his office or the offices of any member of the Board;
- (g) 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;
- (h) shall be authorized to represent the Class Organization as a member of the Council of Class Presidents.

Section 3. 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 serve a five year term and shall be eligible to succeed himself/herself;
- (c) shall in the absence of the President perform duties as delegated by the President;

- (d) shall have all powers vested in the President in the event of incapacity of the President;
- (e) 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 4. Duties and Qualifications of the Secretary. The Secretary:

- (a) shall be a graduate member of the Class Organization;
- (b) shall serve a five year term and shall be eligible to succeed himself/herself;
- (c) shall be responsible for maintaining a roster of the members of the Class Organization;
- (d) shall be responsible for the general administrative functions of the Class Organization as set forth in these By-Laws;
- (e) 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 5. Duties and Qualifications of the Treasurer. The Treasurer:

- (a) shall be a graduate member of the Class Organization;
- (b) shall serve a five year term and shall be eligible to succeed himself/herself;
- (c) shall be responsible for the general financial activity of the Class Organization as set forth in these By-Laws;
- (d) shall maintain accurate and current records of the funds of the Class Organization, a summary of which shall be presented annually to the Board, or upon written demand of any three (3) members of the Class Organization;
- (e) shall advise the Class Organization as to the financial status of the Class Organization, at least annually;
- (f) shall cause state and /or federal annual income tax reports to be filed annually with the respective state and federal government as necessary.

ARTICLE V – OTHER LEADERSHIP ROLES

Section 1. Duties and Qualifications of the Six Members from the Class Organization Elected to be Members of the Board of Directors. These six members:

- (a) shall be graduate members of the Class Organization;

- (b) shall be elected by a vote of the plurality of the members;
- (c) shall be eligible to succeed themselves;
- (d) shall be a member of the Board of Directors;
- (e) shall advocate for their classmates.;
- (f) shall serve a five year term and shall be eligible to succeed himself/herself;
- (g) shall perform such other duties and functions as assigned by the President or Vice-President acting in the capacity of the President.

Section 2. Duties and Qualifications of the Past Presidents of the Class Organization.
The individuals:

- (a) shall be graduate members of the Class Organization;
- (b) shall be a member of the Board of Directors;
- (c) shall advocate for their classmates.;
- (d) shall perform such other duties and functions as assigned by the President or Vice-President acting in the capacity of the President.

Section 3. Duties and Qualifications of Flag and General Officer Members of the Board of Directors. The graduate members of the Class Organization who have been selected for Flag and General Officer in the Armed Forces of the United States are eligible to be members of the Board of Directors and:

- (a) shall be a member of the Board of Directors if they request to hold this position and shall remain in this position until they request to no longer hold this position;
- (b) shall have no duties that may conflict with their active duty or reserve armed forces service;
- (c) shall appraise the Class Officers of any matters related to their service which may support the Class Charter;
- (d) 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 4. Duties and Qualifications of Company Representatives. 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 also will 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 Board of Directors.

- (c) Each Company Representative will have the following responsibilities:
- (1) to keep the Board of Directors informed of his/her address and the alternate Company Representative's address;
 - (2) to forward to the Secretary any address corrections received from members of his company;
 - (3) to forward to the Secretary any other news received including marriages, births, and deaths. Classmates address information is also to be forwarded to the Secretary when requested. Any member of the class should be able to locate a specific classmate or find out which classmates live in the area to which he is or will be assigned. The member of the class may inquire directly to the Board.
 - (4) To pass down news and information promulgated by the Board of Directors;
- (d) 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 5. 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, content, and general layout of the website, unless otherwise directed by the Board of Directors, shall be under the discretion of the Webmaster.

ARTICLE VI – CLASS MEETINGS

Section 1. Quinquennial Meeting. The Quinquennial Meeting of the Class Organization normally shall be held on the Friday of the Class Organization's 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 also will be called upon a petition submitted to the Board and signed by not fewer 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. 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 of Directors 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 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, the effectiveness of 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 effectiveness of such decisions shall remain stayed until affirmed by the Board after consideration of comments received, if any, from members of the Class Organization. The Secretary shall maintain a record of attendance, meeting minutes, and all votes and shall post a comprehensive summary 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 generally accepted parliamentary procedure. Disagreements regarding application of rules of procedure shall be decided by the presiding Class Officer, documented and submitted to the Board of Directors for review.

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/her vote cast by proxy must send a letter or email notification to the person to which he/she wishes to cast his proxy vote and one copy of the letter or email notification to the Secretary authorizing that person to cast his/her vote.

Section 8. Voting by Electronic Mail. 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, subject to appropriate notice as described in Section 3 of this Article, by electronic mail to be conducted. The Secretary, with the assistance of the Webmaster, will determine the method(s) of voting and will receive the votes and report the results to the Board of Directors.

ARTICLE VII – INDEMNIFICATION

Section 1. *Liability.* In the absence of fraud or bad faith, the Directors of the Class Organization shall not be personally liable for its debts, obligations or liabilities.

Section 2. *Indemnification.* The Class Organization shall indemnify and may advance expenses to any member of the Board of Directors, or former members of the Board of Directors, and advance related expenses against costs incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being, or having been, such board member, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such board member may be entitled, under these Bylaws, any agreement, vote of the Board of Directors, or otherwise.

Section 3. *Insurance.* The Board of Directors may authorize the purchase of insurance on behalf of any member of the Board of Directors, employee, or other agent against any liability asserted against or incurred by such person which arises out of his or her status as a board member, employee or agent of the Class Organization or out of acts taken in such capacity, whether or not the Class Organization would have the power to indemnify the person against that liability under law.

ARTICLE VIII – 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 five members and shall be appointed by the Board. Members of this committee shall not be candidates for class office. A chairman from among the five 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. Members of the Class Organization may also nominate another qualified member of the Class Organization for any elected office. The Nominating and Election Committee will determine the eligibility of each candidate, and for those candidates nominated by another, determine whether they are willing to serve. In no case will a person be placed on the ballot who is not both qualified and willing to serve in an elected position. This committee shall report the nominees for each office to the Secretary three months prior to the election to allow the Secretary to publish the list of nominees in SHIPMATE. The list also will be posted on 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. The term of office shall commence on 1 January the year following election.

Section 3. 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 be posted on the class website at least one month prior to the Meeting in the election year. The ballot shall also contain space for write-in candidates. Class members may vote in person at the Meeting or by mailing (postal or electronic) their ballot, or by Proxy as described in Section 7 of Article VI, to the Chairman of the Nominating and Election Committee.

Section 4. Ballots shall be returned to the Chairman of the Nominating and Election Committee not later than two days preceding the date set for the Meeting in the election year. The Member's signature (or full name and address if on an electronic ballot) and time/date must appear on the ballot. The Nominating and Election Committee shall ensure strict confidentiality of all votes.

Section 5. The Nominating and Election Committee will gather all ballots immediately following the Meeting and count the ballots. The Secretary shall provide the committee with a current class listing to verify membership in the Class Organization. The Chairman of the Nominating and Election Committee shall report the results as soon as possible to the Class Organization.

Section 6. The candidate for office receiving the most votes shall be declared the winner. A plurality of votes cast shall elect.

Section 7. In case of a tie vote, the election shall be decided by a majority vote of the members of the Council of Company Representatives then present. If there is still a tie vote, the Chairman of the Nomination and Election Committee shall toss 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 Nomination and Election Committee shall retain custody of the ballots for five days following the Meeting and then, unless otherwise directed by the President or Vice-President, the ballots shall be disposed of.

Section 9. ARTICLE VIII Sections 1-8 will be waived for the first election following adoption of this Charter following Charter's approval by the Class Organization. Nominations and elections of Class Officers will be held at the first Meeting of the Class Organization upon approval of this Charter. The Nominations and Elections will be supervised by the Class President at this meeting. Future Nominations and Elections of Class Officers will be subject to the requirements noted in this Charter.

ARTICLE IX -- 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 Class 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 1983 prior to graduation and after.

ARTICLE X – 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 XI – AMENDING PROCESSES

The Class Charter and By-Laws may be amended as determined by a vote of two thirds (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 (30) members of the Class Organization, or five percent of the members, whichever is fewer. 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 XII – MOTTO

The official motto of the Class Organization shall be “1983 - A Class Act”.

ARTICLE XIII – EFFECTIVE DATE OF ENACTMENT

This Charter and By-Laws shall become effective immediately upon receiving approval by an affirmative vote of two thirds (2/3) of the responding members of the Class Organization.

ARTICLE XIV – CONSTRUCTION

Throughout this Charter and By-Laws all nouns and pronouns used in their masculine form shall apply equally in the feminine, and those in the feminine shall apply equally in the masculine.

ARTICLE XV – DISSOLUTION

Upon dissolution of the Class Organization, all assets, if any, shall be distributed to the U.S. Naval Academy Alumni Association.