

BYLAWS OF  
U.S. NAVAL ACADEMY CLASS OF 1973 ASSOCIATION, INC.

ARTICLE I  
Name and Location

The name of the corporation is U. S. Naval Academy Class of 1973 Association, Inc., hereinafter referred to as the "Association." The principal office and address of the corporation shall be that of the current duly elected President of the Association.

ARTICLE II  
Membership

Anyone who was, at any time, a member of the U. S. Naval Academy Class of 1973 shall be a member of the Association.

ARTICLE III  
Meeting(s) and Voting(s)

SECTION 1. Class Meeting. A class meeting of the members of the Association shall be held every five (5) years (the "Regular Meeting") on a day duly designated by the Board of Directors for the purpose of confirming the newly elected officers to succeed those whose terms will expire, and for the transaction of such other corporate business as may come before the meeting. The President of the Association will determine the location of such meetings.

SECTION 2. Special Meetings. Special meetings of the members may be called at any time, for any purpose, upon a majority vote of the entire Board of Directors.

SECTION 3. Notice of Meetings. Written notice of the date, time, and location of the Regular Meeting shall be mailed or electronically transmitted to each member at his last known physical or electronic mail address, at least 180 days before the meeting, and shall also be given by duplicate announcement(s) published in Shipmate magazine. Notice of the date, time, and location of special meetings shall be given not less than thirty (30) days prior to the meeting.

SECTION 4. Conduct of Meetings. Meetings of the members shall be presided over by the President of the Association, or his designee from among the Board of Directors.

SECTION 5. Voting. Every member shall be entitled to one vote. Such vote may be cast in person, by written proxy via a Board of Directors approved form or electronically (as specified by the President of the Association). All actions taken at either a Regular Meeting or Special Meeting of the members shall be taken by a plurality vote.

ARTICLE IV  
Officers and Advisors

SECTION 1. Election and Tenure.

- (a) The Officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer and an odd number (but not more than three (3)) of members at large.
- (b) Each elected officer shall assume responsibility of his position at the five (5) year Class Meeting.
- (c) Each elected officer shall serve concurrently as a member of the Board of Directors.
- (d) The Board of Directors shall initiate an election process of new class officers so that it is complete not later than forty-five (45) days prior to the five (5) year Class Meeting. Normally,
  - (1) A preliminary announcement to members interested in serving as class officers will be made not later than 180 days prior to the five (5) year Class Meeting via Shipmate Magazine.
  - (2) A formal call for candidates will be made not later than 150 days prior to the five (5) year Class Meeting via Shipmate Magazine, the class web site and through company representatives.
  - (3) A list of nominees (for voting) will be posted on the class web site and sent to the membership via their last known address not later than 120 days prior to the five (5) year Class Meeting.
  - (4) A list of the newly elected officers will be posted on the class web site and via company representatives forty-five (45) days prior to the five (5) year Class Meeting.
- (e) Any office left vacant by resignation or incapacity of its holder, shall be filled by appointment of the Board of Directors.
- (f) The Board of Directors may:
  - (1) establish a Board of Advisors to assist the Board of Directors and facilitate class business and
  - (2) establish standing and *ad hoc* committees.

ARTICLE V  
Duties of the Officers, Advisors and Members

SECTION 1. Officers' Duties. The duties of the officers are as follows:

- (a) President: The President shall serve as the President of the Association, Class President and Chairman of the Board of Directors. The President shall be responsible for the overall management of the Association's affairs. He shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall execute and file any tax forms and/or tax returns that may be required on behalf of the U.S. Naval Academy Class of 1973 Association, Inc.; and shall co-sign all checks and promissory notes. In the event that a Board of Advisors, standing committee, or *ad hoc* committee is established in accordance with the provisions of Article IV, Section 1(d), he shall propose, and the Board of Directors shall approve, the members of such board or committee.

(b) Vice President: The Vice-President shall assume such duties as are individually assigned to them by the President with the approval of the Board of Directors

(c) Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association (a.k.a Class Crest); serve notice of meetings of the Board and of the members; maintain class presence in Shipmate Magazine; and shall perform such other duties as are required by the Board of Directors.

(d) Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of the Association account(s); shall prepare an annual budget and statement of income and expenditures to be presented to the Board of Directors; shall report on the financial condition of the Association at the five (5) year Class Meeting to the membership and at other times when called upon by the President; shall prepare any tax forms and/or tax returns that may be required on behalf of the U.S. Naval Academy Class of 1973 Association, Inc.; and, at the expiration of his term of office he shall deliver a statement of income and expenditures to the new Board of Directors and all books, money, and other property in his charge to his successor.

SECTION 2. Members' and Advisors' Duties:

(a) Board of Advisors: The Board of Advisors shall serve solely in an advisory capacity.

(b) Member(s) at Large: The Members at Large shall assume such duties as are individually assigned to them by the President with the approval of the Board of Directors

(c) Committee Members: Standing and *Ad Hoc* Committees may be appointed for specific temporary or long-term situations (i.e., fundraising, reunion, or tailgating functions), and the members of such committees shall assume such duties as assigned to them by the Board of Directors.

ARTICLE VI

Board of Directors and Board of Advisors

SECTION 1. Duties. The Board of Directors shall exercise for the Association all powers, duties and authority invested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation.

SECTION 2. Meetings. A regular meeting of the Board of Directors shall be held no less than **once** per calendar year. Special meetings of the Board of Directors shall be called by the Chairman of the Board or at the request of any three (3) Directors. Notice of meetings shall be mailed, delivered, sent electronically or telephoned to each member of the Board not less than seven (7) days prior to the meeting. The Board of Advisors shall meet as directed by the President of the Association.

SECTION 3. Quorum. At any meeting of the Board of Directors, not less than three (3) members of the Board shall constitute a quorum for the transaction of business, and any such business transaction shall be valid if passed by a majority of the Directors present. With the approval of a majority of the Board of Directors, any absent Directors may cast their votes by telephone, electronic mail or written proxy.

ARTICLE VII  
Books and Records

The books, records and papers of the Association shall be subject to reasonable inspection upon the written request of no less than five percent (5%) of the members of the Association. Upon written request of a member, and at the member's expense, copies of the Articles of Incorporation or the By-Laws of the Association shall be provided to that member. Or, the aforementioned documents may be provided electronically at no expense to the requesting member.

ARTICLE VIII  
Amendments


SECTION 1. Amendments. These By-Laws may be amended by the Board of Directors as set forth in the Articles of Incorporation.

SECTION 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

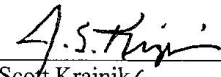
SECTION 3. These By-Laws shall constitute the entire Bylaws of the Association and supersede in their entirety any prior Bylaws.

IN WITNESS WHEREOF, we, being all of the Directors of the U. S. Naval Academy Class of 1973 Association, Inc. have hereunto set our hands this 30<sup>th</sup> day of Oct, 2007.

WITNESS: BOARD OF DIRECTORS

  
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Kevin Callahan

  
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Tom Storch

  
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Scott Krajnik

  
\_\_\_\_\_  
Tom Wilson

  
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Chuck McKeone

