

## **U.S. Naval Academy Class of 2002, Inc.**

### **BYLAWS**

#### **ARTICLE I - CORPORATE POWERS & MISSION STATEMENT**

##### **SECTION 1. EXPRESS POWERS.**

U.S. Naval Academy Class of 2002, Inc. (“the Corporation”) shall have all powers expressly set forth in the provisions of Section 2-103 of the Corporations and Associations Article of the Maryland Code as amended, except as hereinafter modified by these Bylaws and provided that such powers are not repugnant to the mission of the Corporation as expressed in the Corporate Charter.

##### **SECTION 2. IMPLIED POWERS.**

The Corporation may do all acts and things necessary, convenient or expedient to carry out the purposes for which it was formed subject to limitations imposed by law, these Bylaws, and the Corporate Charter.

##### **SECTION 3. MISSION STATEMENT.**

The Corporation is organized exclusively for charitable and educational purposes that support the interest of the U.S. Naval Academy, the U.S. Naval Academy Alumni Association and Corporation, the U.S. Naval Academy Athletic Association, and organizations that qualify under Section 501(c)(3) of the Internal Revenue Code, which support veterans affairs and those philanthropic missions deemed beneficial, as defined by the elected board of the Corporation.

#### **ARTICLE II - MEMBERSHIP**

##### **SECTION 1. MEMBERSHIP**

###### **a. General Membership.**

General Membership in the Corporation shall be automatic for those persons who, at any time, were members of the United States Naval Academy Class of 2002.

###### **b. Special Membership.**

Special Membership is available for individuals not otherwise eligible for General Membership. It is a recognition offered to surviving spouses of deceased members or those who participate in the efforts and goals of the Corporation through personal and financial contributions. Special Members shall have all rights as a member of the Corporation except he or she shall not have the power to vote in Corporate affairs and is not eligible to hold elected office in the Corporation. This class of membership shall be further defined as being in two categories:

- i. Spousal Membership: Automatically extended to the surviving spouse of any deceased member of the Corporation.
- ii. Honorary Membership: Upon the nomination of any candidate deemed worthy of an Honorary Membership in the Corporation by any Member of the Corporation, the Board shall consider such nomination at its next meeting called pursuant to these Bylaws, and

shall upon a concurring vote of a majority of its members present award such candidate an Honorary Membership in the Corporation.

## **SECTION 2. LOSS OF MEMBERSHIP.**

Membership by any member (including special members) of the Corporation may be divested by: (i) a three-fourths (3/4) vote of the Board of Directors ("Board") in any meeting called pursuant to these Bylaws; (ii) termination from the armed services of the United States under conditions other than honorable; or (iii) conviction of a felony under the laws of the United States, a State or a territory of the United States, or of a foreign country, when, in the Board's opinion and upon reviewing the evidence, continued membership would reflect discredit on the Corporation or any of its members.

A person divested of membership under the provisions of this Section shall be so notified by the Secretary within thirty (30) days of the date of the Board's action. A loss of membership occasioned by the action of the Board may be appealed to the General Members of the Corporation. The General Members shall be apprised of the circumstances upon which the Board based such decision, and upon hearing any new evidence in the matter and upon a motion duly made and seconded, the action of the Board may be reversed by three fourths (3/4) vote of all General Members. In the event the Board's action is reversed as provided above, such member shall be reinstated without prejudice to all rights that he or she had prior to the Board's adverse decision.

## **ARTICLE III - BOARD OF DIRECTORS**

### **SECTION 1. GENERAL POWERS.**

The business and affairs of the Corporation shall be managed by the Board of Directors.

### **SECTION 2. MEMBERSHIP.**

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and three at-large Directors.

### **SECTION 3. OFFICERS.**

#### **a. Officers.**

The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. All Officers must be General Members of the Corporation.

#### **b. Duties and Qualifications of the President.**

The President shall be the chief executive officer of the Corporation and shall be primarily responsible for implementing the policies and procedures established by the Board of Directors. The President shall preside at meetings of the Board of Directors, supervise the other officers, agents, and employees of the Corporation, perform such other duties as may be prescribed from time to time by the Board of Directors, and have all other powers and duties that pertain to the position of chief executive officer

#### **c. Duties and Qualifications of the Vice President.**

The Vice President shall be the deputy chief executive officer of the Corporation and shall generally assist the President, shall serve in his or her stead in the event of his or her absence or disability, and shall perform such other duties and have such other powers not

inconsistent with these Bylaws as the Board of Directors or the President may from time to time prescribe.

d. Duties and Qualifications of the Secretary.

The Secretary shall certify the actions of the Board of Directors when necessary, keep the minutes of the Board of Directors, maintain the records of the Corporation, give all required notices of meetings of the Board of Directors, and have such other powers and duties as may be prescribed by the Board of Directors from time to time. The Secretary shall establish procedures for the election of Directors pursuant to these bylaws, the Articles of Incorporation, and the Code. If the Secretary is a candidate for the office of President, the Secretary shall appoint another Officer of the Corporation to carry out the ballot.

e. Duties and Qualifications of the Treasurer.

The Treasurer shall have custody of all operating funds of the Corporation and shall see that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Executive Committee and the Board of Directors. The Treasurer shall cause appropriate tax filings to be made as required with the federal and applicable state governments.

f. Terms.

Terms for all Officers are five (5) years in duration, beginning the January 1 occurring after a major (5-year increment) reunion.

g. Elections.

Any General Member who is eligible to serve may declare their candidacy for any Officer position by informing the Secretary in a timely manner ahead of the election.

The General Members of the Corporation shall elect all Officers of the Corporation in accordance with these Bylaws as hereinafter provided.

The ballot for all Officers shall contain the names of all nominees in alphabetical order by office. The election shall be at least two weeks in duration and will be conducted in a method judged fair and reasonable by the Secretary (mail, email, online voting, etc.), who will also administer the election. If the Secretary is a candidate for President, the Secretary shall appoint another Officer (who is not themselves a candidate for President) to carry out the election.

A plurality of the votes cast shall elect. In case of a tie vote, the election shall be decided by lot.

h. Resignation.

An Officer may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If the President is resigning, the Vice President shall take office and serve the duration of the existing term. The Board of Directors shall fill all other Officer vacancies, including that of a Vice President who has succeeded to President, within a reasonable amount of time. The Board may appoint any

General Member to the vacated office; the new Officer will serve the duration of the existing term.

#### SECTION 4. DIRECTORS.

a. Terms.

Terms for all Officers are five (5) years in duration, beginning the January 1 occurring after a major (5-year increment) reunion.

b. Elections.

Any General Member who is eligible to serve may declare their candidacy for an at-large Director position by informing the Secretary in a timely manner ahead of the election.

The General Members of the Corporation shall elect all Directors of the Corporation in accordance with these Bylaws as hereinafter provided.

The ballot for all Directors shall contain the names of all nominees in alphabetical order. The election shall be at least two weeks in duration and will be conducted in a method judged fair and reasonable by the Secretary (mail, email, online voting, etc.), who will also administer the election. If the Secretary is a candidate for the office of President, the Secretary shall appoint another Officer to carry out the election.

A plurality of the votes cast shall elect. In case of a tie vote, the election shall be decided by lot.

c. Qualifications.

All Directors must be Members of the Corporation (including Spousal and Special Members).

d. Resignation.

A Director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

e. Removal of Directors.

A Director may be removed by a majority vote of the Board; but a Director may be removed only at a meeting called for that purpose, with notice that states one purpose of the meeting is to remove a Director.

#### SECTION 5. BOARD MEETINGS.

a. Meetings.

Regular meetings of the Board shall be held at such time and place as the Board may determine by resolution. Special meetings of the Board may be called at any time by the President, the Secretary, or any majority of the Board.

b. Quorum.

A majority of the Board shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there

is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the Board Members present may adjourn the meeting from time to time without notice until a quorum shall be present.

c. Participation in Meetings.

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

d. Actions Without Meeting.

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be affirmed by all of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

## SECTION 6. COMMITTEES.

a. General.

The Board may create one or more committees as it may deem appropriate and appoint to membership any Officers or Directors, and fix and prescribe their rights, duties, power, authority, and terms of office. Each committee shall have one or more members.

b. Operating Procedures.

The provisions of these bylaws that govern meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to all committees of the Board and their members as well. Each committee may establish its own additional rules of procedure not inconsistent with these bylaws.

c. Limitations on Authority.

No committee may (1) approve or recommend to members any action that state law requires to be approved by members, (2) fill vacancies on the Board or on any of its committees, (3) amend the articles of incorporation, (4) amend, adopt, or repeal bylaws, (5) approve a plan of merger or consolidation not requiring member approval, (6) approve the sale, lease, exchange or other disposition, or the mortgage, pledge or other encumbrance, of all or substantially all of the property and assets of the Corporation, or (7) approve the dissolution of the Corporation or revoke a voluntary dissolution.

d. Advisors.

The Board of Directors may appoint one or more Advisors consisting of individuals familiar with the needs of the communities served by the Corporation, whether they be members of the Board of Directors or not. An Advisor will assist the Board of Directors, as the Board may request, in identifying issues to which the Corporation can productively devote its resources and identifying the projects or grant recipients best situated to address those issues.

## **ARTICLE IV - GENERAL MEMBERSHIP MEETINGS**

### **SECTION 1. REUNION MEETING.**

The Reunion Meeting of the Corporation shall normally be held on the Friday preceding Reunion Weekend every fifth year; however, the Board may alter this date when in the discretion of the Board such date is not deemed appropriate or expedient.

### **SECTION 2. SPECIAL MEETING.**

Special meetings of the members of the Corporation may be held at such time and at such place as the Board shall determine or upon a petition submitted to the Board and signed by not less than fifteen (15) General Members of the Corporation. All Members are invited and encouraged to attend this meeting.

### **SECTION 3. NOTICE OF MEETINGS.**

Notice of the Reunion Meeting or any Special Meeting shall be announced by the Secretary not less than one (1) month preceding the date set for such meeting, via the class e-mail directory, website, and any other reasonable means. All Members are invited and encouraged to attend these meetings.

### **SECTION 4. ORDER OF BUSINESS.**

The order of business at any meeting of the Corporation shall be determined by the Officer of the Corporation presiding at such meeting, but shall, insofar as practicable, conform to standard parliamentary procedure.

### **SECTION 5. VOTING POWER.**

Each General Member of the Corporation is entitled to one (1) vote for all purposes herein provided. Voting via telephone, video conference, or Internet forms is authorized.

## **ARTICLE V - VOTING SUBJECTS**

### **SECTION 1. MEMBERSHIP VOTE.**

The Board shall submit to a vote of the General Members of the Corporation all propositions required under the provisions of these Bylaws and any other propositions it deems necessary.

### **SECTION 2. PETITIONS.**

The Board shall submit to a vote of the General Members of the Corporation the subject matter of any petition signed by not less than twenty (20) General Members of the Corporation if the petition requests such action. Petitions as set forth above may be submitted for a vote of the General Members by email or other suitable method. Any petition considered by the Board to jeopardize the designation of the Corporation as an organization exempt from tax under Section 501(a) of the Internal Revenue Code of 1986, as amended, shall not be subject to the requirements of this section.

### **SECTION 3. VOTE TO CARRY A PROPOSITION.**

Except as otherwise provided in these Bylaws, a vote of the General Members of the Corporation shall be determined in accordance with the plurality vote of those responding. Voting via

telephone, video conference, or Internet forms is authorized, and an appropriate amount of time shall be given for voting to occur.

## **ARTICLE VI - CORPORATE FUNDS**

### **SECTION 1. METHOD OF APPROPRIATING FUNDS.**

A majority of the Board shall be required to appropriate funds of the Corporation in any amount greater than \$200. The Board shall appropriate no funds where the appropriation is contrary to the purposes of Corporation as set forth in the Corporate Charter.

### **SECTION 2. EXPENDITURES.**

Funds for normal operating expenditures of less than \$200 may be expended by direction of the President or Treasurer with concurrence by another Officer of the Corporation. The expenditure of any funds belonging to the Corporation shall not be in derogation of the purposes of the Corporation as set forth in the Articles of Incorporation. Nothing herein contained shall prevent the payment in good faith of remuneration to any member of the Corporation or to any other person for service actually performed for the Corporation where such services are of a nature that normally requires remuneration.

### **SECTION 3. ANNUAL BUDGET.**

The Board may pass an annual budget that allows for expenditure of funds within the constraints of that budget.

## **ARTICLE VII - AMENDING PROCESSES**

### **SECTION 1. AMENDMENT OF THE ARTICLES OF INCORPORATION.**

The Articles of Incorporation may be amended as determined by a vote of two thirds (2/3) of the responding General Members of the Corporation; or upon a petition to the Board signed by the lesser of (1) fifty (50) General Members, or (2) ten (10) percent of the General Members of the Corporation.

Petitions shall set forth the particular portion of the articles to be amended and the amended portion of the articles of incorporation as proposed.

The Board shall not distribute any Amendment or Petition considered to jeopardize the designation of the Corporation as an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. A petition for dissolution of the Corporation shall be handled as a routine petition. Any petitioner not present shall be counted as voting for the amendment.

### **SECTION 2. AMENDMENT OF BYLAWS.**

Except as provided herein, the Bylaws may be amended as determined by a vote of a majority of the Board or in the manner provided herein for amendment of the Articles except that in this latter instance only twenty (20) General Members of the Corporation need petition for such amendment.

## **ARTICLE VIII - DEDICATION OF ASSETS TO EXEMPT PURPOSES AND DISSOLUTION**

### **SECTION I. EDUCATIONAL AND CHARITABLE PURPOSE.**

The property of the Corporation is irrevocably dedicated to educational and charitable purposes and no part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of the Corporation.

### **SECTION II. DISSOLUTION OF CORPORATION.**

Upon dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all debts and liabilities of this Corporation, distribute the remaining assets of the Corporation in accordance with the Mission Statement in Article I.

### **SECTION III. TAX-EXEMPT STATUS.**

This Corporation is organized exclusively for educational and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to other organizations that qualify as exempt under this section (or the corresponding section of any future federal tax code).

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code. This Corporation shall not participate or in any way intervene in any political campaigns on behalf of or in opposition to any candidate for public office.

**APPROVED AND ADOPTED** this 11th day of January, 2023.

Certification: I certify that the foregoing Bylaws were approved and made effective as of the date noted above.



Katherine Kranz Jordan  
Vice President