

CONSTITUTION AND BYLAWS OF THE ASSOCIATION OF THE UNITED
STATES NAVAL ACADEMY CLASS OF 1964

ARTICLE 1 – Name

The name of this organization shall be THE ASSOCIATION OF THE UNITED STATES NAVAL ACADEMY CLASS OF 1964, hereinafter referred to as the Association. The permanent address of the Association shall be the same as the USNA Alumni Association.

ARTICLE II – Objective

The objective of the Association shall be:

- (a) To foster among the members of the Class of 1964 that spirit of comradeship which binds together alumni of the U. S. Naval Academy and the members of each class;
- (b) To provide information and activities of professional, social, and general interest concerning the U. S. Naval Academy and the Class of 1964;
- (c) To promote excellence in the Brigade of Midshipmen and the U. S. Naval Academy.
- (d) To support the creation and participation of local chapters of the Association;
- (e) To support the mission and activities of the U. S. Naval Academy Alumni Association and Foundation; and
- (f) To facilitate the orderly administration of the affairs of the Class.

ARTICLE III – Membership, Chapters and Tenure

Section 1. Membership in the Association shall be automatic for all who were in attendance at any time at the U. S. Naval Academy as members of the Class of 1964 as listed in the Register of Alumni published by the U. S. Naval Academy Alumni Association.

Section 2. Honorary membership in the Association may be conferred by the Board of Directors (hereinafter “the Board”) based on individual contributions to the Association. Widows of deceased members of the Class shall automatically become honorary members of the Association, and shall retain their honorary membership if they remarry. Honorary members may not vote or hold office and shall not be liable for assessments or dues.

Section 3. Each member shall be responsible for the completeness and accuracy of his personal information as shown on the Class website.

Section 4. Each member shall have the right:

- (a) To hold office or serve on a committee; and
- (b) To receive notices of (i) meetings, (ii) Class elections, and (iii) matters submitted to a vote of the membership, sent to his e-mail or other electronic address as shown on the Class website; and
- (c) To vote in Class elections and matters submitted to a vote of the membership; and
- (d) To examine the Class minutes and financial statements, which shall be posted on the Class website.

Section 5. Chapters of the Association of the Class of 1964.

- (a) The Washington-Annapolis Area Chapter shall be governed by the Board. The President of the Association or his delegate shall preside at meetings of the Washington-Annapolis Area Chapter.
- (b) Members are encouraged to organize local chapters outside of the Washington-Annapolis Area. Local chapters may be approved by the Board, upon written petition of at least ten (10) members in a representative geographical area. Each chapter approved by the Board, so long as it has at least ten members, shall have the right to elect from among its membership a Regional Vice President to serve as a voting member of the Board for a term determined by his local chapter. The Board shall have the power to remove the Regional Vice President representing any chapter whenever the membership of such

chapter declines to less than ten (10) or the chapter ceases to have regular meetings at least semi-annually.

(c) No chapter shall have the authority to bind the Association in any matter.

Section 6. Unless otherwise terminated by a majority vote of the remaining members, the Association shall remain in existence until the death of the last known surviving member, at which time any assets of the Association, financial or otherwise, shall pass in their entirety to the U.S. Naval Academy Alumni Association.

ARTICLE IV – Officers and Directors

Section 1. The elected officers of the Association shall be the President, the Executive Vice President, the Administrative Vice President, the Secretary, the Treasurer, up to three Directors, and any Regional Vice Presidents representing approved chapters as provided in Article III, Section 5(b), all of whom shall be voting members of the Board.

Section 2. All of the Officers, except the President and any Regional Vice Presidents, shall be elected for a term of one year, or until their successors are elected, by the Association members present at the Annual Meeting of the Association. Class-wide electronic voting may be used to replace the vote normally taken to elect officers at the Annual meeting if, in the opinion of the Board, such electronic voting can be effectively and efficiently accomplished. The slate of candidates for each office shall be prepared by the Administrative Vice President who shall nominate all members who volunteer, except that a Past President shall be ineligible for nomination to any office unless there are no other qualified candidates for that office. Proxies and cumulative voting shall not be allowed, and a plurality shall elect. The terms of office shall commence immediately upon announcement of the voting results.

Section 3. Election of the President.

(a) The President shall be elected during the year of a five-year reunion by a vote of the Association membership for a term of five years or until his successor is elected, with such term commencing

January 1 of the year following the election, or if the election is later than January 1 then the date of his election.

(b) Nominations for President shall be made by a nominating committee. The incumbent President shall appoint the chairman of the nominating committee from among the membership of the Association, and the chairman shall then appoint at least two other committee members to serve with him, at least one of whom shall not be a member of the Board. The nominating committee shall consider all members of the Association who volunteer to seek election.

(c) A President shall serve for one term only; however, he shall be eligible to succeed himself if he has served less than thirty months during his current term of office.

(d) Candidates shall be listed on the ballot in alphabetical order of last names, and a space shall be provided for a write-in candidate. A plurality of votes cast shall elect, and the total number of votes cast for each candidate will be posted on the Class web site following the election.

Section 4. The President or his delegate shall preside at all Association and Board meetings. In the event the President becomes incapable of performing his duties, the Executive Vice President shall succeed the President and serve out his term; he shall also continue to perform the duties of the Executive Vice President until a successor shall be elected.

Section 5. Except as permitted by Section 3(c) of this Article with respect to a Past President who served less than thirty months of his term of office, the immediate Past President shall be ineligible to serve on the Board in any office or capacity for five years after having left office.

Section 6. The Officers and Directors shall be members of the Association and shall perform the duties prescribed by these Bylaws, by the parliamentary authority adopted by the Association, and by the President. The Board may appoint any member of the Association to fill any vacant position, other than that of President, until the next election.

ARTICLE V – Board of Directors

Section 1. The Board shall have full authority to govern the Association. The Board may delegate its authority in any manner it deems necessary.

Section 2. The Board shall consist of the President, Executive Vice President, Administrative Vice President, Secretary, Treasurer, up to three elected directors, and any Regional Vice Presidents representing approved chapters. The President may appoint non-voting members of the Board as he deems necessary, and the President may invite any Association member to attend Board meetings in an advisory capacity.

Section 3. The quorum that must be present, either in person or by telephonic or electronic means, such that business can be legally conducted is a majority of the voting members of the Board.

Section 4. Board meetings shall be held at least semi-annually. Scheduled dates of Board meetings shall be published on the Class web site. Special meetings of the Board may be called by the President or upon written request of three members of the Board, with at least seven days' notice to all members.

Section 5. The Board shall submit to a vote of the members of the Association any petition signed by at least 60 of its members, except that 20 members' signatures are required after 2024. Petitions will normally be presented at the next Annual Meeting if such petitions are received by the Secretary at least 60 days before such meeting, and a two-thirds (2/3) vote of members present at that meeting shall be required for approval.

Section 6. No portion of Association funds or property shall be used for private gain of any Association member; however, nothing herein shall prevent the payment in good faith to any person as remuneration for goods or services provided to the Association. In no event shall any officer or member of the Association incur on behalf of the Association any financial obligations in excess of available funds.

ARTICLE VI – Association Meetings

Section 1. The Annual Meeting of the Association shall normally be held in the Washington-Annapolis area in February. The primary purpose of the Annual Meeting is to elect Officers, except the President, and up to three Directors. Notice of this meeting shall be sent at least thirty (30) days in

advance, or seven (7) days in advance if rescheduled. Ten (10) Association members shall constitute a quorum, except that, after the year 2024, five (5) members shall constitute a quorum.

Section 2. A Business Meeting of the Association shall be held as part of the Reunion every five years at a time and place determined by the Board. Ten (10) Association members shall constitute a quorum, except that, after 2024, five (5) members shall constitute a quorum. Notice of this meeting shall be sent at least 90 days in advance.

ARTICLE VII – Parliamentary Authority

The rules contained in Roberts Rules of Order, Revised, shall be the parliamentary authority for any meetings of the members of the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. The President may appoint any member of the Association to serve as parliamentarian to interpret these rules when needed.

ARTICLE VIII – Amending Process

Section 1. These Bylaws supersede in their entirety the CONSTITUTION OF THE ASSOCIATION OF THE UNITED STATES NAVAL ACADEMY CLASS OF 1964 and the BYLAWS OF THE ASSOCIATION OF THE UNITED STATES NAVAL ACADEMY CLASS OF 1964 as amended 2/17/12.

Section 2. These Bylaws may be amended or revised by a vote of two-thirds (2/3) of the voting members of the Board or of two-thirds (2/3) of the responding membership of the Association. Should the Bylaws be amended or revised by the Board, they will be posted on the Class website within 30 days, all members will be notified within the same 30 day period, and the Board's action will be subject to ratification by a majority vote of the members at the next Annual Meeting. Amendments or revisions may be proposed by petition to the Board in accordance with Article V, Section 5, herein.

Adopted November, 18, 2012.