



Approved by the Board of Trustees  
May 1, 2026

# USNA Alumni Association OPERATING MANUAL

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## I. PURPOSE

The purpose of the Operating Manual is to amplify the policies and procedures of the Board of Trustees (Board) established by the Bylaws of the U.S. Naval Academy Alumni Association (Association). This manual is authorized by Article VIII, Section 8.1 of the Bylaws, and is intended

to guide the officers, agents and 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 the Bylaws. (Copies of the Bylaws may be downloaded from the Association website).

## II. NON-VOTING CLASSES OF MEMBERSHIP (Article II, Bylaws)

Pursuant to Section 2.1 of the Bylaws and in addition to regular members as defined in Section 2.1 of the Bylaws, the Board has established non-voting classes of membership as listed below. The Board's Member Services committee may issue invitations to individuals to join these additional classes of membership and coordinates any resulting applications on an individual basis.

### A. Associate Members

Associate members are non-alumni who through their affiliation with the Naval Academy or their demonstrated interest in supporting the missions of the Naval Academy or the Association apply for membership. The number of associate members shall not exceed twenty-five percent (25%) of the number of regular members. Associate members pay annual dues and are eligible for Life Membership. There are two Associate membership categories:

#### 1. Affiliated Associate Members

Non-alumni who have a direct relationship with the Naval Academy and are considered affiliated with the Association:

- a. Immediate family members of midshipmen and regular members (excluding spouses of life members who become Joint Members – see Joint Members paragraph D)
- b. Staff of the Alumni Association and Foundation
- c. USNA staff and faculty
- d. Blue & Gold Officers
- e. Midshipman sponsors

This category of Associate Member is not required to be invited to apply for membership or approved by the Member Services committee. Members in this category of Associate Member are eligible to hold the office of Secretary of the Board and Chief Financial Officer.

#### 2. Unaffiliated Associate Members

Non-alumni who are not directly affiliated with the Naval Academy are eligible for associate membership if they have demonstrated interest in supporting the missions of the Naval Academy or Association, but first must be invited to apply for membership and approved by the Member Services committee. Members in this category of Associate Member are not eligible to hold office in the Association.

## B. Provisional Members

Provisional members are midshipmen who have applied for membership. Provisional members pay dues while at the Naval Academy through the Life Membership at Graduation (LMAG) program.

## C. Honorary Members

Honorary members are non-alumni who have rendered outstanding service to the United States. These members are nominated by regular members. The nomination must be reviewed and approved by the Board. Honorary members do not pay dues.

## D. Joint Members

Joint membership is offered to spouses of life members. Spouses of life members who apply and pay a one-time fee are given specified privileges and benefits.

# III. BOARD OF TRUSTEES (Article IV, Bylaws)

## A. Regional Trustees

### 1. Residency Requirement

Regional trustees are expected to physically reside within the region they represent throughout their term in office. Regional trustees who plan to relocate to a place outside the region they represent for a period of at least six months shall give written notice of that fact to the Board Chair and CEO as soon as practicable but, in any event, no later than thirty (30) days prior to the move; shall submit a letter of resignation to the Board Chair, effective as of the date of the regional trustee's relocation; and shall notify the members of their region via e-mail. An exception to the residency requirement will be made in circumstances where a 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, at which time the regional trustee shall so notify the members of his/her region via e-mail. Regional trusteeship vacancies occurring due to the sitting trustee's relocation and resignation will be filled per the provisions of Section 4.9 of the Bylaws.

### 2. Election by Ballot

Elections by ballot for regional trustees shall be certified by the Board of Tellers appointed by the Board. The Association shall provide to the tellers, for review and approval, a report on the eligibility of voters, acceptance of ballots, and results of the election. The tellers shall certify the election results for the Board. Elections for regional trustees shall be decided by a plurality of the votes cast and the results, including write-in votes, if applicable, shall be announced at the next regular meeting of the Board and recorded in the minutes of that meeting.

### 3. Regional Trustee Role

Regional trustees are elected by regular members (alumni) in their geographic regions to serve as representatives of Board-certified alumni chapters and individual alumni in their regions and uphold the Board's fiduciary obligations of care, loyalty, and obedience while maintaining residency within their designated regions throughout their term. Regional trustees are expected to remain fully informed about the interests, concerns, and priorities of chapters and individual alumni in their regions and to communicate these effectively to the Board while supporting the strategic direction and mission of the Association. In reverse, they are expected to regularly communicate Board actions and Association activities of interest to chapters and individual alumni in their regions. Consistent with nonprofit governance norms, regional trustees act as stewards of the organization's reputation and resources, actively participate in Board deliberations, ensure compliance with governing documents, and uphold the highest standards of professionalism, integrity, and accountability as articulated in the Standards of Conduct.

## B. Chapter Trustees

### 1. Large Chapter Trustees

For purposes of Section 4.5 of the Bylaws the nine (9) chapters with the largest number of active members who are also regular members of the Association shall be determined by the Association's staff in accordance with such Section and reported to the Board by the Board Secretary at least forty-five (45) days prior to the first regular meeting of the Board every third year. Per Section 3.1 of the bylaws, for the purposes of this active member count, 'active member' is defined as a registered member of the chapter (on myUSNA) and who 1) is current in dues paid at the chapter level; or 2) participates in at least one chapter event in the past 12 months.

### 2. Other Chapter Trustees

The committee established by the Board to select Other Chapters per the process outlined in Appendix A shall present the chapter names to the Board at least forty-five (45) days prior to the second regular meeting of the Board each year the selection process is conducted.

### 3. Chapter Trustee Role

Large Chapters and Other Chapters selected through the processes referenced in the above two paragraphs then select from among their membership a trustee to represent their chapters and serve as an essential conduit between these chapter communities and the Board. They are responsible for ensuring that the needs, perspectives, and activities of their chapters are understood at the governance level and that chapters operate in alignment with the Association's mission and policies. In reverse, they are expected to regularly communicate to their constituencies Board actions and Alumni Association activities of interest to their constituencies. Chapter trustees, like all fiduciaries of nonprofit organizations, are expected to commit to the duty of care through diligent meeting preparation, the duty of loyalty through avoidance of conflicts and protection of confidential information, and the duty of obedience by aligning their actions with the Association's mission, governing documents, and Standards of

Conduct.

## C. Class Trustees

The Council of Class Presidents, which selects class trustees pursuant to Section 4.5 of the Bylaws, shall present its selections to the Board at least forty-five (45) days prior to the first regular meeting of the Board each year (see Appendix B).

Class trustees, selected by the Council of Class Presidents to ensure generational representation across alumni decades, serve as advocates for their class cohorts and strengthen alumni engagement across eras. As fiduciaries, they are responsible for bringing forward the perspectives, concerns, and priorities of their represented decades while upholding the Board's strategic, ethical, and oversight responsibilities. In reverse, they are expected to regularly communicate to their constituencies Board actions and Alumni Association activities of interest to their constituencies. Class trustees, like all fiduciaries of nonprofit organizations, are expected to commit to the duty of care through diligent meeting preparation, the duty of loyalty through avoidance of conflicts and protection of confidential information, and the duty of obedience by aligning their actions with the Association's mission, governing documents, and Standards of Conduct.

## D. Shared Interest Group Trustees

For purposes of Section 4.5 of the Bylaws, every third year the Board Chair selects which two Board-approved shared interest groups (SIGs) will provide representatives on the Board as SIG trustees at least forty-five (45) days prior to the regular meeting of the Board where action is taken on such nominees. The two selected SIGs will each then choose from among their regular members their trustee (for a total of two trustees) to represent all Board-approved shared interest groups on the Board and provide their names to the Board secretary no later than thirty (30) days prior to the first regular meeting of the Board after their selection.

SIG trustees represent all Board-approved shared interest groups and ensure that the voices of alumni communities organized around shared identities, professions, or interests are included in Board deliberations. They advance the Association's mission by strengthening engagement among SIGs, championing inclusive practices, and supporting programs that foster connection across the range of alumni identities, professions, and interests. They are expected to regularly communicate to their constituencies Board actions and Alumni Association activities of interest to their constituencies. SIG trustees, like all fiduciaries of nonprofit organizations, are expected to commit to the duty of care through diligent meeting preparation, the duty of loyalty through avoidance of conflicts and protection of confidential information, and the duty of obedience by aligning their actions with the Association's mission, governing documents, and Standards of Conduct.

## E. Board-Selected Trustees

The Board Chair, who nominates Board-selected trustees pursuant to Section 4.5 of the Bylaws,

shall present their nominee, if any, to the Board at least forty-five (45) days prior to the regular meeting of the Board where action is to be taken on such nominee.

Board-selected trustees provide additional expertise, perspective, or strategic capability needed to support the Board's effective governance. In line with nonprofit governance norms, they serve as at-large fiduciaries who act in the best interest of the entire Association rather than any particular constituency. These trustees contribute specialized knowledge, strengthen Board deliberation, and support long-term strategic planning. Board-selected trustees, like all fiduciaries of nonprofit organizations, are expected to commit to the duty of care through diligent meeting preparation, the duty of loyalty through avoidance of conflicts and protection of confidential information, and the duty of obedience by aligning their actions with the Association's mission, governing documents, and Standards of Conduct.

## F. Commencement of Term

A trustee's term of office begins at the conclusion of the first regular Board meeting following their election or selection. Prior to the trustee's first regular Board meeting following their election or selection, every trustee shall review, sign, and agree to abide by the Association's Standard of Conduct and Conflict of Interest policy as promulgated by the Board.

## G. Non-voting Board Representatives

The following representatives have the privilege of the floor but not the right to vote and may attend regular meetings of the Board:

1. A representative of the Superintendent, U. S. Naval Academy; and
2. A representative of the Brigade of Midshipmen.

# IV. COMMITTEES (Article VI, Bylaws)

## A. Committee Composition and Designations

### 1. Standing Committee Composition

The Board Chair shall designate the chairs and membership of standing and ad hoc committees at least annually in a resolution presented to the new Board at its first meeting following adjournment of the Board at the spring meeting. If not approved by the Board, a duly appointed committee chair is authorized to designate a vice chair from among the trustee membership of the committee upon notice of such designation to the Board Chair.

Appendix D contains a description of the manner in which the chapter, class and regional trustee members of the Executive Committee are selected.

### 2. Standing Committee Designations

Standing committees are as follows:

1. Executive Committee

2. Joint Finance and Audit Committee
3. Joint Investment Committee
4. Joint Compensation & Human Resources Committee
5. Governance Committee
6. Alumni Center Committee
7. Communications Committee
8. Affiliate Services Committee
9. Member Services Committee
10. USNA Candidate and Community Outreach Committee
11. Awards and Selection Committee
12. Nominating Committee

### 3. Staff Liaisons

Each committee shall have an Association staff liaison, assigned by the EVP of the Association, to advise and assist committee chairs with administration, consult on the annual budget process for programs in the committee's purview, and act as the committee's conduit to staff resources.

### 4. Ad Hoc Committees

The Board may establish ad hoc committees to perform specific tasks outside the scope of standing committees, and disestablish ad hoc committees upon completion of those assignments.

## B. Non-Trustee Tenure on Committees

Subject to the Board Chair's powers as set forth in Section 6.2 of the Bylaws, and per the process stipulated in Appendix E, non-trustee committee members (NTCMs) serve terms of one year but are eligible for reappointment to additional terms up to six years if so proposed by the chair of the committee to the Board Chair and approved by the Board.

Appendix E describes selection principles and process for NTCMs. NTCM tenure on committees shall not commence until candidate NTCMs review, sign and agree to abide by the Association's Standards of Conduct and Conflict of Interest policy as promulgated by the Board.

## C. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments.

## D. Quorum

Unless otherwise provided in the resolution of the Board designating a committee, a majority of all the members of a committee constitutes a quorum, and the vote of the majority of the members present at a meeting at which a quorum is present constitutes the action of the committee.

## V. BOARD AND COMMITTEE MEETINGS (Article V, Bylaws)

### A. Manner of Board Meetings

The Board recognizes that it is essential to the maintenance of an effective and democratic organization that, except in special and appropriate circumstances, the business of the Board be performed in an open manner and that members of the Association be allowed to observe the performance of the trustees and the deliberations and decisions that the making of Board policy involves.

The Board reserves the right to meet in executive (closed) session when appropriate. Some of those appropriate circumstances include but are not limited to:

1. The appointment, employment, discipline, compensation, removal, resignation, or evaluation of staff, trustees, candidates for office, committee members, or others over whom the Board has authority.
2. Any other personnel matter that affects one or more specific individuals.
3. The acquisition of real property for Association purposes and matters directly related thereto.
4. Consultation with legal counsel to obtain legal advice.
5. Consultation with staff, consultants, or other individuals about pending or potential litigation.
6. Discussion of security measures for the assets and employees of the Association or of the trustees themselves.
7. The development and implementation of emergency plans.
8. The conduct or discussion of an investigative proceeding related to actual or possible criminal conduct.
9. The negotiating strategy, or the contents of a bid or proposal, if the open discussion or disclosure of such topics would impair the ability of the Association to effectively participate in a competitive bidding or proposal process, or
10. Such other circumstances as the presiding officer of the Board determine, with the concurrence of a majority of the members present, to be appropriate.

The Board may not meet in executive session or adjourn an open session to executive session unless:

1. The presiding officer of the Board proposes and conducts a recorded vote on the closing of the session and;
2. The presiding officer of the Board makes a written statement for the record of the reason for closing the meeting and the topics to be discussed.

### B. Roberts Rules

The meetings of the Board and the committees are to be conducted using the Robert Rules of

Order as a guide.

## C. Board Meeting Documentation

The Board Secretary shall prepare an agenda for each meeting and shall distribute it with appropriate documentation to all officers, trustees, committee members, and other Board meeting attendees sufficiently in advance of each semi-annual or special meetings to allot time for full study and preparation of required reports and actions.

Minutes covering the significant business of each Board meeting shall be recorded. Motions acted upon shall be recorded in the minutes. The Board formally approves such minutes. The Secretary is responsible for storing approved minutes in a secure location. The Secretary will also retain documentation concerning policy formulation and oversight documents.

## D. Committee Meetings and Documentation

Meetings of Board committees generally involve pre-decisional discussions that are not appropriate for general membership, and therefore Board committee meetings are not open to general membership, except as authorized by the Board.

At a minimum, committees shall meet semi-annually, in advance of each regular Board meeting to prepare reports and recommendations. Special committee meetings may be called by the committee chair as the need arises.

Committees shall prepare a written agenda for their meetings and a written summary of significant actions taken and carried forward from their meetings. Committee reports containing a synopsis of committee activity shall be submitted to the Board at the regular meetings of the Board and appended to the minutes of such meetings.

# VI. OFFICERS

## A. Board Officer Trustees (Section 4.5, Article IV, Bylaws)

### 1. Chair

The Board Chair presides at all meetings of the Board and of the members, serves as chair of the Executive Committee, and is an ex officio member of all standing committees, except the Nominating Committee. The Board Chair supervises the president in carrying out the general and active management of the Association, and serves as the Association's chief representative to the public-at-large through contacts with outside organizations, executives, and the media.

The Board Chair shall, with the concurrence of the Executive Committee, fill interim vacancies in the offices of president, Chief Financial Officer, Secretary and any other officers established by the Board under the Bylaws.

The Board Chair decides the issues to be dealt with by the Board and sets the Board meeting agenda. The Board Chair additionally:

1. Expedites the work of the Board and keeps the Board's committees on schedule.
2. Makes a report to the Board of Executive Committee deliberations and actions that took place between Board meetings.
3. Conducts the Board's annual evaluation of the President/CEO and reports the results to the Board; and
4. Sits as an Ex-Officio voting member of the U. S. Naval Academy Foundation Board of Directors.

## 2. Vice Chair

The Vice Chair has such powers and shall perform such duties as assigned to them by the Board or the Board Chair. In the absence or disability of the Board Chair, the Vice Chair performs the duties of the Board Chair.

## B. Officers of the Association (Section 7.1, Article VII, Bylaws)

### 1. President

The President is the President of the Association, has day-to-day management and control of all its business affairs, personnel, and properties, and is subject to the control of the Board. The President shall insure that all orders and resolutions of the Board, the Executive Committee, and the Board Chair are carried out. He or she has the general powers and duties of supervision and management usually vested in the office of President of a corporation and shall perform such other duties as are assigned to him or her by the Board.

### 2. Treasurer and Chief Financial Officer

The Chief Financial Officer reports to the President. The position shall perform all the duties of fiscal management, economic analysis and such other duties usually vested in the office of a chief financial officer of a corporation.

### 3. Secretary

The Secretary serves as the Secretary of the Board of Trustees and performs such other duties as may be assigned to him or her by the Board or the President.

## VII. AFFILIATE ORGANIZATION CERTIFICATION (Sections 3.1-4, Article III, Bylaws)

### A. Chapter Certification and Decertification

All alumni chapters must be certified by the Board to function as Affiliate organizations per Article III of the Bylaws. Alumni chapters must also decertify to cease operations as chapters.

These processes are outlined in the USNA Alumni Association & Foundation Chapter Handbook, which can be found on the Association's website.

## B. SIG and Parent Club Certification

All SIGs and parent clubs must be certified by the Board to function as Affiliate organizations of the Association per Article III of the Bylaws. These certification processes are outlined in the USNA Alumni Association & Foundation SIG Handbook and Parent Club Handbook, respectively, which can be found on the Association's website.

# VIII. MISCELLANEOUS (Article VIII, Bylaws)

## A. Amending the Bylaws

The Governance Committee evaluates issues relating to the governance of the Association and, where appropriate, drafts and recommend Bylaw changes to the Board. The Governance Committee shall ensure that proposed Bylaw changes are distributed to the Board sufficiently in advance of the meeting at which the Board will vote on such changes to allow the trustees an ample opportunity, given the nature, complexity, and importance of the changes, to digest and comment upon them.

## B. Accounting/Business Practices

### 1. Checks, Notes, Contracts

The Board is to determine who shall be authorized on the Association's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; and to enter into contracts and to execute and deliver other documents. The President/CEO is to issue a directive establishing such authority, subject to approval of the Board, and shall review such directive at least annually.

### 2. Books and Records

The Board is to direct and cause auditing that assures that the Association keeps correct and complete books and records of account, the activities, and transactions of the Association, minutes of the proceedings of the Board and any committee of the Association, and a current list of members, trustees and officers of the Association and their residence addresses.

# APPENDIX A – Other Chapter Selection Procedure for Board Representation

## A. The Program

Chapters, other than the largest, are eligible to compete for positions on the Board. This procedure describes the program and the competitive process used to select the Other Chapter trusteeships.

## B. Term of Office

Three-year term. The selection process will commence in June following the first Board meeting at which the nine largest chapters are seated. The process will allow sixty days for application proposals to be submitted. The prospective trustees from the selected chapters will be invited to the second Board meeting in the same year to become familiar with Board and Standing Committee procedures, policies, and issues. The trustees representing the selected other chapters will commence their terms when the new Board convenes at the first Board meeting the following year. The three-year terms of those trustees will thus commence one year after the nine largest chapters are identified. In the last six months of the three-year term, the other chapter trustee representatives have the responsibility of familiarizing their reliefs with the issues that are of particular concern to the chapters other than the nine largest.

## C. Ineligibility Period

In order to provide the opportunity for chapters to compete effectively, the chapters selected for the Other Chapter trustee positions will be ineligible to compete for the Other Chapter trustee positions for the next two selection cycles.

## D. Chapter Terms

Any Other Chapter holding a seat on the Board will not be eligible for a Large Chapter seat until the term of the Other Chapter seat has expired. If an Other Chapter has gained sufficient membership in the triennial membership count to qualify as a Large Chapter and displaces a Large Chapter among the top nine chapters on the board, then the displaced Large Chapter is permitted to remain on the Board until the Other Chapter's term has expired. The Other Chapter will then replace the previous Large Chapter as a new Large Chapter on the Board.

## E. Selection Criteria

Interested chapters must formally apply. Selection will be based upon the collective judgment of the Other Chapter Selection Sub-Committee of the Awards and Selection Committee using the following format to aid in evaluating chapter applications. The final decision on the assignment of evaluation points, or use of them, is the sole prerogative of the Selection Sub-Committee.

The selection criteria focus on five main themes to which an engaged chapter should aspire.

1. Forms a representative leadership team
2. Communicates effectively
3. Promotes the USNA message
4. Coordinates with local area USNA-affiliated organizations
5. Grows membership

## F. Application Format

A cover letter and three attachments described below must be submitted by the chapter president. The cover letter should introduce the chapter and discuss why the chapter would like representation on the Board.

**Attachment 1:** This section addresses the five main themes outlined above. Maximum points for each section and subsection are shown in parentheses.

### *Leadership Team (10 points total)*

1. List the chapter leadership team in place at the time of application. Include Name, Position, Class Year, and Years on the Leadership Team. (2 points)
2. How is the leadership team refreshed or reaffirmed (e.g. elections, informal pass down, default, etc.)? How often has this occurred in the last 10 years? (2 points)
3. How many leadership team meetings have been held within the last 24 months? (1 point per meeting, maximum 4 points)
4. Describe any measures or steps the chapter takes to foster its continuation and success (e.g. chapter officer training, succession plans, strategic planning, etc.) (2 points)

### *Communications (25 points total)*

1. What is the chapter's primary means/method for communicating with constituents (chapter newsletter, e-mail, website, Facebook, phone tree, etc.)?
2. How many times in the last 24 months has the chapter sent out a communication? (1 point per communication, maximum 7 points)
3. Does the chapter have a website? (3 points)
4. If so, please provide any relevant URLs.
5. If so, how often has the website been updated in the last 24 months? (1 point per update, maximum 3 points)
6. If so, does the chapter website provide a link to USNA.com? (1 point)
7. If so, is the chapter leadership and website correct on USNA.com's directory? (1 point)
8. Does the chapter have any additional online presence (e.g. Facebook, LinkedIn, Twitter, Instagram, etc.)? (1 point per additional online approach, maximum 2 points)
9. How many times was chapter news published in Shipmate over the past 24 months? (0.5 points per publication, maximum 7 points)
10. Is chapter leadership and contact information current in Shipmate? (1 point)

### *USNA Message (25 points total)*

1. Describe any events within the last 24 months related to the following 10 categories (1 point per event, with a maximum of 4 points per event category, and a maximum of 20 points overall):
  - a. Alumni-only chapter events (e.g. Founders' Day, Dark Ages Dinner, etc.)
  - b. Admissions outreach events (including Blue and Gold Officer Support, STEM program support, USNA Summer Seminar support, etc.)
  - c. USNA Sports and Extra Curricular Activities
  - d. Events with midshipmen in attendance
  - e. Business Networking events (e.g. Service Academy Business Professionals (SABP), business lecture series)
  - f. Social Networking events (e.g. Happy Hour, luncheons, Founder's Day celebrations)
  - g. Community outreach programs (e.g. schools and youth groups, etc.)
  - h. Multi-chapter events
  - i. Multi-Service Academy events
  - j. Any other relevant events
2. Of the above, does the chapter have a signature event? If so, please describe or identify. (3 points)
3. Does the chapter have any networking programs for business/employment? If so describe. (1 point)
4. Describe any local media coverage for the past year. (1 point)

### *Local Collaboration (20 points total)*

1. Does the chapter interact with the local USNA Parents' Club? If so, please discuss. (6 points)
2. Does the chapter interact with other USNA AA chapters? If so, please discuss. (4 points)
3. Does the chapter interact with other Service Academy affiliated groups? If so, please discuss. (4 points)
4. Does the chapter interact with other military affiliated groups (e.g. Navy League, VFW, etc.)? If so, please discuss. (3 points)
5. Does the chapter interact with any other local organizations (charities, professional societies, etc.)? If so, please discuss. (3 points)

### *Membership (20 points total)*

1. How many chapter members do you have now compared to 24 months ago? (10 points maximum based on percent growth)
2. How does the chapter encourage membership growth? (5 points)
3. Describe any alumni support efforts (e.g. welcome aboard outreach to alumni and families new to the area, deployed family support, etc.) (5 points)

### *Other (5 BONUS points total)*

1. Describe any other topics you may wish to bring to the Selection Sub-Committee's attention.

(1 point)

2. Describe any actions taken to assist other chapters. (2 points)
3. What actions, activities, or recommendations has the chapter taken that might be used by other chapters to improve their success? (2 points)

**Attachment 2:** Attach a current copy of the Chapter By-Laws. This is a required submission for consideration.

**Attachment 3:** Attach a copy of the Chapter financial statements for the previous and current years. This is a required submission for consideration.

## G. Other Chapter Selection Sub-Committee Composition

The Other Chapter selection sub-committee is a sub-committee of the Awards and Selection Committee and is composed of five members:

1. The current Other Chapter trustees - they will select a sub-committee chair from among themselves.
2. The chair of the previous selection sub-committee (if available and willing to serve).
3. A regional trustee recommended by the chair of the selection sub-committee.

## H. Reporting

The chair of the selection sub-committee will provide feedback to competing chapters prior to publication of the results.

The chair of the selection sub-committee will report the selection results to the Board at least thirty (30) days prior to the second regular meeting of the Board in the year of selection.

The chapters selected will be announced in Association media channels.

# APPENDIX B – Class Trustee Selection Procedure for Board Representation

## A. Decade Representative Composition

Each decade of USNA graduating classes will be represented on the Board by a decade representative serving as a class trustee as follows:

<u>Class Decade(s)</u>	<u># of Class Trustees</u>
1940s/1950s/1960s	1
1970s	1
1980s	1
1990s	1
2000s	1
2010s	1
2020s/2030s	1

## B. Class Trustee Succession Process

1. Class trustees serve three-year terms for a maximum of two terms and six years. At the end of each class trustee’s term, class presidents within their respective decade groups choose their next class trustee in any reasonable manner they choose. The new class trustee shall be reported to the Board secretary no later than forty-five (45) days prior to the first regular meeting of the board in the year of selection.
2. Beginning in the sixth year of each decade (e.g. the year beginning January 1, 2025), the following process shall be used to:
  - a. Consolidate the most senior decade groups into a single group (the “Senior Classes”) for the purposes of assigning a class trustee to the senior classes (class trustees are referred to in the Council of Class Presidents’ charter as “Decade Representatives”).
  - b. Newly appoint a class trustee from the most junior decade group (e.g., the classes of 2020 through 2029).
    - 1) At the first regular meeting of the Board in the sixth year of each decade, the class trustee representing the Senior Classes (e.g., the 1940s/1950s/1960s) shall leave the Board and the next most senior decade group shall be consolidated into the Senior Classes (e.g., the Senior Classes shall then include the 1950s/1960s/1970s).

- 2) When the new board is seated at the first regular Board meeting of the sixth year, the new Senior Classes' class trustee shall be the class trustee who formerly represented the next most senior decade group and who is not at the end of their term, and they shall serve as class trustee for the Senior Classes until the end of their term, at which point the class presidents of the Senior Classes shall choose a new class trustee. If the class trustee of the Senior Classes and of the next most senior decade group reach the end of their terms at the same time in the year of consolidation, the class presidents of the new Senior Classes shall choose a new class trustee. In cases where a new class trustee is selected as the new Senior Classes trustee, that trustee shall be reported to the Board secretary no later than forty-five (45) days prior to the first regular meeting of the Board in the year of selection.
  - 3) At the first regular meeting of the Board in the sixth year of each decade, the most junior decade group shall select its first class trustee from among its decade's class presidents. That class trustee shall be reported to the Board secretary no later than forty-five (45) days before the first regular meeting of the Board in the year of selection.
3. Through this process, there will always be seven (7) decade representatives serving as class trustees.
  4. In the event of a class trustee's need for relief prior to the expiration of their term, the other class presidents of that decade will choose a new class trustee as their decade representative.
  5. To the extent that this Appendix B conflicts with the provisions of the Council of Class Presidents Charter, the charter takes precedence.

# APPENDIX C – Board Committee Responsibilities

## A. Oversight Responsibilities for All Board Committees

Board committees shall assist the Board in fulfilling its oversight responsibilities for the Association. Oversight is defined as ensuring the Association’s activities and programs align with strategic guidance, are executed effectively, and comply with applicable governing documents. Committees must ensure oversight activities do not infringe on or impede management’s responsibilities to manage and execute Association activities and programming.

## B. Standing Committee Charters

### 1. Executive Committee (EXCOM)

#### *a. Authority*

See Article VI, Section 6.1 of the Bylaws.

#### *b. Organization*

- 1) EXCOM consists of the following voting members: Chair, Vice Chair, President, Chair of the Council of Class Presidents, and the chairs of the following committees: USNA Candidate and Community Outreach, Communications, Governance, Alumni Center, Affiliate Services, Member Services, and when joint committees are chaired by a trustee, those committee chairs.
- 2) EXCOM shall include representation from chapter, class and regional trustee representatives.
- 3) If a chapter, class or regional trustee serves on EXCOM based on their position as a chair of a board-appointed standing committee in accordance with this charter, they also fulfill the requirement for chapter, class, or regional trustee representation on EXCOM.
- 4) Conversely, if class, chapter, or regional representation is not fulfilled by appointment of standing committee chairs to EXCOM in accordance with this charter, the selection procedures outlined in Appendix C shall be followed.
- 5) The Board Chair shall serve as the chair of EXCOM. The Board Chair may nominate additional trustees to EXCOM by resolution passed by a two-thirds vote of the whole membership of the Board.
- 6) The non-voting members include the Chief Financial Officer and Secretary.

#### *c. Roles and Responsibilities*

EXCOM shall act for the Board between regular meetings and exercise such powers as the Board may delegate to it. It shall seek approval of the Board in matters requiring action of the Board. EXCOM shall not have the power to:

- 1) Amend the Certificate of Incorporation or Bylaws.
- 2) Adopt a plan of merger or consolidation.

- 3) Change the number of trustees or their method of selection; Enclosure 1
- 4) Amend any resolution of the Board which by its terms provides that it shall not be amended by the Committee or,
- 5) Appoint the Chair of the Board.

## 2. Joint Finance and Audit Committee

### *a. Mission Statement*

The Joint Finance and Audit Committee (“Committee”) shall assist the Alumni Association’s Board of Trustees and the Foundation’s Board of Directors (“Boards”) in fulfilling their oversight responsibilities with respect to finances to include, but not be limited to, financial reporting, audit and operating budget, monitoring internal controls and compliance with laws and regulations.

### *b. Organization*

- 1) The Committee will be composed of a minimum of three members with at least one member being a Trustee of the Association, at least one member being a Director of the Foundation, and one member being a Trustee of the Athletic and Scholarship Division. Other individuals may serve as members of the Committee provided they have special expertise (i.e. CPA, CFA, etc.) or have previously served as a Trustee or Director. The Naval Academy’s Deputy for Finance will serve as a non-voting member.
- 2) The Chairs of the Boards shall jointly designate the chair of the committee who must be a serving trustee or director on the Boards.
- 3) The Chairs of the Boards shall jointly designate a vice chair of the committee. The vice chair of the committee shall be a serving trustee or director on the Boards and will represent the companion board of the committee chair. That is, when the chair of the committee is an Alumni Association trustee, the vice chair will be a Foundation director, and vice versa.
- 4) All committee members must be independent of the Alumni Association and Foundation; that is, they shall not directly or indirectly receive any consulting, advisory or other personal compensation or benefit from the Alumni Association and Foundation finances nor may they or their affiliated firms contract with the Alumni Association or Foundation.

### *c. Roles and Responsibilities*

The Committee shall:

- 1) Oversee the Alumni Association and Foundation systems of internal controls and preparation of financial statements.
- 2) Recommend the selection of the auditor to the Boards and, upon approval, accept the engagement letter.
- 3) Pre-approve all non-audit work performed by the auditors.
- 4) Review the annual audited financial statements and related notes with management and the external auditor.
- 5) Review the distribution of funds to the Naval Academy.

- 6) Review and recommend the approval of the consolidated operating budget and present it to the Boards.
- 7) Review and approve prudent and acceptable credit transactions to the Alumni Association and Foundation, whichever is the responsible guarantor of the debt instrument. Advise the Boards at the next regularly scheduled meeting of any such agreements.
- 8) Receive and investigate employee complaints concerning financial matters.
- 9) Review significant accounting, reporting and other financial developments and issues.

### 3. Joint Investment Committee

#### *a. Mission Statement*

The Joint Investment Committee (“Committee”) shall assist the Alumni Association’s Board of Trustees and the Foundation’s Board of Directors (“Boards”) in fulfilling their oversight responsibilities for the Alumni Association’s and the Foundation’s (“The Associations”) investments. These responsibilities include, but are not limited to, evaluating investment opportunities, approving changes to investment managers, selecting asset allocation strategies, monitoring investment performance and recommending changes to the written investment policy statement to the Boards.

#### *b. Organization*

- 1) The Committee will be composed of a minimum of three members with at least one member being a Trustee of the Association and at least one member being a Director of the Foundation. Other individuals may serve as members of the Committee provided they bring to the Committee investment-related expertise or experience or have previously served as a Trustee or Director.
- 2) The Chairs of the Boards shall jointly designate the chair of the committee who must be a serving trustee or director on the Boards.
- 3) The Chairs of the Boards shall jointly designate a vice chair of the committee. The vice chair of the committee shall be a serving trustee or director on the Boards and will represent the companion board of the committee chair. That is, when the chair of the committee is an Alumni Association trustee, the vice chair will be a Foundation director, and vice versa.
- 4) All Committee members must be cognizant of and disclose any conflicts of interest that may arise in the course of service on the Committee.

#### *c. Roles and Responsibilities*

The Committee shall:

- 1) Determine the portfolio’s mission and objectives.
- 2) Recommend an investment policy for approval by the Boards, which will thereby exercise their fiduciary responsibility for investment oversight.
- 3) Approve an appropriate asset allocation strategy.
- 4) Implement investment strategies consistent with investment policy and asset allocation strategy.

- 5) Select investment managers to implement the investment policy.
- 6) Monitor investment results, approving any and all significant investment actions.

#### 4. Joint Compensation & Human Resources Committee

##### *a. Mission Statement*

The Joint Compensation and Human Resources Committee is to provide oversight of the Association and Foundation's compensation programs and human resources matters, including (1) to review and approve the compensation of the Chief Executive Officer (the "CEO") and other executive officers; (2) to consider matters relating to management evaluation, and development; (3) to oversee the Enterprise strategies and policies related to human resources and human capital management, and (4) to perform such other duties and responsibilities as determined by the Boards.

##### *b. Organization*

- 1) The committee shall be composed of members of the Boards selected by the Chairs of the Boards, each of whom are "outsiders" with no conflicts of interest, as defined under the IRS's "intermediate sanctions" regulations.
- 2) The committee has the authority to direct management to retain outside counsel, compensation and benefits consultants, or other experts ("Advisors"), as it deems appropriate.
- 3) The committee will be composed of a minimum of three members with at least one member being a trustee on the Association board and one member being a director on the Foundation board. Other individuals may serve as members of the committee provided they bring governance-related expertise or experience or have previously served as a trustee or director on the Boards.
- 4) The Chairs of the Boards shall jointly designate the chair of the committee who must be a serving trustee or director on the Boards.
- 5) The Chairs of the Boards shall jointly designate a vice chair of the committee. The vice chair of the committee shall be a serving trustee or director on the Boards and will represent the companion board of the committee chair. That is, when the chair of the committee is an Alumni Association trustee, the vice chair will be a Foundation director, and vice versa.

##### *c. Roles and Responsibilities*

- 1) Review annually the compensation packages of the CEO and other executive officers of the Foundation and Alumni Association who are determined to be "disqualified persons" under the IRS intermediate sanctions regulations.
- 2) Establish and review the overall compensation policy for CEO and other executive officers as well as for the staff of the Enterprise.
- 3) Review and approve the goals, metrics, and objectives relevant to the compensation for the CEO and other executive officers, including annual performance objectives.
- 4) In coordination with the Alumni Association and Foundation Chairs, evaluate the

performance of the CEO and other executive officers (in consultation with the CEO) in light of their goals and objectives.

- 5) Review and approve the annual salary, bonus, long-term incentive compensation, and other benefits for the CEO and other executive officers.
- 6) Review and approve any officer employment agreement and/or severance arrangement.
- 7) Oversee and monitor strategies and policies related to human capital management within the workforce, including with respect to policies on diversity and inclusion, pay equity, workplace environment, talent management, leadership development, organizational structure, and corporate culture.
- 8) Conduct a review of the Committee's Charter on an annual basis.
- 9) Perform such other duties related to this Charter and as determined by the Board.

#### *d. Operations and Communications*

- 1) The Committee will report to the respective Board Chair the approved compensation packages for CEO and other executive officers only if the Committee determines that the proposed packages are reasonable under all the relevant facts and circumstances. In determining whether a compensation package is reasonable, the Committee will review credible compensation comparability data provided by an independent compensation consultant, will carefully review the qualifications and performance of the CEO and other executive officers, and will review such other information as the Committee determines is relevant.
- 2) The Committee will keep detailed minutes of its meetings, and review and approve each meeting's minutes at the next meeting of the Committee.
- 3) The Committee will seek an opinion of counsel to the Committee, in the form specified in the IRS's intermediate sanctions regulations, on the process it follows to satisfy the requirements of those regulations.
- 4) The Committee shall periodically update the Executive Committee of the Boards of its activities and formally report its activities to the Chair of the respective Boards at least annually.
- 5) CEO and other executive officers means the CEO, CFO, Executive Vice Presidents, and Vice President of A&SP.

## 5. Governance Committee

### *a. Mission Statement*

The Governance Committee ("Committee") shall assist the Alumni Association's Board of Trustees ("Board") in fulfilling its oversight responsibilities with respect to the Alumni Association's ("Association") governance. These responsibilities include, but are not limited to, evaluating and approving changes to the Board's governance documents and monitoring compliance of the Board with such documents.

### *b. Organization*

The Committee will be composed of a minimum of three members with at least one member being a Trustee of the Association. Other individuals may serve as members of the Committee provided, they bring to the Committee governance-related expertise or experience or have previously served as a Trustee or Director.

### *c. Roles and Responsibilities*

The Committee shall:

- 1) Review the Association's governance related documents periodically and submit proposed changes to the Board as appropriate.
- 2) Review governance issues submitted to it by the Chair and recommend changes to related documents as appropriate.
- 3) Perform other such duties as the Board may direct.

## 6. Alumni Center Committee

### *a. Mission Statement*

The Alumni Center Committee ("Committee") shall assist the Alumni Association's Board of Trustees ("Board") in fulfilling its fiduciary responsibilities with respect to the U.S. Naval Academy Alumni Association's and Foundation's ("Association's") Fluegel Alumni Center ("Alumni Center").

### *b. Organization*

The Committee will be composed of a minimum of three members with at least two members being trustees of the Association. Other individuals may serve as members of the Committee provided they bring to the Committee related expertise, skill sets, or relevant experience.

### *c. Roles and Responsibilities*

The Committee shall:

- 1) Regularly review management's policies and practices governing internal and external events at the Alumni Center to ensure alignment with the Association's strategic objectives.
- 2) Monitor the revenues, expenses, and overall financial performance associated with the events and operations of the Alumni Center.
- 3) Evaluate management's maintenance and facility improvement plans for the Alumni Center prior to their annual presentation to the Board.
- 4) Perform such other duties and responsibilities as the Board may direct.

## 7. Communications Committee

### *a. Mission Statement*

The Communications Committee ("Committee") shall assist the Alumni Association's Board of Trustees ("Board") in fulfilling its oversight responsibilities with respect to the Alumni Association's ("Association") internal and external communications.

### *b. Organization*

The Committee will have a minimum of four members, with at least two of the members being trustees of the Association. Other individuals may serve as members of the Committee provided they bring to the Committee related expertise, skill sets, or relevant experience.

### *c. Roles and Responsibilities*

The Committee shall:

- 1) Develop and review the communications policies applying explicitly to trustees for Board approval, evaluate and monitor compliance of the Board with such policies, and ensure that they continue to serve the Association's mission and adequately support the protection of the Association's status under Section 501(c)(3) of the Internal Revenue Code.
- 2) Develop and review the communications policies applying explicitly to all members of the Association for Board approval, and ensure that they continue to serve the Association's mission and adequately support the protection of the Association's status under Section 501(c)(3) of the Internal Revenue Code.
- 3) Oversee budgetary, editorial, and communications policies pertaining to all communication methods employed by the Association.
- 4) Review periodically the Association's strategic communications plan, to include crisis communications plans and actions. Include in this review an evaluation of the strategic and crisis communications plans' alignment with USNA and USNA Foundation priorities.
- 5) Review management's communications programs and services using management's measures of effectiveness and/or surveys of member feedback on communications programs and services.
- 6) Serve as a resource for the Board Chair, President/CEO, and staff in communication and public relations matters of the Association.
- 7) Help support and amplify with membership the communications and public relations themes being presented by the Association.
- 8) Perform such other duties as the Board may direct.

## 8. Affiliate Services Committee

### *a. Mission Statement*

The Affiliate Services Committee ("Committee") shall assist the Alumni Association's Board of Trustees ("Board") in fulfilling its oversight responsibilities with respect to the Alumni

Association's ("Association") services to affiliate organizations of the Alumni Association; chapters, classes, shared interest groups, and parent clubs, hereafter referred to as Affiliates.

#### *b. Organization*

The Committee will have a minimum of four members, with at least two of the members being trustees of the Alumni Association. Other individuals may serve as members of the Committee provided they bring to the Committee related expertise, skill sets, or relevant experience.

#### *c. Roles and Responsibilities*

The Committee shall:

- 1) Oversee Association efforts to guide, resource, regulate, provide services to, and monitor the status of Affiliates within the guidelines of the Association Bylaws (Article III), with the exception of the USNA classes and the Council of Class Presidents.
- 2) Oversee Association efforts to resource and provide services to USNA classes and the Council of Class Presidents within the guidelines of the Association Bylaws (Article III).
- 3) Review management's plans for programs and services provided to Affiliates, and ensure they continue to serve the Association's mission and adequately support the protection of the Association's status under Section 501 (c)(3) of the Internal Revenue Code. Provide recommendations to management in support of the annual budgeting process involving these programs and services.
- 4) Review management's programs and services for Affiliates using management's measures of effectiveness and/or surveys of Affiliate feedback on programs and services for Affiliates.
- 5) Review proposed changes to Affiliate organizations to include: requests for new Affiliate organizations; name changes of existing Affiliates; and proposed termination of Affiliates prior to presentation to the Board.
- 6) Oversee Association efforts to monitor Affiliate support as an engagement hub for members.
- 7) Perform such other duties as the Board may direct.

### 9. Member Services Committee

#### *a. Mission Statement*

The Member Services Committee ("Committee") shall assist the Alumni Association's Board of Trustees ("Board") in fulfilling its oversight responsibilities with respect to the Alumni Association's ("Association") services to all classes of members of the Association.

#### *b. Organization*

The Committee will have a minimum of four members, with at least two of the members being Trustees of the Alumni Association. Other individuals may serve as members of the Committee provided they bring to the Committee related expertise, skill sets, or relevant experience.

### *c. Roles and Responsibilities*

The Committee shall:

- 1) Oversee Association efforts to guide, resource, regulate, provide services to, and monitor the status of all classes of membership of the Association, in accordance with the Bylaws (Article II) and Operating Manual (Section II – Classes of Membership).
- 2) Review proposed changes to Classes of Membership (Section II – Operating Manual) prior to approval by the Board.
- 3) Review management's plans for programs and services provided to individual members, and ensure they continue to serve the Association's mission and adequately support the protection of the Association's status under Section 501 (c)(3) of the Internal Revenue Code. Provide recommendations to management in support of the annual budgeting process involving these programs and services.
- 4) Review management's programs and services for individual members using management's measures of effectiveness and/or surveys of member feedback on programs and services for individual members.
- 5) Oversee Association efforts to monitor member satisfaction with Association support.
- 6) Perform such other duties as the Board may direct.

## 10. Candidate and Community Outreach Committee

### *a. Mission Statement*

The Candidate and Community Outreach Committee ("Committee") shall assist the Alumni Association's Board of Trustees ("Board") to support Alumni Association ("Association") efforts and activities to seek out, inform, encourage, and assist qualified young men and women to pursue careers in the Navy and Marine Corps through the U.S. Naval Academy ("USNA").

### *b. Organization*

The Committee will have a minimum of three members, with at least two of the members being trustees of the Alumni Association. Other individuals may serve as members of the Committee provided they bring to the Committee related expertise, skill sets, or relevant experience.

### *c. Roles and Responsibilities*

The Committee shall:

- 1) Provide oversight of the Alumni Association efforts and activities which help enhance candidate outreach among Association members and affiliates. There is no oversight of advisory role for this committee for any USNA admissions program or policy.
- 2) Perform such other duties as the Board may direct.

## 11. Awards and Selection Committee

### *a. Mission Statement*

The Awards and Selection Committee (“Committee”) shall assist the Alumni Association’s Board of Trustees (“Board”) in fulfilling its responsibilities to select individuals for Alumni Association-sponsored awards except for the Distinguished Graduate Award, and to serve other selection functions as may be assigned by the Board.

### *b. Organization*

The Committee composition will reflect the breadth of member constituencies in so far as practical, and include:

- 1) At least four sitting trustees, representing at least three of the four affiliates among chapters, classes, regions, and shared interest groups. One of those trustees will be assigned as committee chair.
- 2) At least three regular at-large members who are not sitting trustees or non-trustee committee members on another Board committee when assigned.
- 3) One and only one associate member USNA parent.
- 4) During years where there is an Other Chapter selection requirement as detailed in Appendix A of the Operating Manual, the committee will create an Other Chapter Selection sub-committee chaired by one of the Other Chapter trustees and including the rest of the sitting Other Chapter trustees and one regional trustee chosen by the sub-committee chair. This sub-committee will execute the Other Chapter Selection task as detailed in Appendix A of the Operating Manual.

### *c. Roles and Responsibilities*

The Committee shall:

- 1) Function as the selection committee for the annual Thriving As Leaders awards in the Alumni Outstanding Achievement – Professional (Non-Athletic) (AOA-P) and Volunteer Leadership and Service (VLS) categories.
- 2) During years requiring Other Chapter selection, perform the tasks specified in Appendix A of the Operating Manual.
- 3) Perform such other duties as the Board may direct.

## 12. Nominating Committee

### *a. Mission Statement*

The Nominating Committee (“Committee”) shall assist the Alumni Association’s Board of Trustees (“Board”) in fulfilling its oversight responsibilities with respect to the Alumni Association’s (“Association”) nomination of candidates for election to the Board.

*b. Organization*

The Committee composition will be in accordance with Article IV of the Bylaws.

*c. Roles and Responsibilities*

The Committee shall:

- 1) Once established according to the Bylaws Article 4.7 (a), the Committee is to submit to the Board, no later than the Fall meeting, a slate of candidates equal in number to fill all prospective vacancies.
- 2) The Secretary shall develop a Nominating Committee precept letter before 1 July each year which will guide the Committee in carrying out its duties.
- 3) Perform such other duties as the Board may direct.

# APPENDIX D – Executive Committee Representatives – Selection Procedures for Chapter, Class and Regional Trustee Members

## A. Executive Committee Composition

The Executive Committee (EXCOM) shall continuously include representation from chapter, class and regional trustees. If a chapter, class or regional trustee serves on EXCOM based on their position as a chair of a board-appointed standing committee in accordance with composition requirements specified in Appendix D, they also fulfill the requirement for chapter, class, or regional trustee representation on EXCOM. In the alternative, if class, chapter, or regional representation is not fulfilled by appointment of standing committee chairs to EXCOM in accordance with Appendix D, the selection procedures outlined below shall be followed to ensure continuous chapter, class, and regional trustee representation on EXCOM.

## B. Process for Selecting Class Trustee Representation on EXCOM

The Council of Class Presidents will elect from among its class trustees a chair and vice chair of the Council. The chair of the Council of Class Presidents serves as a member of EXCOM per Appendix D, ensuring there is always class trustee representation on EXCOM.

## C. Process for Selecting Chapter Trustee Representation on EXCOM

1. In general, term of membership on EXCOM is one year, commencing at the conclusion of the first regular Board meeting, when the new Board is seated each year. The Board intends that EXCOM retain its chapter trustee representative to serve up to three consecutive one-year terms on EXCOM. For continuity purposes, the incoming chapter trustee representative to EXCOM should attend their first EXCOM meeting with the outgoing chapter trustee representative to EXCOM.
2. No later than forty-five (45) days prior to the first regular Board meeting of each year, the Board Secretary shall notify the sitting chapter representative on EXCOM if a lack of chapter representation on EXCOM is anticipated for the next board year. If that is the case, the sitting chapter trustee representative on EXCOM will nominate chapter trustees eligible and willing to serve as their relief as chapter representative on EXCOM for the next board year. Chapter trustees are eligible to serve as the chapter representative on EXCOM if they have reached at least one year of service as a trustee prior to joining EXCOM and have enough tenure to serve for a full year after joining EXCOM.
3. The remaining chapter trustees will vote on the list of eligible nominees, giving each nominee an opportunity to advocate for their candidacy prior to the vote.

4. A chapter trustee who is not a nominee will collect the votes and notify all chapter trustees of the results.
5. The sitting chapter representative on EXCOM will notify the Board Secretary of the name of the chapter trustee selected as the new chapter representative on EXCOM no later than 15 days prior to the first regular meeting of the Board in the year of selection. That incoming trustee will attend EXCOM just prior to the first regular meeting of the Board, along with the sitting chapter representative on EXCOM.
6. If chapter trustees are not satisfied with their representative on EXCOM, a 2/3 vote of all remaining chapter trustees is required to terminate a sitting chapter representative on EXCOM, which would then require the chapter trustees to replace the terminated trustee on EXCOM per the process outlined in paragraphs 2-4 above.

#### D. Process for Selecting Regional Trustee Representative on EXCOM

1. In general, term of membership on EXCOM is one year, commencing at the conclusion of the first regular Board meeting, when the new Board is seated each year. The Board intends that EXCOM retain its regional trustee representative to serve up to three consecutive one-year terms on EXCOM. For continuity purposes, the incoming chapter trustee representative to EXCOM should attend their first EXCOM meeting with the outgoing chapter trustee representative to EXCOM.
2. No later than forty-five (45) days prior to the first regular Board meeting of each year, the Board Secretary shall notify the sitting regional trustee representative on EXCOM if a lack of regional trustee representation on EXCOM is anticipated for the next board year. If that is the case, the sitting regional trustee representative on EXCOM will nominate other regional trustees eligible and willing to serve as their relief as regional trustee representative on EXCOM for the next board year. Regional trustees are eligible to serve as the regional trustee representative on EXCOM if they have reached at least one year of service as a trustee prior to joining EXCOM and have enough tenure to serve for a full year after joining EXCOM. The remaining regional trustees will vote on the eligible nominee(s), giving each nominee an opportunity to advocate for their candidacy prior to the vote.
3. A regional trustee who is not a nominee will collect the votes and notify all regional trustees of the results.
4. The sitting regional representative on EXCOM will notify the Board Secretary of the name of the regional trustee selected as the new regional representative on EXCOM no later than 15 days prior to the first regular meeting of the Board in the year of selection. That incoming trustee will attend EXCOM just prior to the first regular meeting of the Board, along with the sitting regional trustee representative on EXCOM.

# APPENDIX E – NTCM Selection Principles and Process

## A. Purpose

Non-Trustee Committee Members (NTCMs) are regular\* members of the U.S. Naval Academy Alumni Association in good standing who volunteer to serve on the standing committees of the Board of Trustees. They serve as full members of the committees in the performance of the committee's oversight and planning responsibilities as prescribed in Alumni Association Bylaw § 6.2, with valuable skills, background and experience to augment trustees.

\* The one parent associate member of the Awards and Selection Committee is the only non-regular member NTCM on the Board's standing committees.

## B. Roles and Responsibilities

NTCMs assume a duty of care and loyalty to the Association and are accordingly subject to the Standards of Conduct and other policies required of trustees. NTCMs may participate as full participants within their committee, have voting rights within their committee, and may be counted to determine a quorum for a committee meeting. When NTCMs attend regular Board meetings, they attend as observers only, as only trustees may vote and participate in the deliberations of the full Board.

## C. Number

The Board Chair allocates NTCMs for each committee with the following limitations:

1. Total number of unique individuals serving as NTCMs on all committees at any given time will not exceed twenty-five (25);
2. Except for the Awards and Selection committee, number of NTCMs serving on a single committee should not exceed the number of trustees on the committee, unless approved by the full Board;

The Board Chair recommends the allocation of NTCMs to be considered by the Board when making annual committee assignments for the spring Board meeting.

## D. Term

When approved by the Board, NTCMs are selected for a one-year term, which may be renewed annually by the Board upon the recommendation of the committee and Board Chairs, for a maximum of six years. Former trustees may serve as NTCMs, subject to the term limits for NTCMs.

## E. Selection

NTCM selection process is coordinated by the Board secretary:

1. Each year by the fall meeting of the Board, the Board secretary will canvas the committee chairs for the desired experience and skills to support the anticipated work of

- the committee in the next board year.
2. Based on these anticipated needs, the secretary will coordinate the solicitation of volunteers from the membership with the desired experience and skills. By 31 January each year, the secretary will provide the names and biographies of potential NTCMs to the committee chairs for their review.
  3. The committee chair will also recommend whether sitting NTCMs should be renewed for another year or depart the committee at the following spring meeting.
  4. Committee chairs will recommend to the Board Chair the NTCM nominees for their committees in time for approval by the full Board at the spring meeting within the allocation provided by the Board Chair.
  5. After receiving the committee chair recommendations, the Board Chair will review and then provide recommendations for NTCM assignments to the full Board for approval at the spring meeting.
  6. In the case of joint committee NTCMs the Board Chair will ensure the Foundation Board of Directors Chair and the joint committee chair support the addition of each NTCM nominee to the respective committee before submitting to the Board of Trustees for approval.
  7. NTCM nominees that have been reviewed and concurred by the Board Chair are permitted to attend committee meetings as observers before they are approved by the full Board. NTCM nominees may not vote or be counted as part of a quorum as committee members until they are approved by the full Board.
  8. The Board will approve all trustee committee assignments as well as the NTCM appointments at the spring meeting.
  9. Once approved by the Board, new NTCMs will receive board orientation training and complete any required conflict of interest, standards of conduct, and confidentially acknowledgements prior to assuming their responsibilities as a committee member.

## F. Support

When NTCMs travel to attend in-person committee meetings, the Alumni Association may cover expenses in accordance with approved travel policies.