



[FINAL VERSION RECOMMENDED FOR CLASS APPROVAL]

**BYLAWS OF
THE CLASS OF 1987
UNITED STATES NAVAL ACADEMY**

Approved: ____, 20__

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PURPOSE / CHARTER

These bylaws provide for the voluntary participation of members of the United States Naval Academy ("Academy") Class of 1987 ("Class") as an entity to support the Academy, the USNA Alumni Association & Foundation ("USNAAA&F"), and Members, individually and collectively, of the Class.

ARTICLE I: MISSION

1. The mission of the Class is to:
 - 1.1. Promote and support the honor, traditions, and integrity of the Class, the Academy and the Naval Service;
 - 1.2. Support the Academy through active involvement with the USNAAA&F and through selective philanthropic projects;
 - 1.3. Provide enduring personal, social interaction, communications, and support among Class Members and enhance the close relationships developed at the Academy and furthered by friendships developed during the ensuing years;
 - 1.4. Receive and maintain property and monetary funds belonging to the Class to be used for accomplishing Class business and objectives, provided that, no part of such income shall benefit any individual member per the Conflict of Interest Policy (Appendix B)

ARTICLE II: VOLUNTEER SERVICE

1. The Class is a volunteer organization that can exist only through service and Class engagement which comes in at least two important forms:
 - 1.1. A personal commitment of time, talent, effort, and availability;
 - 1.2. A personal commitment to financially support the Class, and USNAAA&F.

ARTICLE III: CLASS MEMBERSHIP

1. The Class shall be comprised of the following types of Members:
 - 1.1. Graduate - those individuals who received their Academy diploma as part of the Class of 1987;
 - 1.2. Non-Graduate - those individuals who took the I-Day Oath of Office with the Class on July 06, 1983 but who do not qualify as Graduate Members per Article III / 1.1.;
 - 1.3. Spouse - those individuals who were legally married to a Graduate or Non-Graduate Member at the time of that Member's death can join the Class as a Spouse Member upon their request;
 - 1.4. Parent - those individuals who were the legal parent of a Graduate or Non-Graduate Member at the time of that, at the time unmarried, Member's death can join the Class as a Parent Member upon their request;
 - 1.5. Honorary Members - those individuals who are added to the Class roster by the following process:
 - 1.5.1. Formally nominated by at least one (1) Graduate Member of the Class;
 - 1.5.2. Properly vetted via an ad hoc Honorary Member Selection Committee formed by the Executive Committee for this specific task and whose mandate is to determine if the Nomination shall be forwarded to the Class;

- 1.5.3. Approved by positive vote of a minimum of 15% of the Class with no more than 1% objecting.
2. If there is any question as to an individual's Membership status or qualification, the Executive Committee shall work with the individual in question and the Academy and USNAAA&F to investigate and determine status, and communicate the decision to the individual and Class.

ARTICLE IV: CLASS LEADERSHIP AND MANAGEMENT

1. The Class shall manage its business in accordance with these Bylaws through the election, leadership and support of a strong, active Class Executive Committee ("Executive Committee") comprised of the following roles and associated duties:
 - 1.1. President - The President shall:
 - 1.1.1. Be responsible for the leadership of the Class;
 - 1.1.2. Represent the Class in all affairs of the Class, including to the Academy and USNAAA&F;
 - 1.1.3. Be responsible for the overall creation and execution of the long-range Class Plan;
 - 1.1.4. Preside over all meetings of the Executive Committee and of the Class when present at such meetings;
 - 1.1.5. Establish ad hoc committees, with the approval of the Executive Committee, as needed in order to efficiently conduct Class business
 - 1.1.6. Appoint and empower, with the approval of the Executive Committee, other volunteer classmates for specific duties.
 - 1.1.7. Be authorized to sign all instruments necessary or expedient to the management of the Class, in consultation with the Executive Committee.
 - 1.2. Vice President - The Vice President (VP) shall:
 - 1.2.1. Succeed to the office of President in the event of a vacancy in that office, or in the incapacity of the President to perform their duties;
 - 1.2.2. Represent the Class at any meetings or functions that the President is unable to attend;
 - 1.2.3. Take on any other duties as assigned by the President and Class Executive Committee.
 - 1.3. Chief Financial Officer - The Chief Financial Officer (CFO) shall:
 - 1.3.1. Be responsible for the general financial activity of the Class, under the direction of the Executive Committee;
 - 1.3.2. Be responsible for preparation of the "Operating Funds Budget and Finance" section of the Class Plan;
 - 1.3.3. Maintain accurate and current records of the funds of the Class;
 - 1.3.4. Provide an annual financial report, in consultation with the Executive Committee, to the Class by March 31st of each year for the subsequent Calendar Year (Jan 31 - Dec 31);
 - 1.4. Chief Communications Officer - The Chief Communications Officer (CCO) shall:
 - 1.4.1. Keep a record of the proceedings of the Class and Executive Committee meetings;
 - 1.4.2. Be the custodian of all appropriate non-financial books and records of the Class;
 - 1.4.3. Support the President and Executive Committee in preparing Class communications;
 - 1.4.4. Coordinate with the Class to collect and share news and information in every issue of Shipmate Magazine;

- 1.4.5. In cooperation with the USNAAA, maintain a Class Registry with the appropriate contact information for each member, to include a database of deceased classmates, and family members as appropriate.
- 1.5. Chief Technology Officer - The Chief Technology Officer (CTO) shall:
 - 1.5.1. Support the Executive Committee in making technology choices and managing vendors, applications and databases in support of the Class Plan;
 - 1.5.2. Be responsible for managing and updating the Class website;
 - 1.5.3. Have custody of the Class of 1987 Crest, and all other class-related intellectual property, such as domain names, trademarks, and related items.
2. All members of the Executive Committee shall be:
 - 2.1. A Graduate member of the Class and member of the USNAAA&F;
 - 2.2. Able and willing to devote a personal commitment of time, effort, and availability to carry out all assigned duties;
 - 2.3. Elected by vote of the members of the Class per the Nominations & Elections Guidelines (Article V);
3. The President, with the approval of the Executive Committee, shall fill any vacancy in any office, except that of the President and Vice President, whom shall be elected by the Class into that position, or be elevated from an elected role on the Executive Committee:
 - 3.1. The Vice President shall be elevated to the office of President if the President can no longer fulfill their duties;
 - 3.2. The CFO shall be first in line to be elevated to the office of Vice President;
 - 3.3. The CCO shall be second in line to be elevated to the office of Vice President;
 - 3.4. The CTO shall be third in line to be elevated to the office of Vice President.
4. The President, with the approval of the Executive Committee, can appoint and empower other volunteer members for specific duties on behalf of the Class. These positions may include:
 - 4.1. Company Representatives: There shall be a Company Representative who is a Graduate Member to represent each of the thirty-six (36) companies;
 - 4.2. Corresponding Secretary, who shall collect Class news and write and submit articles for Shipmate Magazine, in the case where the Chief Communications Officer is not responsible for this task;
 - 4.3. Class Fundraising Chair(s), who shall work with the Executive Committee to support raising funds for major Class projects, on behalf of the USNAAA&F;
 - 4.4. Major Reunion Chair(s), who shall work with the Executive Committee to lead preparations, and execute plans, for each five-year major reunion;
 - 4.5. Others, as deemed necessary by the Executive Committee.

ARTICLE V: NOMINATION AND ELECTION OF CLASS OFFICERS

1. Timing of Class Elections
 - 1.1. Class elections shall always be held in the year leading up to a major 5th year Reunion (e.g. 2022, 2027, etc.);

- 1.2. The current Executive Committee shall announce the timing and plans for such elections to the Class;
- 1.3. These elections shall be completed by June 30th of the specified year, in time for the new Executive Committee to formally assume responsibility for the Class at the Reunion weekend itself;
2. All Members of the Executive Committee shall:
 - 2.1. Be elected by a majority vote of a minimum of a Quorum of the membership of the Class if there are two or less candidates, or by a forced rank voting mechanism if there are 3 or more candidates;
 - 2.2. Begin their term at the next major reunion;
 - 2.3. Be elected for a term of five years;
 - 2.4. Not be subject to term limits in their current role, or across different roles.
3. The Executive Committee shall form a Nominating Committee comprised of three (3) Graduate Members of the Class who shall:
 - 3.1. Have a history of being engaged in Class affairs;
 - 3.2. Be ineligible as candidates for the upcoming election;
 - 3.3. Report to the Executive Committee;
 - 3.4. Be empowered and supported to communicate directly with the Class on all matters related to the Class Election(s).
4. The Nominating Committee shall design and communicate a plan for the Class Elections that shall:
 - 4.1. Be approved by the Executive Committee;
 - 4.2. Be aligned with the values of the Class including inclusion, transparency and integrity;
 - 4.3. Be completed using best available electronic means and ensure the broadest possible reach for both soliciting Candidates and also engaging the Class to vote;
 - 4.4. Allow at least thirty (30) days to solicit and process nominations;
 - 4.5. Allow at least thirty (30) days for Members to vote on the forwarded slate of candidates;
 - 4.6. Include at least a Quorum (15%) of the Class participating in the Election voting process to be considered a valid election.

ARTICLE VI: VACANCIES, REMOVAL OF OFFICERS, GRIEVANCE PROCEDURES & SPECIAL ELECTIONS

1. Any member of the Executive Committee or volunteer may resign if they decide that they cannot commit the necessary time, effort, or financial assistance to the Class to fulfill the duties of their office;
2. In the event of death, resignation, or removal of an officer, succession shall be in accordance with Article IV.3.
 - 2.1. The President, with the approval of the Executive Committee, shall fill any vacancies created by any succession;
 - 2.2. The replacement officer shall serve for the unexpired term of their predecessor.
3. Any Executive Committee member, other than the President, may be removed from their position, for cause, by a unanimous vote of the other Members of the Executive Committee.
 - 3.1. Any such action must be reported immediately to the Class.

4. In the case where a group of Classmates wish to express dissatisfaction with the direction, decision(s) and/or performance of the President and/or the Executive Committee, the following Class Grievance Procedure shall be followed:
 - 4.1. A quorum of the Class may demand that the Executive Committee take up a specific issue to be discussed and addressed;
 - 4.2. If this process does not satisfy the grievance, a quorum of the Class may demand that a Class-wide voting process be undertaken within 6 months in which 2/3rds of at least a quorum of the Class may return a vote of "No Confidence" in the Executive Committee;
 - 4.3. In the case of a vote of "No Confidence", a "Special Election" shall be held in which a "Special Election Nominating Committee" shall design and execute a process which will elect a new Executive Committee to complete the duration of the current Term;
 - 4.3.1. In the case of a Special Election, none of the current Executive Committee Members may run for Class Office, but they may run in subsequent normal elections.

ARTICLE VII: CLASS MEETINGS, PROPOSITIONS & BYLAW AMENDMENTS

1. An Annual Meeting of the Class shall be held via a virtual meeting tool during the first quarter of each calendar year.
2. Notice of the Annual Meeting shall be published not less than two weeks preceding the date set for such meeting.
3. Special Meetings of the members of the Class may be held at such time and place as the Executive Committee shall determine.
4. The Executive Committee may submit to a vote of a quorum of the members of the Class such propositions as it desires, where a majority of the votes cast are required for passage.
5. For the purposes of amending or approving new Class Bylaws, the voting population shall consist of no less than a quorum of the Class, excluding the Executive Committee, where a majority of the votes cast are required for passage.

ARTICLE VIII: EXECUTIVE COMMITTEE MEETINGS & ACTIONS

1. Meetings of the Executive Committee shall be held at such times and places as may be necessary to carry out their duties, but at least semi-annually:
 - 1.1. Meetings may be called by the President, or any two (2) or more members of the Executive Committee;
 - 1.2. The convening Officer(s) shall notify members by the most expeditious means;
 - 1.3. A majority of the members of the Executive Committee shall constitute a quorum;
 - 1.4. The order of business at any meeting of the Executive Committee shall be determined by the Class Officer(s) presiding at such meeting.
2. Any action required or permitted to be taken or delegated by the Executive Committee may be taken without a meeting if consent to such action is agreed to by a majority of members of the Executive Committee at a previous meeting, or is in accordance with the Class Plan.
3. Any Graduate Member can request information about Executive Committee Meetings & Actions.

ARTICLE IX: CLASS PLAN

1. The Class Plan will provide 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 Bylaws.
2. The Class Plan is a working document for conducting the day-to-day business of the Class. It shall be updated as objectives are met or change, and when the environment in which the Class operates so dictates.
3. Each newly elected Executive Committee shall produce an updated Class Plan within six (6) months of taking responsibility for the Class at the Reunion.
4. The Executive Committee shall share the details of the Class Plan, once completed, with the Class during their first Annual Meeting after being elected.
5. Any material revisions shall be presented to the Class at the next Annual Meeting.

ARTICLE X: 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 Class.
2. The Executive Committee shall not require the payment of dues by any members as a condition of continued membership in the Class.
3. All dues shall be uniformly assessed.

ARTICLE XI: GENERAL FUNDS, INCOME & PROPERTY

1. The Funds are maintained, controlled, and accounted for by the Chief Financial Officer.
2. Normal operating expenditures, other than investments, shall be authorized by the Executive Committee.
3. The income and property of the Class shall be applied solely toward the promotion of the mission of the Class.
4. All Class Funds to be used for philanthropic purposes shall have the end use approved by the Executive Committee prior to being expended.
5. Expenditures on behalf of the Class, and authorized by the Executive Committee, shall be reimbursed by the Chief Financial Officer from the operating Funds.
6. Any proposition or motion which may require the raising of additional Class Funds must be submitted to, and approved by, the Executive Committee.
5. In order to preserve and protect the Class's financial assets, the Executive Committee shall not "invest" the Class Funds outside of a normal interest bearing account to be held at the USNAAA&F or an appropriate financial institution.

APPENDICES

A: DEFINITIONS

Bylaws - The Bylaws provide for the voluntary participation of members of the Class of 1987, as an entity, to support the Academy Academy, USNAAA&F, and individual members of the Class. They broadly define the powers of the Class, the Executive Committee, and the objectives of the Class. Where other documents (e.g. Charter and Mission of the USNA Alumni Association) provide the legal basis of the Class, the Bylaws provide for the Mission and operation of the Class.

Class Strategic Plan - The Class Strategic Plan ("Plan"), supplements the 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 regular business of the Class. It should be updated regularly as Class objectives are met or change, and at least every five years as part of the Class elections and turnover.

Members - Membership in the Class is outlined in Article III. There is intentionally not a procedure for divesting the membership of any Member on the basis of circumstances that would reflect discredit on the Class.

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.

Philanthropic Funds - Those funds provided by and/or derived from classmates' donations to support the Naval Academy through the U.S. Naval Academy Foundation.

Quorum - A quorum shall be defined as 15% or more of the surviving Graduate Members of the Class. The participation of a quorum shall be required to effect any Class election process, Bylaw approval or Special Election or Vote of No Confidence.

USNA - United States Naval Academy

USNAAA&F - United States Naval Academy Alumni Association & Foundation

NAAA - Naval Academy Athletic Association

B: CONFLICT OF INTEREST POLICY

ARTICLE I - PURPOSE

1. The purpose of the Conflict of Interest policy is to protect the Class when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Member of the Class or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing Conflict of Interest applicable to nonprofit and charitable organizations.

ARTICLE II - DEFINITIONS

1. Interested Person. Any Class officer, Member, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest.
 - 2.1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;
 - 2.2. An ownership or investment interest in any entity with which the Class has a transaction or arrangement;
 - 2.3. A compensation arrangement with the Class or with any entity or individual with which the Class has a transaction or arrangement;
 - 2.4. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Class is negotiating a transaction or arrangement;
 - 2.5. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
3. A financial interest is not necessarily a Conflict of Interest. A person who has a financial interest may have a Conflict of Interest only if the Executive Committee (or other outside governing body) decides that a Conflict of Interest exists.

ARTICLE III - PROCEDURES

1. Duty to Disclose: In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee or the Member with delegated powers considering the proposed transaction or arrangement.
2. Determining whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, the Executive Committee shall expeditiously determine if a Conflict of Interest exists by way of a formal investigation, discussion and vote which shall be documented.
 - 2.1. If a Member of the Executive Committee is the Interested Party, that Member shall abstain and be absent from such discussions and deliberations.

- 2.2. After exercising due diligence, the Executive Committee or appropriate ad hoc Committee shall determine whether the Class can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.
 - 2.3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Executive Committee shall determine by a majority vote of the disinterested Members whether the transaction or arrangement is in the Class' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
 - 2.4. If there is any doubt as to there being a Conflict of Interest, the transaction shall not be pursued or consummated.
3. Violations of the Conflicts of Interest Policy:
- 3.1. If the governing board or committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - 3.2. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the Member failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

1. The minutes of the Executive Committee and other Class COI proceedings shall contain:
 - 1.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible Conflict of Interest, the nature of the financial interest, any action taken to determine whether a Conflict of Interest was present, and the governing board's or committee's decision as to whether a Conflict of Interest in fact existed;
 - 1.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V- COI STATEMENTS

1. Each Class Officer upon election or reelection shall sign a statement which affirms such person:
 - 1.1. Has received a copy of the conflicts of interest policy;
 - 1.2. Has read and understands the policy;
 - 1.3. Has agreed to comply with the policy.