



**Approved by the Board of Trustees
October 27, 2023**

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. CLASSES OF MEMBERS (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 membership committee issues invitations to individuals to join additional classes of membership and coordinates any resulting applications on an individual basis.

A. Associate Members

Associate members are persons who have demonstrated interest in supporting the missions of the Academy or the Association and who have been invited to apply for membership. The number of associate members shall not exceed twenty-five percent (25%) of the number of regular members. Associate members are eligible to hold the office of Secretary of the Board and Chief Financial Officer. Associate members pay annual dues and are eligible for Life Membership. There are two Associate membership categories:

1. Persons who have a direct relationship with the US Naval Academy (Midshipman & Fleet Parents, Staff & Faculty, Blue & Gold Officers, Midshipman Sponsors and Adult Children of USNA Alumni) are considered affiliated, and therefore are not required to be approved by the membership committee. Members in this category are eligible hold the office of Secretary of the Board and Chief Financial Officer.
2. Persons who are not directly affiliated with the Naval Academy may be considered for associate membership but first must be vetted and approved by the membership committee.

B. Provisional Members

Provisional members are midshipmen who have applied for membership and been admitted by the membership committee. Provisional members pay dues while at the Naval Academy through the Life Membership at Graduation program.

C. Honorary Members

Honorary members are non-alumni who have rendered outstanding service to the United States. These members are nominated by Alumni. 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 \$25.00 fee are given a Gold Membership card that will allow them specified privileges and benefits, including unlimited access to the Midshipmen Store.

E. Corporate Members

Businesses who have demonstrated interest in supporting the missions of the Academy or the Association may be considered for corporate membership. The corporate entity itself is considered the corporate member and, depending on the level of membership, up to 10 executives/employees of the company, as designated by such company, from time-to-time, will be considered Alumni Association associate members, entitled to those benefits associated with associate membership. Corporate memberships are accepted from both Annapolis area businesses and national companies. The Alumni Association corporate membership coordinator coordinates applications from the national office and sub-organizations within the same parent company.

III. BOARD OF TRUSTEES (Article IV, Bylaws)

A. Regional Trustees

Regional Trustees shall be elected in accordance with the Bylaws. 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 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 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 4.8 of the Bylaws.

B. Chapter Trustees

1. Large Chapter Trustees.

For purposes of Section 4.4 of the Bylaws the nine (9) largest alumni chapters shall be determined by the Association's staff in accordance with such Section and reported to the Board by the Board Secretary at least one month prior to the first regular meeting of the Board every third year.

2. Other Chapter Trustees.

The committee established by the Board to select those chapters that will designate trustees shall present the chapter names to the Board at least fifteen (15) days prior to the second



regular meeting of the Board each year the selection process is conducted. Selected chapters choose their own trustees according to their own criteria (see Appendix A).

C. Class Trustees

The Council of Class Presidents, which selects class trustees pursuant to Section 4.4 of the Bylaws, shall present its selections to the Board at least fifteen (15) days prior to the second regular meeting of the Board each year (see Appendix B).

D. Shared Interest Group Trustees

The Chair, who nominates Shared Interest Group Trustees pursuant to Section 4.4 of the Bylaws, shall present his or her nominee(s) to the Board at least (15) days prior to the regular meeting of the Board where action is to be taken on such nominee.

E. Board Selected Trustees

The Chair, who nominates board-selected trustees pursuant to Section 4.4 of the Bylaws, shall present his or her nominee, if any, to the Board at least fifteen (15) days prior to the regular meeting of the Board where action is to be taken on such nominee.

F. Election by Ballot

Issues concerning the qualification of voters and acceptance of ballots in elections for the regional trustees shall be decided by tellers appointed by the Board. In the event that the election is conducted by a third-party vendor, such vendor shall provide to the tellers, for review and approval, a report that identifies all issues relating to the qualification of voters and acceptance of ballots, and, following approval, the tellers shall certify the election results to the Board. Elections for 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.

G. Commencement of Term

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

H. Non-voting Board Representatives

The following representatives having the privilege of the floor but not the right to vote 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

The 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. 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 Chair of the Board.

Each committee shall have an Association staff member assigned as liaison to advise and assist committee chairs with administration. Ad hoc committees may be established to perform specific tasks outside the scope of standing committees and are to be disestablished upon completion of those assignments.

Appendix C contains a description of the manner in which the Chapter, Class and Regional Trustee members of the Executive Committee are to be selected.

Appendix D contains the responsibilities and charters of all standing committees.

Current 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. [House Committee](#)
7. [Communications Committee](#)
8. [Membership and Alumni Services Committee](#)
9. [USNA Candidate Admissions/Recruiting Committee](#)
10. [Other Chapter Trustee Selection Committee](#)
11. [Nominating Committee](#)

B. Non-Trustee Tenure on Committees

Subject to the Chair's powers as set forth in Section 6.2 of the Bylaws, non-Trustee members of committees serve terms of three years but are eligible for reappointment to additional terms if so proposed by the Chair of the committee to the Board Chair and approved by the Board. Tenure on committees shall not commence until non-Trustee committee members review, sign and agree to abide by the Association's Code of Conduct and Conflict of Interest policy as promulgated by the Board of Trustees.

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 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 and its committees be performed in an open manner and that members of the Association be allowed to observe the performance of the trustees and the committee members, and the deliberations and decisions that the making of Board policy involves.

The Board also recognizes that the foregoing principle notwithstanding, it is not possible for the Board to foresee and specify the special circumstances in which it may be appropriate for the Board or a committee to meet in executive (closed) session. Some of those appropriate circumstances include – without intending by this listing to express a limitation:

1. The appointment, employment, discipline, compensation, removal, resignation, or evaluation of staff, trustees, candidates for office, committee members, or others over whom the Board or committee 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 or of a committee determine, with the concurrence of a majority of the members present, to be appropriate.

Subject to the foregoing, neither the Board nor a committee of the Board may meet in executive session or adjourn an open session to executive session unless:

1. The presiding officer of the Board or the committee proposes and conducts a recorded vote on the closing of the session and;



2. Makes a written statement for the record of the reason for closing the meeting and the topics to be discussed.

The Board or committee may not meet in executive session unless a majority of the members present at the Board or committee, as the case may be, vote in favor of closing the session.

B. Roberts Rules

The meetings of the Board and the committees are to be conducted using the Robert Rules of Order as a guide (as such rules may be amended from time-to-time).

C. Board Meeting Documentation

The President/CEO 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 meeting 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 verbatim in the minutes. The Board formally approves such minutes during its subsequent meeting. The Secretary is responsible for signing the approved minutes, which shall be kept in a fireproof safe. Any backup documentation concerning policy formulation and oversight documents shall be identified and retained in Association files.

D. Committee Meetings and Documentation

At a minimum, committees shall meet semi-annually, in advance of each regular Board meeting to prepare reports and recommendations. Special committee meetings are subject to call 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 (§4.4, Article IV, Bylaws)

1. Chair

The 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 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



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

- a. Expedites the work of the Board and keeps the Board's committees on schedule.
- b. Makes a report to the Board of Executive Committee deliberations and actions that took place between Board meetings.
- c. Conducts the Board's annual evaluation of the President/CEO and reports the results to the Board; and
- d. 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 him or her by the Board or the Chair. In the absence or disability of the Chair, the Vice Chair performs the duties of the chair.

B. Officers of the Association (§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 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. 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. In the absence or disability of the Chief Financial Officer, the President shall perform the duties of that office.

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. CHAPTER CERTIFICATION AND DECERTIFICATION PROCEDURES (§3.1, Article III, Bylaws)

A. New Chapter Certification Process

Alumni wishing to form a new Chapter shall submit their application to the Board for approval. The application should provide the following:

1. The proposed Chapter has at least 25 members who are members of the Association.
2. The Chapter Officers have been selected and are named in the application.
3. The Bylaws of the proposed Chapter have been written and adopted.

B. Chapter Decertification Process

Alumni wishing to disestablish an existing Chapter shall submit their notice by letter to the Chair of the Board stating the reason for the request (e.g. no longer having sufficient willing and able alumni to continue; multiple Chapters in a geographic area where demographic shifts or other reasons make consolidation practical, etc.).

The notice should state the status of the Chapter's finances, non-profit registration, and any other pending business items the successor organization should take care of.

The notice should provide the following:

1. Name and contact information of the most recent Chapter President, or alternatively, the current custodian of the Chapter funds.
2. Any funds should be forwarded to the Treasurer of the Association for safekeeping against any future obligations. The Association will credit the funds remaining at the prevailing savings investment interest rate. The Association may make the funds available to any future qualifying Chapter established in that area upon authorization by the Chair of the Board.

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

1. The Program.

Chapters, other than the nine largest, are eligible to compete for three positions on the Board of Trustees (Board). This procedure describes the program and the competitive process used to select the three Chapters.

2. 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 identified. The process will allow sixty days for application proposals to be submitted. The prospective trustees from the three 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 three 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 three 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.

3. Ineligibility Period.

In order to provide the opportunity for Chapters to compete effectively, the three 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.

4. 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.

5. Selection Criteria.

An interested Chapter must formally apply. Selection will be based upon the collective judgment of the Other Chapter Trustee Selection Standing Committee (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 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

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 of Trustees.

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)
 - a. If so, please provide any relevant URLs.
 - b. If so, how often has the website been updated in the last 24 months? (1 point per update, maximum 3 points)
 - c. If so, does the chapter website provide a link to USNA.com? (1 point)
 - d. If so, is the chapter leadership and website correct on USNA.com's directory? (1 point)
4. Does the chapter have any additional online presence (e.g. Facebook, LinkedIn, Twitter, Instagram, etc.)? (1 point per additional online approach, maximum 2 points)
5. How many times was chapter news published in Shipmate over the past 24 months? (0.5 points per publication, maximum 7 points)
6. 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 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.

6. The Selection Committee:

The Selection Committee is composed of five members:

1. The three current Other Chapter Trustees -They will select a committee Chair from among themselves.
2. The Chair of the previous Selection Committee.
3. A Regional Trustee recommended by the Chair of the Selection Committee.

7. Reporting:

Formal feedback will be made to all competing chapters by the Association President/CEO prior to publication of the results of the competition.

The Selection Committee Chair will report the selection results to the Board at least fifteen days prior to the second regular meeting of the Board of Trustees following the selection cycle.

The three chapters selected will be announced in *Shipmate*.



APPENDIX B – Class Trustee Selection Procedure for Board Representation

Each decade's worth of USNA graduating classes will be represented on the Board by a Class Trustee as follows:

Class Decade(s)	# of Class Trustees
1930s/1940s/1950s	1
1960s	1
1970s	1
1980s	1
1990s	1
2000s	1
2010s/2020s	1

1. Beginning in the sixth year of each decade (the "Initial Date," (e.g. the year beginning January 1, 2015)), 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"), and (b) newly appoint a Class Trustee from the most junior decade group (e.g., the classes of 2010 through 2019):
2. On the date after the Initial Date when the Class Trustee representing the Senior Classes (e.g., the 1930's/1940's) reaches the end of their three-year term as Class Trustee, they 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 1930's/1940's/1950's).
3. The Senior Classes' Class Trustee shall be the Class Trustee who represented the next most senior decade group at the time of the consolidation per Subparagraph (i) above (e.g., the 1950s Class Trustee) 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 three-year term, at which point the Class Presidents of all of the consolidated Senior Classes shall choose a new Senior Classes' Class Trustee as provided for in Paragraph 3 below. Similarly, if the Class Trustees of the Senior Classes and of the next most senior decade group reach the end of their three-year term at the same time, the Class Presidents of all of the consolidated Senior Classes shall choose a new Senior Classes' Class Trustee as provided for in Paragraph 3 below.
4. On the same date when the Senior Classes consolidate per Subparagraph (i) above, the most junior decade group shall select its first Class Trustee as provided for in Paragraph 3 below.



Through this process, there will always be seven (7) Class Trustees.

The seven (7) Class Trustees will be selected by the Class Presidents within their respective decades in any reasonable manner those Class Presidents choose.

In the event of a Class Trustee's death, resignation, or other need for early relief, the remaining Class Presidents of that decade will choose a new Class Trustee.

To the extent that this Appendix B conflicts with the provisions of the Council of Class Presidents Charter, the Charter takes precedence.



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

The Executive Committee shall include representation from Chapter, Class and Regional Trustee Representatives. If a Chapter, Class or Regional Trustee serves on the Executive Committee based on their position as a Chair of a board appointed standing Committee, then that specific requirement for member participation is fulfilled. In the alternative, if a Class, Chapter, or Regional Trustee is not serving as a Chair of a board appointed Standing Committee, then the following selection procedures shall be followed.

Chapter Trustee Representative to the Executive Committee (EXCOM)

Term of membership on the EXCOM will be one year, commencing at the conclusion of the regular Board Spring meeting (when new Board convenes). However, it is intended that the Chapter Trustee Representative will normally be retained to serve up to three consecutive one-year terms. The new EXCOM member should attend the EXCOM meeting, with the outgoing Chapter Trustee EXCOM member, held immediately prior to the Spring Board meeting, usually the morning of the Board meeting, for continuity purposes.

The Chapter Trustees will select from among their membership, the representative who will become the EXCOM member for the next term. Prior to the Spring Board meeting, the Chapter Trustee EXCOM member will collect the names of those Chapter Trustees eligible and willing to serve during the one-year period (normally May - May) and present the nominees to the Chapter Trustees for voting. (All done electronically whenever possible and done in the mid-March to mid-April time frame.)

Eligibility is governed by having been a Trustee sworn in at the previous May meeting and having a remaining term on the Board of at least one year beyond the next Spring Board meeting.

The Chapter Trustee EXCOM member will canvass the eligible Chapter Trustees to determine those interested and available to serve on the EC.

The nominees will be given the opportunity to speak (electronically) on their own behalf prior to the vote.

The Chapter Trustee EXCOM member (or if the EXCOM member is a candidate for re-election, a trustee who is not a candidate) will collect the votes and notify all Chapter Trustees of the results.

The Chapter Trustee EXCOM member will notify the Chair, President/CEO, and the Secretary to the Board of Trustees of the new Chapter Trustee EXCOM member.

The newly selected Chapter Trustee EXCOM member will become effective when the new Board convenes following the regular Spring Board meeting.



Termination of the Chapter Trustee EXCOM member will require a 2/3 vote of the Chapter Trustees.

Class Trustee Representative to the Executive Committee (EXCOM)

The Class Presidents will elect from the Council a Chair and Vice Chair, the former to serve on the Board of Trustees Executive Committee.

Regional Trustee Representative to the Executive Committee (EXCOM)

Term of membership on the EXCOM will be one year, commencing at the conclusion of the regular Spring Board meeting (when the new Board convenes). However, it is intended that each Regional Trustee representative will normally be retained to serve up to three consecutive one-year terms. For continuity purposes, any new Regional Trustee EXCOM members, along with the outgoing Regional Trustee EXCOM members, should attend the EXCOM meeting held immediately prior to the Spring Board meeting.

The Regional Trustees will select from among their membership one representative who will be nominated as a Regional Trustee EXCOM member for the next term. Other Regional Trustees serving on the EXCOM would be nominated by the Chair and submitted to the Board for approval serving one-year terms as described above.

Regional Trustees sworn in at the previous Spring Board meeting and having at least one year remaining on the Board are eligible.

The Regional Trustee EXCOM member elected by his/her fellow Regional Trustees will canvass the eligible Regional Trustee to determine those interested and available to serve.

Prior to the Spring Board meeting, the Regional Trustee EXCOM member selected by his/her fellow Regional Trustees will collect the names of those Regional Trustees eligible and willing to serve during the next one year period and present the nominees to the remaining Regional Trustees for voting.

The voting will be done electronically whenever possible in the mid-March to mid- April timeframe.

The nominees will be given an opportunity to speak (electronically) on their own behalf prior to the vote.

The Regional Trustee EXCOM member elected by peer vote (or if the EXCOM member is a candidate for re-election, then another Trustee who is not a candidate) will collect the votes and notify all Regional Trustees of the results.

The Regional Trustee who collected the votes will notify the Chair, President/CEO, and the Secretary of the Board of the new Regional Trustee EXCOM member.



The newly selected Regional Trustee EXCOM members, whether elected by the Regional Trustees or nominated by the Chair, will become effective when the new Board convenes following the regular Spring Board meeting.



APPENDIX D – Committee Responsibilities

1. Executive Committee

Authority

See Article VI, Section 6.1 of the Bylaws.

Organization

- A. The Executive Committee consists of the following voting members: Chair, Vice Chair, President, and the chairs of the following committees: Admissions, Communications, Governance, House, Membership and Alumni Services, Joint Finance and Audit (when the latter is chaired by a trustee).
- B. The Executive Committee shall include representation from Chapter, Class and Regional Trustee Representatives.
- C. If a Chapter, Class or Regional Trustee serves on the Executive Committee based on their position as a Chair of a board appointed standing Committee, then that specific requirement for member participation is fulfilled.
- D. In the alternative, if a Class, Chapter, or Regional Trustee is not serving as a Chair of a board appointed Standing Committee, then the Appendix C selection procedure shall be followed.
- E. The Chair of the Board shall serve as the Chair of the Executive Committee. The Chair may nominate additional trustees to the Executive Committee by resolution passed by a two-thirds vote of the whole membership of the Board.
- F. The non-voting members include the Chief Operating Officer, Chief Financial Officer, and Secretary.

Roles and Responsibilities

The Executive Committee 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. The Executive Committee 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.

Regional Trustee Representative to the Executive Committee (EC)

- A. Term of membership on the EXCOM will be one year, commencing at the conclusion of the regular Spring Board meeting (when the new Board convenes). However, it is intended that each Regional Trustee representative will normally be retained to serve up to three



consecutive one-year terms. For continuity purposes, any new Regional Trustee EXCOM members, along with the outgoing Regional Trustee EXCOM members, should attend the EXCOM meeting held immediately prior to the Spring Board meeting.

- B. The Regional Trustees will select from among their membership one representative who will be nominated as a Regional Trustee EXCOM member for the next term. Other Regional Trustees serving on the EXCOM would be nominated by the Chair and submitted to the Board for approval serving one-year terms as described above.
- C. Regional Trustees sworn in at the previous Spring Board meeting and having at least one year remaining on the Board are eligible.
- D. The Regional Trustee EXCOM member elected by his/her fellow Regional Trustees will canvass the eligible Regional Trustee to determine those interested and available to serve.
- E. Prior to the Spring Board meeting, the Regional Trustee EXCOM member selected by his/her fellow Regional Trustees will collect the names of those Regional Trustees eligible and willing to serve during the next one year period and present the nominees to the remaining Regional Trustees for voting.
- F. The voting will be done electronically whenever possible in the mid-March to mid- April timeframe.
- G. The nominees will be given an opportunity to speak (electronically) on their own behalf prior to the vote.
- H. The Regional Trustee EXCOM member elected by peer vote (or if the EXCOM member is a candidate for re-election, then another Trustee who is not a candidate) will collect the votes and notify all Regional Trustees of the results.
- I. The Regional Trustee who collected the votes will notify the Chair, President/CEO, Chief Operating Officer and the Secretary of the Board of the new Regional Trustee EXCOM member.
- J. The newly selected Regional Trustee EXCOM members, whether elected by the Regional Trustees or nominated by the Chair, will become effective when the new Board convenes following the regular Spring Board meeting.

2. Joint Finance and Audit Committee

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.

Organization

- A. 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.

- B. The Chairmen of the Associations shall jointly designate the Chair of the Committee who must be a serving Trustee or Director of the Boards.
- C. The Chairmen of the Associations shall jointly designate a Vice Chairman of the Committee. The Vice Chairman of the Committee will be a serving Trustee or Director of the Boards and will represent the companion Board of the Committee Chairman. That is, when the Chairman is an Alumni Association Trustee, the Vice Chairman will be a Foundation Director and vice versa.
- D. All Committee members must be independent of the Associations. That is, they shall not directly or indirectly receive any consulting, advisory or other personal compensation or benefit from the Associations' finances nor may they or their affiliated firms contract with the Associations.

Roles and Responsibilities

The Committee shall:

- A. Oversee the Associations' systems of internal controls and preparation of financial statements.
- B. Recommend the selection of the auditor to the Boards and, upon approval, accept the engagement letter.
- C. Pre-approve all non-audit work performed by the auditors.
- D. Review the annual audited financial statements and related notes with management and the external auditor.
- E. Review the distribution of funds to the Naval Academy.
- F. Review and recommend the approval of the consolidated operating budget and present it to the Boards.
- G. Review and approve prudent and acceptable credit transactions to the
- H. Associations, whichever is the responsible guarantor of the debt instrument. Advise the Boards at the next regularly scheduled meeting of any such agreements.
- I. Receive and investigate employee complaints concerning financial matters.
- J. Review significant accounting, reporting and other financial developments and issues.

3. Joint Investment Committee

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.

Organization

- A. 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.
- B. The Chairmen of the Associations shall jointly designate the Chair of the Committee who must be a serving Trustee or Director of the Boards.
- C. All Committee members must be cognizant of and disclose any conflicts of interest that may arise in the course of service on the Committee.

Roles and Responsibilities

The Committee shall:

- A. Determine the portfolio's mission and objectives.
- B. Recommend an investment policy for approval by the Boards, which will thereby exercise their fiduciary responsibility for investment oversight.
- C. Approve an appropriate asset allocation strategy.
- D. Implement investment strategies consistent with investment policy and asset allocation strategy.
- E. Select investment managers to implement the investment policy.
- F. Monitor investment results, approving any and all significant investment actions.

4. Joint Compensation & Human Resources Committee

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.

Organization:

The Committee shall be composed of members of the Boards of the Association and the Foundation 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.



The Committee has the authority to direct management to retain outside counsel, compensation and benefits consultants, or other experts (“Advisors”), as it deems appropriate.

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.

Roles and Responsibilities

- A. 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.
- B. Establish and review the overall compensation policy for CEO and other executive officers as well as for the staff of the Enterprise.
- C. Review and approve the goals, metrics, and objectives relevant to the compensation for the CEO and other executive officers, including annual performance objectives.
- D. 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.
- E. Review and approve the annual salary, bonus, long-term incentive compensation, and other benefits for the CEO and other executive officers.
- F. Review and approve any officer employment agreement and/or severance arrangement.
- G. 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.
- H. Conduct a review of the Committee’s Charter on an annual basis.
- I. Perform such other duties related to this Charter and as determined by the Board.

Operations and Communications

- A. 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.



B. The Committee will keep detailed minutes of its meetings, and review and approve each meeting's minutes at the next meeting of the Committee.

C. 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.

D. 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.

E. CEO and other executive officers means the CEO, CFO, Executive Vice Presidents, and Vice President of A&SP.

5. Governance Committee

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.

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.

Roles and Responsibilities

The Committee shall:

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

6. Alumni Center Committee

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”) Fluegel Alumni Center (“the Alumni Center”). The Committee shall recommend to the Board actions regarding the Alumni Center’s operations and maintenance based on servicing the needs of the alumni and the Association staff, while creating a safe, clean, efficient, sustainable, and functional work environment about which all alumni can be proud.

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 real estate, facility management, construction, operations, event management, or catering related expertise or experience, or have previously served as a Trustee.

Roles and Responsibilities

The Committee shall:

- A. Interface with the Association staff and support personnel to monitor the material condition of the Alumni Center, its grounds, and designated furnishings.
- B. Interface with the Association staff and support personnel to monitor the operations and financial status of the Association’s events and catering spaces of the Alumni Center.
- C. Review the long-range planning and recommendations from the Association staff for maintenance, improvements and additions to the Alumni Center’s facilities and events spaces.
- D. Perform the oversight function of inspecting and/or auditing the status of the Alumni Center at least semi-annually and make timely reports to the Board.
- E. Review the appropriate budget and financial reports and information on matters pertaining to the Committee.
- F. Perform such other duties as the Board may direct.

7. Communications Committee

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. These responsibilities include, but are not limited to, developing communications policy for Board approval and evaluating and monitoring the compliance of the Board with such policies. The Committee shall have oversight responsibility for all Association communications.



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 communications related expertise or experience or have previously served as a Trustee or Director.

Roles and Responsibilities

The Committee shall:

- A. Provide oversight regarding budgetary, editorial and communications policies pertaining to all communication methods employed by the Association.
- B. Serve as a sounding board for the Chair, President/CEO and staff. C. Help reinforce the themes being presented by the Association.
- C. Review the Association's communication's policies and plans to foster adequacy and consistency and to 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 IRC.
- D. Perform such other duties as the Board may direct.

8. Membership and Alumni Services Committee

Mission Statement

The Membership and Alumni 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") membership and services to alumni.

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 related expertise or experience or have previously served as a Trustee or Director.

Roles and Responsibilities

The Committee shall:

- A. Develop and promulgate policy and monitor initiatives to expand the membership of the Association in consonance with the Bylaws and with approval of the Board.
- B. Monitor the status of the membership categories (regular, honorary, provisional & associate) ensuring that each remains within the guidelines of the Bylaws.



- C. Encourage submission of nominations for honorary and associate memberships. D. Consider nominations for honorary and associate memberships and make the appropriate recommendations to the Board.
- D. Develop and promulgate policy, monitor initiatives, and provide oversight of execution for services offered to alumni to include merchandise programs, travel programs, and other programs designed to generate revenue as well as support for the alumni.
- E. Develop and promulgate policy, monitor initiatives, and provide oversight of execution for services and support to alumni for Career Planning, Chapters, Classes, and Clubs (C4).
- F. Provide strategic oversight regarding resource management pertaining to Alumni Services, Class/Chapter/Club Support and Career Planning (C4).
- G. Monitor Alumni satisfaction as related to Alumni Services, Class/Chapter/Club Support/Shared Interest Groups and Career Planning (C4). (SIG's added 12/6/2018)
- H. Perform such other duties as the Board may direct.

9. USNA Candidate Admissions Committee

Mission Statement

The USNA Admissions Committee (“Committee”) shall assist the Alumni Association’s Board of Trustees (“Board”) to support USNA Admissions primarily through the Blue & Gold Officer program to seek out, inform, encourage, and assist, qualified young men and women to pursue careers in the Navy and Marine Corps through the Naval Academy.

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 based upon related experience, expertise, or enthusiasm to support the Admissions Committee.

Roles and Responsibilities

The Committee shall:

- A. Increase awareness of the Blue & Gold Officer program amongst the alumni, chapters, shared interest groups (SIGs) and parents clubs – and encourage all members to get involved in order to leverage the full representation of our diverse Alumni Association.
- B. Increase awareness of Admissions and Blue & Gold Officer programs amongst alumni, chapters, SIGs and parents clubs, such as the Naval Academy Summer Seminar (NASS), the Science Technology Engineering and Mathematics (STEM), and the Candidate Visit Weekend (CVW) programs; and advise on the scholarship donation opportunity and process for those students who have a need for assistance.
- C. Encourage alumni, chapters, SIGs and parents clubs to assist the Admissions Office and the Area Coordinators of the Blue and Gold Officer program with potential candidates for the



Center of Influence (COI) Conferences, especially in schools and organizations where interest is weak, such as rural and inner city areas.

- D. Encourage alumni, chapters, SIGs and parents clubs to assist the Admissions Office and the Area Coordinators of the Blue and Gold Officer program with awareness and Admissions information events pertaining to the Naval Academy and service in the United States Navy and the United States Marine Corps.
- E. Support the USNA Foundation - Admissions programs to support these goals.
- F. Perform such other duties as the Board may direct.

10. Other Chapter Trustee Selection Committee

Mission Statement

The Other Chapter Trustee Selection 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”) selection of Trustees from smaller (“Other”) Chapters.

Organization

The Committee composition will be in accordance with paragraph 5 of Appendix A to this Manual.

Roles and Responsibilities

The Committee shall:

- A. Function in accordance with Bylaws Article 4.4 to select three Chapters that will provide Trustees according to the process included in Appendix A to this Manual.
- B. Perform such other duties as the Board may direct.

11. Nominating Committee

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.

Organization

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

Roles and Responsibilities

The Committee shall:



- A. Once established according to the Bylaws Article 4.5 (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.
- B. The President shall develop a Nominating Committee Precept Letter for the Chair's signature before 1 July each year which will guide the Committee in carrying out its duties.
- C. Perform such other duties as the Board may direct.