

Approved by the Board of Trustees:  
**Bylaws of The United States Naval Academy Alumni Association, Inc.**  
(formed under the laws of the State of Maryland)

**Article I**  
**Offices**

Section 1.1 Location. The principal office of The United States Naval Academy Alumni Association, Inc. (the "Association") is at 247 King George Street, Annapolis, Maryland 21402. The Association may establish additional offices at such other locations as the Board of Trustees (the "Board") may provide.

**Article II**  
**Members, Meetings and Voting**

Section 2.1 Membership. Regular members are graduates of the United States Naval Academy (the "Academy") and former midshipmen who did not graduate from the Academy, after the last Academy class of which they were a member has graduated and who, in each case, have applied for membership and have been admitted. Regular members have the right to vote, to hold office, to serve as trustees and shall pay dues. Each regular member is entitled to one (1) vote in all elections conducted per Section 4.6(a) herein, and all questions presented to the membership for action. In order to maintain a strong and vibrant organization, the Association may from time to time establish additional classes of membership with criteria for such classes of membership and approval of individual members to be determined by the Board.

Section 2.2 Term and Termination of Membership. Generally, the term of membership shall be for life; provided, however, that: (a) any member may resign at any time by written notice submitted to the Secretary of the Association; (b) any member may be suspended or expelled for cause, after a hearing, by the affirmative vote of two-thirds (2/3) of the entire Board; (c) any person eligible for membership who is terminated from the military or federal service of the United States under conditions other than honorable, or who is convicted in a court of law of a crime of moral turpitude, shall be disqualified from membership or, if a member, shall be expelled from membership; and (d) any member in default in the payment of dues or fees assessed by the Association shall be suspended from all privileges of membership, including in the case of regular members, the right to vote, and will be notified of the suspension and deemed to be not in good standing. If such payment default is not cured within ninety (90) days after notice of suspension, the membership of such member will terminate without further action by the Association.

Section 2.3 Meetings. There are no annual or regularly scheduled meetings of the members, but members may attend and observe regular meetings of the Board. Special meetings of the members may be called at any time by the Chair, by the affirmative vote of a majority of the entire Board, or upon a request in writing to the President by ten percent (10%) of the regular members. Such requests from the regular members shall state the purpose or purposes of the special meeting. Notice of the meeting, and particulars regarding time, place, quorum requirements, voting, proxies, and other detailed arrangements for such meeting are to be determined by the Board.

### **Article III Chapter and Class Organizations**

Section 3.1 Chapter Organizations. Academy graduates seeking to form a chapter of the Association must apply to the Board for certification. If certified, the new organization becomes a chapter of the Association, but is an entity separate and distinct from the Association. Chapter status continues unless the chapter requests decertification or until the Board, acting only for cause and after a hearing, suspends or decertifies a chapter by the affirmative vote of two-thirds (2/3) of the entire Board. Each chapter is required to maintain an accurate roll of its active members in order to determine chapter representation on the Board. For this purpose, the term “active member” is defined as a regular member of the Association, who is in good standing, and who is current in payment of chapter dues. Each chapter’s roll of active members shall be submitted to the Association annually.

Section 3.2 Class Organizations. Class organizations are entities separate and distinct from the Association. Class organizations are represented on the Board by class presidents selected by the Council of Class Presidents to serve as class trustees per Sections 4.2(g) and 4.4.

### **Article IV Board of Trustees**

Section 4.1 Power of the Board. The business and affairs of the Association shall be managed under the direction of the Board. The Association is authorized to receive contributions, donations, bequests, and other forms of gifts. The Association is further authorized to receive revenue derived from business operations authorized by the Board. In addition, by the affirmative vote of two-thirds (2/3) of the entire Board, the President is authorized to: (a) negotiate and approve a loan transaction with the Association as borrower or (b) enter into a credit instrument with the Association as the financially responsible entity, including but not limited to, a loan guaranty.

Section 4.2 Composition of Board. The Board comprises the following trustee positions:

- a. the Chair;
- b. the Vice-Chair;
- c. the President;
- d. four (4) regional trustees;
- e. nine (9) large chapter trustees;
- f. three (3) other chapter trustees;
- g. seven (7) class trustees; and
- h. board-selected trustees, if any, not to exceed two (2) in number.

Section 4.3 Number, Qualification, and Continuation in Office of Trustees. By the affirmative vote of two-thirds (2/3) of the entire Board, the Association may change the number of trustees, provided that no decrease shall affect the tenure in office of any incumbent trustee, and provided further that there shall not be fewer than three trustees at all times. Each trustee shall be a regular member of the Association. Each trustee shall hold office until the first to occur of: (a) the election and qualification of such trustee's successor, (b) the removal of such trustee per Section 4.10, (c) the resignation of such trustee per Section 4.11, or (d) the death of such trustee. Regional trustees who relocate to a place outside the region they represent, with the intent to remain in the new location for at least six months, shall resign from the board unless such relocation occurs (i) at a time when the regional trustee has but one regular meeting of the board remaining in his or her term or (ii) because the regional trustee is an active duty officer who deploys or is otherwise temporarily assigned.

Section 4.4 Trusteeship Categories. The categories of trusteeship are:

*Board Officer Trustees*. The Chair, Vice-Chair, and President shall be designated officers of the Board and shall be chosen as provided for in these bylaws.

*Regional Trustees*. Each of the four regions – the Eastern Region, the Mid-Atlantic Region, the Central Region and the Western Region – shall elect one trustee from among the members who reside in such region.

a. The Eastern Region comprises the States of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, West Virginia, North Carolina, South Carolina, Georgia, Florida, and the region lying east of the East Coast of the United States to longitude 61 degrees east.

b. The Mid-Atlantic Region comprises the States of Maryland and Virginia, and the District of Columbia.

c. The Central Region comprises the States of Ohio, Michigan, Indiana, Illinois, Wisconsin, Minnesota, Kentucky, Tennessee, Alabama, Mississippi, Louisiana,

Arkansas, Missouri, Iowa, North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Texas, and the Americas, excluding from the definition of the Americas those states listed in (a), (b) and (d) of this subsection but including the Caribbean.

d. The Western Region comprises the States of New Mexico, Arizona, Colorado, Wyoming, Montana, Idaho, Utah, Nevada, California, Oregon, Washington, Alaska, Hawaii, and the region lying west of the West Coast of the United States to longitude 61 degrees east.

*Large Chapter Trustees.* The Association's nine (9) largest alumni chapters, measured by number of active members, shall each select one trustee from among its members.

*Other Chapter Trustees.* Three (3) of the Association's alumni chapters not otherwise qualifying for representation on the Board under these bylaws shall each select a trustee from among its members. The three (3) chapters to be so represented shall be chosen by a committee established by the Board for that purpose.

*Class Trustees.* Seven (7) class trustees shall be chosen by the Council of Class Presidents by a means that achieves generational representation among class trustees.

*Board-Selected Trustees.* Up to two (2) board-selected trustees, if such are nominated by the Chair and approved by the affirmative vote of a majority of the entire Board.

#### Section 4.5 Nominations and Regional Trustee Petitions.

(a) A nominating committee or, in the case of the Chair or Vice Chair, a search committee ("the nominating committee") comprising at least seven (7) persons shall be appointed to evaluate and propose to the Board candidates for the Chair, Vice-Chair, and regional trustee positions. The Chair shall submit the membership of the proposed nominating committee to the Board for its approval at the first regular meeting of the Board each year, and shall ensure that the committee's membership includes a minimum of two (2) regional trustees, one (1) large chapter trustee, one (1) class trustee, and two (2) regular members who are not trustees. Should the Board disapprove the membership of the nominating committee proposed by the Chair, the nominating committee shall then be selected by such methods and means as are authorized by the affirmative vote of a majority of the entire Board.

(b) Any regular member may propose candidates to the nominating committee to be considered for the positions of the Chair, Vice-Chair, and regional trustee.

(c) At least fifteen (15) days prior to the second regular meeting of the Board each year, the nominating committee shall present to the Board for its approval one candidate for Chair, one candidate for Vice Chair, and one or more candidates for regional trustee to fill pending vacancies in the trusteeships held by the Chair, Vice-Chair, and regional trustees, as the case may be.

(d) Regular members may initiate candidacies for regional trusteeships by filing petitions pursuant to guidelines established by the Board and consistent with these bylaws. Petitions must comprise at least one hundred fifty (150) signatures of regular members from the candidate's region who are in good standing, and must be delivered to the Secretary of the Association at least thirty (30) days prior to the second regular meeting of the Board in a given year (the "criteria"). After certifying all petitions received to be either "valid" or "invalid" under the criteria, the Secretary shall refer them to the Board for final approval.

(e) Members may not initiate petition candidacies for the Chair and Vice-Chair positions.

(f) The Board approved nominees for the position of regional trustee, whether nominated by the Nominating Committee under Section 4.5(c) or by petition under Section 4.5(d), shall be presented to the membership for election in accordance with Section 4.6(a).

(g) The nominee for the positions of Chair or Vice-Chair determined in accordance with Section 4.5(c) shall be presented to the Board for election in accordance with Section 4.6(b).

#### Section 4.6 Election by the Membership or Approval by the Board.

(a) The names of all candidates for regional trusteeship positions approved by the Board under the provisions of Section 4.5 shall be placed on the ballot and submitted to the regular members residing in each such candidate's respective region for election. Write-in votes shall be permitted in the balloting for regional trustees.

(b) The Board shall vote at the regular meeting immediately following the submission of candidates in accordance with Section 4.5(c) on whether to approve the nominee to be Chair or Vice-Chair, as the case may be. If such a nomination is approved by the Board, the nominee shall become Chair or Vice-Chair, as the case may be, at the next regular meeting immediately following the meeting at which such candidate was approved, without further action by either the Board or the membership. In the event that a candidate for either the Chair or Vice-Chair position that is duly nominated under the provisions of Section 4.5(c) fails to gain the approval of the Board, the candidacy of that member shall be deemed to have failed. Thereafter, the position shall be filled by a regular member, other than the failed candidate, by the affirmative vote of a majority of

the entire Board, such vote to be conducted as soon as reasonably practical, but no later than the next regular meeting following the regular meeting at which the nomination failed to gain approval.

Section 4.7 Selection of the President. The President serves as a trustee and automatically becomes a trustee when he or she is elected to the office of President by the Board.

Section 4.8 Newly-Created Trusteeships and Vacancies.

(a) Newly created trusteeships shall be filled under transition rules established by the Board at the time such new trusteeships are authorized.

(b) Vacancies occurring on the Board for any reason may be filled on an interim basis with the approval of the Board. If the Board gives such approval, the group responsible for filling the category of trusteeship left vacant shall choose the interim trustee under procedures consistent with these bylaws. Notwithstanding the foregoing provisions of this subsection: (i) the Vice-Chair shall automatically become Chair if the position of Chair becomes vacant, and (ii) the Chair may opt to fill a vacant regional trusteeship by appointing a sitting chapter trustee from the region served by the departed regional trustee.

(c) A person chosen under this section to fill a vacancy shall hold office until the expiration of the term to which he or she was appointed, and shall continue to serve until the earlier to occur of: (i) his or her resignation, removal, or death, or (ii) the selection and qualification of his or her successor under the provisions of these bylaws. For greater clarity, if a person is selected to fill the position of Vice-Chair due to the resignation of the incumbent, the person selected to fill the position shall serve until the date upon which the term of the resigned Vice-Chair would have expired had he or she not resigned.

Section 4.9 Trustee Tenure. With the exception of the board-selected trustees and the President, trustees serve terms of three (3) years, and up to two (2) consecutive terms. Board-selected trustees serve terms of two (2) years, and up to three (3) consecutive terms. The President serves as trustee for so long as he or she is the President, and is the only trustee permitted to serve on the Board more than six (6) years in any eight (8) year period. Notwithstanding the foregoing provisions of this section, a sitting trustee elevated under Subsection 4.8(b) may serve up to eight (8) consecutive years on the Board.

Section 4.10 Removal of Trustees. Except as otherwise provided by law, trustees may be removed from office for cause as determined by the affirmative vote of three-fourths (3/4) of the entire Board; and, unless excused in advance by the Chair or the President, any trustee absent from two (2) consecutive regular meetings of the Board shall automatically be removed from office.

Section 4.11 Resignation. A trustee may resign at any time upon written notice to the Association. Such resignation shall take effect at the time specified in the written notice, and no acceptance of such resignation shall be necessary to make it effective.

## **Article V Board Meetings and Voting**

Section 5.1 Meetings. A regular meeting of the Board shall be held during the second and fourth quarter of each calendar year at a time and place to be determined by the Chair. Special meetings of the Board may be held whenever called by the Chair or by the affirmative vote of a majority of the entire Board. Meetings of the Board may be held in or out of the State of Maryland as may be established in the notice of meeting for regular or special meetings. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent not less than fifteen (15) days in advance to each trustee and trustee-elect.

Section 5.2 Quorum and Voting Threshold.

(a) A majority of the entire Board shall constitute a quorum of the Board for the transaction of business. Except as otherwise provided in these bylaws, the affirmative vote of a majority of trustees present at a meeting at which a quorum is present will constitute the action of the Board.

(b) Where these bylaws refer to a voting threshold measured as a majority or specified percentage “of the entire Board,” such reference does not indicate that the entire Board must be present at the meeting at which action determined by such threshold is considered. For further clarity, if the Board is composed of twenty-eight (28) trustees, the expression “by the affirmative vote of two-third (2/3) of the entire Board” means the votes of at least nineteen (19) trustees, even if cast at a meeting attended by less than all of the trustees.

Section 5.3 Unanimous Consent in Lieu of a Meeting. Any action required or permitted to be taken by a meeting of the Board may instead be taken without a meeting if a unanimous consent which sets forth the action: (a) is given in writing or by electronic transmission by each member of the Board, and (b) is filed in paper or electronic form with the minutes of proceedings of the Board.

Section 5.4 Compensation. The Association shall not pay compensation to trustees for services rendered as a trustee. Trustees may be reimbursed for expenses incurred in the performance of their duties to the Association, in reasonable amounts approved by the executive committee.

## **Article VI Committees**

Section 6.1 Executive Committee. The Board may appoint (by resolution passed by the affirmative vote of two-thirds (2/3) of the entire Board) from among its members, an executive committee that shall act for the Board between regular meetings and exercise such powers as the Board may delegate to it.

Section 6.2 Standing Committees and Ad-Hoc Committees. Standing committees and ad-hoc committees, not having the authority of the Board in the management of the Association, may be designated by resolution adopted by the Board. The Chair shall designate the members of each such committee in a resolution to be approved by the Board. Except as otherwise provided in such designating resolution or other resolution, and approved by the Board, the Chair of each such committee shall be a trustee and members of each such committee shall be members of the Association.

Section 6.3 Committee Rules. Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business, but such rules must be consistent with policies adopted by the Board.

Section 6.4 Service of Committees. The Chair, after obtaining approval by the affirmative vote of two-thirds (2/3) of the entire Board, shall have the power to remove members of a committee or to dissolve a committee. The Board shall have the power, by the affirmative vote of two-thirds (2/3) of the entire Board, to dissolve a committee.

## **Article VII Officers, Agents and Employees**

Section 7.1 Officers of the Association. The Board shall elect a President, a Chief Operating Officer, a Secretary, and a Chief Financial Officer of the Association, and it may elect such other officers and give them such further designation or alternate titles as it considers desirable. The same person may hold any two (2) or more officerships, except that the President may hold no other officership of the Association.

Section 7.2 Term of Office and Removal. Each officer of the Association holds office for the term to which he or she is elected and until a successor has been elected and qualified. The Board may remove any officer of the Association by the affirmative vote of two-thirds (2/3) of the entire Board if, in the judgment of the Board, the best interests of the Association will be served by such action.

Section 7.3 Resignation. An officer of the Association may resign at any time by giving written notice to the Association. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Association.

Section 7.4 Powers and Duties of Officers. The officers of the Association shall have such authority to perform such duties in the management of the Association as may be provided by the Board, and, to the extent not so provided, as generally pertains to their respective offices.

Section 7.5 Agents. The Board may appoint agents who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent at any time with or without cause.

Section 7.6 Compensation and Security of Officers, Agents and Employees. As provided by the Board, the Association may pay compensation in reasonable amounts to officers of the Association, agents, and employees for services provided. Further, the Board may require officers of the Association, agents, and employees to provide security for the faithful performance of their duties.

## **Article VIII Miscellaneous**

Section 8.1 Operating Manual. The Board shall establish a manual that amplifies the policies and procedures established by these bylaws. The executive committee shall specify the content of the manual, subject to approval of the Board. For greater clarity, the manual is intended to guide the officers, agents, employees of the Association, and committees of the Board other than the executive committee, but neither the Board nor the executive committee is required to comply with provisions of the manual that conflict with any reasonable interpretation of these bylaws.

Section 8.2 Fiscal Year. The fiscal year of the Association shall be the calendar year or such other period as may be fixed by the Board.

Section 8.3 Corporate Seal. The corporate seal shall be in such form as may be approved from time to time by the Board.

Section 8.4 Amendment of the Charter and Bylaws. The charter and bylaws of the Association may be amended only by the affirmative vote of two-thirds (2/3) of the entire Board.

Section 8.5 Indemnification and Insurance. To the maximum extent permitted by Maryland law in effect from time to time, the Association shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any individual who is a present or former

trustee, officer of the Association, or a member of a Board approved committee and who is made a party to a proceeding by reason of his or her service in that capacity or (b) any individual who, while a trustee or officer of the Association and at the request of the Association, serves or has served as a director, officer, partner, or trustee of another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise and who is made a party to the proceeding by reason of his or her service in that capacity. The Association may, with the approval of the Board, provide such indemnification and advance for expenses to a person who served a predecessor of the Association in any of the capacities described in (a) or (b) above and to any employee or agent of the Association or a predecessor of the Association. Neither the amendment nor repeal of this Section 8.5, nor the adoption or amendment of any other provision of these bylaws or charter of the Association inconsistent with this Section 8.5, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to such amendment, repeal, or adoption.

Section 8.6 Effective Date. These amended bylaws were duly ratified and approved by the Board of Trustees on May 2, 2014 and supersede and replace all earlier bylaws of the Association.