

BYLAWS OF THE SURFACE NAVY ASSOCIATION

I. ESTABLISHMENT OF BYLAWS

- A. Under its Articles of Incorporation, management of the affairs of the Surface Navy Association (“the Association”) is vested in a Board of Directors functioning from corporate headquarters located in the Washington, DC metropolitan area.
- B. The Board of Directors hereby establishes the following Bylaws for the management of the Association.
- C. These Bylaws may be amended by:
 - 1. A resolution within the Board of Directors which is approved by a majority of the Board members present;
 - 2. A resolution within the Executive Committee, approved by a majority of those present, provided a quorum is present.

II. PURPOSE OF THE ASSOCIATION

- A. The purpose of this Association is to represent the professional values of all those who are interested in the promotion of Surface Naval Forces as an integral part of the United States Navy and Coast Guard. Toward that end, this Association serves as The Professional Association for Surface Warfare, past, present and future.
- B. It is the aim of this Association to promote recognition of the continuing contributions of the United States Navy and Coast Guard Surface Forces to the security of the United States amongst key decision makers and educators. To that end we will:
 - 1. Recognize and publicize professional excellence in the Surface Naval Forces amongst all those who support those forces in their mission of providing for the security of the United States.
 - 2. Actively seek opportunities to engage in discussions of the tactical and strategic contributions of Surface Naval Forces to national security.
 - 3. Aggressively pursue opportunities to promote liaison and communication between the business, military and academic communities to further understanding of the contributions of Surface Naval Forces to national security.
 - 4. Foster and preserve the heritage of Surface Naval Forces and the United States Navy and Coast Guard to enhance an appreciation of past contributions and future promise in the preservation of our national security.
 - 5. Provide a continuing forum on professional matters affecting Surface Naval Forces and their integral role within the United States Navy and Coast Guard through a variety of means throughout the professional, business and academic communities.
 - 6. Recognize Sailors as the most valuable asset of our Surface Naval Forces and actively pursue opportunities to promote Surface Warfare Officer, Surface Warfare Enlisted, and Cutterman esprit de corps.
- C. It is our firm belief that Surface Naval Forces represent the core of our naval capability as a nation and as a naval force without peer. We completely support the readiness, morale, and professional capability of the surface force. We are united in our resolve that these forces, and the professional Sailors who give them life, are key and essential components of the security of the United States, now and in the next century.

III. MEMBERSHIP

A. The Association will be composed of members who are interested in a vital, modern U.S. maritime capability with a strong surface naval component manned by confident professionals.

B. There shall be three classes of members (but only "Individual Members" may vote or hold Association offices):

C. Individual Members

1. Individual membership is open to all U.S. citizens. The Secretary of the Association will approve membership for eligible applicants upon receipt of their written application and appropriate fees.

2. The President of the Association may waive the citizenship requirement and approve the membership applications of citizens of Allied countries.

3. There shall be three categories of individual members:

<u>Category</u>	<u>Criteria</u>
Regular or Annual	A member who has paid the established annual fee.
Plankowner	A member who has paid the fee established for this category within one year of incorporation of the Association.
Life	A member who has paid the fee established for this category on or after one year from the date of incorporation of the Association.

4. Fees for each category of individual membership shall be as established by the Board of Directors.

D. Honorary Members

1. Honorary Membership may be conferred by the Board of Directors on civilian, government or military persons of distinction. Eligibility for this non-voting membership class shall be determined by the Board.

E. Contributory Members

1. Contributory Members are corporations or individuals who wish to benefit the work of the Association through contributions. The Board of Directors shall establish a variable scale of contributions for this non-voting membership class.

IV. ORGANIZATION

A. Management of the Association shall be by its Board of Directors ("the Board"). The Board shall control the assets of the Association, establish policies, and shall initiate, implement and execute whatever measures it deems necessary to further the interests of the Association.

B. The Board shall be composed of not less than nine nor more than twenty-five Directors, who shall serve without compensation. The initial Board shall be elected by the Plankowners from among the individual membership; thereafter, the Board shall elect replacement Directors as terms expire or vacancies occur. However, when the individual membership reaches 1,000 members, Directors shall be elected by a majority written vote of not less than 10% of the individual members. In this event, the Board may fill vacancies with interim appointments which will expire at the next election.

C. Directors' terms shall be for three years, with directors not being eligible for immediate reelection to another term. After a three year hiatus, a former Board Member can be re-nominated for a Board position. The Chairman of the Board may, in certain cases, ask a Board Member to serve for one additional year. The Executive Committee will structure the nomination slate with voting categories to reflect the diverse membership of the Association.

D. The immediate past Chairman of the Board and the immediate past President of the Association having honorably completed their terms shall be members of the Board of Directors.

E. One permanent position on the Board will be filled by a Reservist who, through the annual nomination process, will be elected by the membership.

F. To ensure the aims of the Association are being fulfilled, requests may be made for Active Duty Naval Officers or Enlisted to serve as liaisons in an advisory capacity to the Board of Directors.

V. OFFICERS

A. The Directors shall elect the following Officers; all shall be members ex officio of the Board of Directors and shall serve without compensation.

Honorary Chairman
Chairman Emeritus
Chairman of the Board

President
Vice President(s)
Secretary
Treasurer

1. The Chairman Emeritus shall be a retired Surface Warfare Admiral who is expected to provide counsel, encouragement, and prestige to the Association. He shall perform other duties as requested by the Board of Directors. He shall be consulted regularly by the Chairman of the Board.

2. The Chairman of the Board is the senior officer of the Association, shall preside at meetings of the Board of Directors, and shall:

a. Lead the Board in the formulation of policies and plans of the Association, consistent with the bylaws, so that the Board executes the responsibilities assigned in section IV, and

b. Direct the external relations of the Association, assuring that the Association is held in the highest regard as it achieves its purposes.

3. The President is the senior executive officer of the Association and shall, under the supervision of the Board:

- a. Administer the affairs of the Association;
- b. Formulate and execute procedures, programs, and directives necessary to carry out approved policies;
- c. Keep the Board advised of issues requiring the Board's attention;
- d. Serve as chairman of the Executive Committee;
- e. Perform such other duties as the Board may direct.

4. The Vice President shall:

- a. Preside in the absence of the President;
- b. Be assigned such other duties as the President may direct.

In the event more than one Vice President is elected, each shall perform duties as assigned by the President.

5. The Secretary shall:

- a. Keep the minutes of Board of Directors' and Association meetings;
- b. Issue calls for all meetings of the Board of Directors and general membership meetings;
- c. Have cognizance of all Association correspondence, and be the keeper of the corporate seal;
- d. Administer elections, and certify results;
- e. Maintain the roster of members and the associated status of dues;
- f. Perform such other duties as the President may direct.

6. The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds of the Association, and deposit all such funds in the name of the Association in a bank or other depository approved by the Board of Directors;
- b. Keep and maintain accounts of the Association's financial transactions;
- c. Render a statement of the financial condition of the Association at all meetings of the Board of Directors;
- d. Be the disbursing officer of the Association;
- e. Arrange for an annual audit of the accounts of the Association;
- f. Be a member of the Finance Committee;
- g. Perform such other duties as the President may direct.

B. Chairman of the Board and the President shall be elected by the Board of Directors for two year terms, the election normally not to occur in the same year. Other officers shall be elected for two year terms. Each officer may be reelected with no limitation on the number of terms.

C. An Executive Director may be employed by the Association who will report to the President and perform the following functions:

1. Serve as the principal officer responsible for overseeing the day-to-day operation of the Association. As such, shall monitor the execution of the duties assigned to the Administrative staff in order to properly address priorities, resolve conflicts, and avoid overload.

2. As principal action officer of the Association, respond to tasking and requests from other Officers, Committee Chairpersons, and Chapter Presidents in a timely and efficient manner.

3. Develop and propose (to the appropriate Committee) long-range plans and initiatives to serve the membership and to achieve the purpose and aims of the Association.

4. Derive from the long-range plans a short-range plan which state specific goals and objectives to be achieved in the ensuing year.

5. Serve as a readily available and authoritative point of contact and liaison with the Chapters to provide responsive and effective support and oversight.

6. Be responsible for overseeing the publication of the *Surface Sitrep* and for its content.

7. Maintain a continuing review of SNA programs.

8. Conduct studies and analyses as directed.

If the position of Secretary or Treasurer becomes vacant and SNA is unable to immediately fill the position, the Executive Director may be assigned as the Chief Administrative Officer or the Chief Financial Officer of the Association on a temporary basis. Upon approval of the Executive Committee, the Executive Director may assume the duties and responsibilities assigned in the by-laws to the Secretary or Treasurer. The Executive Director will be an ex-officio member of all standing committees.

V. COMMITTEES

A. There shall be eight standing committees with functions as described below:

Executive Committee

Finance Committee

Membership Committee

Awards Committee

Symposium Committee

Communications Committee

Scholarship Committee

Corporate Relations Committee

1. The Executive Committee shall be composed of the President, as Chairman, plus a minimum of four other Directors appointed by the President with the concurrence of the Chairman of the Board. The Executive Committee shall also be composed of the Association Officers, Committee Chairs, and may include SNA members appointed by the President with the concurrence of the Chairman of the Board to help make the Executive Committee representative of the demographics of the Association. With a quorum of three directors, the Executive Committee is responsible for management of the Association during the interval between meetings of the Board of Directors, and has all the powers of the Board during such interval. Actions taken by the Executive Committee shall be reported to the next succeeding meeting of the Board for its endorsement.

2. The Finance Committee shall be composed of a Chairman appointed by the Chairman of the Board, the President, the Treasurer, and a minimum of two other members appointed by the Chairman of the Board. The Finance Committee shall supervise the financial affairs of the Association, including the investment policy. The Committee, with a quorum of three, will make regular reports to the Board of Directors.

3. The Membership Committee shall be composed of a Chairman appointed by the President and such other members who may elect to serve. With a quorum of three, the Membership Committee will devise policies and programs designed to expand the membership; will develop opportunities to advertise the purposes of the Association; and will actively participate in activities designed to increase membership.

4. The Awards Committee shall be composed of a Chairman, appointed by the President, and such other members who may elect to serve. With a quorum of three, the Awards Committee will devise policies and programs to recognize those who advance the overall goals of the Surface Navy Association. Further, the Awards Committee will recognize those who have contributed to the advancement and excellence of the Surface Warfare profession.

5. The Symposium Committee shall be composed of a Chairman appointed by the President; and such other members who may elect to serve. With a quorum of three, the Symposium Committee will organize and develop the National symposium and regional symposia.

6. The Communications Committee shall be composed of a Chairman appointed by the President, and such other members who may elect to serve. The Communications Committee support the profession, its professionals and the professional association, and will undertake and coordinate projects and functions for the Association which inform the membership, and promote a general understanding of Surface Warfare to the public and key stakeholders. The Committee will coordinate its activities with those of the Surface Warfare Directorates of the Chief of Naval Operations, the Navy's Chief of Information and the Association's Board of Directors.

7. The Scholarship Committee shall be composed of a Chairman and a minimum of four other SNA members, at least two of whom shall be active duty. The members of the committee shall be nominated by the Executive Committee and appointed in writing by the President. The Chairman will be appointed for a three year term, the active duty members will be appointed for a one-year term, and the remaining two members will be appointed for two year terms. There will be no limit on the number of terms a member may serve. The Scholarship Committee shall administer all SNA scholarships including the selection of recipients, and recommend procedural and policy changes to the Executive Committee.

8. The Corporate Relations Committee shall be composed of a Chairman appointed by the President; and such other members who may elect to serve. With a quorum of three, the Corporate Relations Committee will develop and recommend to the Executive

Committee plans and policies to enhance participation in the Association by corporate entities.

B. Other ad hoc or standing committees may be established by the Board of Directors as needed.

VI. MEETINGS

A. Meetings of the Board of Directors shall be at the call of the Chairman of the Board or when requested by three members of the Board. It is expected that the Board will meet at least once a year. A quorum shall consist of one-third of the membership of the Board.

B. Annual meetings of the general membership shall be held pursuant to such decision by the Board of Directors. The purpose of annual meetings will be to receive the annual reports of the Officers, to receive such other reports as the Board of Directors may specify, and act on such other matters as the Board may deem appropriate for the annual meeting.

C. Calls for annual meetings will be issued by the Secretary not less than 25 nor more than 50 days prior to the meeting date.

D. Ten percent of the membership shall constitute a quorum at the annual meeting.

E. No member may vote by proxy at the annual meeting unless the procedures for proxy voting are specified in the Secretary's announcement of the meeting.

F. The President shall be the presiding officer at annual meetings.

VII. REGIONAL ORGANIZATION

A. The Board of Directors will develop programs and procedures for establishing field activities which shall be known as "Chapters" and "Regions."

1. Chapters and Regions are subordinate to the national central Association, and are subject to its general supervision and control.

2. The purpose of a Chapter is to further the objectives of the Association, and:

a. To administer local programs;

b. To assist in recruiting members;

c. To provide a communications link between National Headquarters and local members;

d. To provide a local forum for discussion of issues facing the U.S. Navy and particularly the Surface Naval Forces.

e. To make recommendations to the Board of Directors concerning policies, programs, or procedures designed to further the overall objectives of the Association.

3. A Region may be established by the Board of Directors whenever the number of Chapters in a Region requires an intermediate echelon to help coordinate activities.

B. Chapters shall be composed of members residing in a particular geographic area (e.g. Norfolk, San Diego). Members desiring to commission a local chapter should make written request to the Board of Directors.

1. Chapters may use the National Bylaws for organization and administration, if desired; alternately, Chapters may draft their own Bylaws, and send them to the National

Board of Directors for approval.

2. The operations and activities of Chapters shall be in keeping with the strictures imposed by the rules governing a 501(c)(3) organization.

3. Membership dues are to be paid to the National Association; Chapters needing assistance to fund local efforts shall request funding from the National Board of Directors.

4. The Presidents of Chapters and Regions are ex-officio members of the Board of Directors.

VIII. MISCELLANEOUS

- A. The fiscal year of the Association shall coincide with the calendar year.
- B. The Board of Directors and Officers elected by the Plankowners shall constitute the initial Board of Directors and Officers under these Bylaws. The term of office of the initial Directors and Officers shall be considered to start on 1 January following the date of incorporation.
- C. The undersigned, being the Secretary of the Surface Navy Association, certifies that these Bylaws were approved by the Board of Directors on 15 May 1985 at a meeting at which a quorum was present.
- D. These bylaws were amended by the Executive Committee of the Board of Directors on 15 April 1993 at a meeting at which a quorum was present.
- E. These bylaws were further amended by the Board of Directors on 5 October 1994 at which a quorum was present.
- F. These bylaws were further amended by the Board of Directors on 13 January 1998 at which a quorum was present.
- G. These bylaws were further amended by the Board of Directors on 11 January 2000 at which a quorum was present.
- H. These bylaws were further amended by the Executive Committee on 1 August 2000 at which a quorum was present.
- I. These bylaws were further amended by the Board of Directors on 20 September 2002 at which a quorum was present.
- J. These bylaws were further amended by the Board of Directors on 16 January 2004 at which a quorum was present.
- K. These bylaws were further amended by the Board of Directors on 14 January 2005 at which a quorum was present.
- L. These bylaws were further amended by the Executive Committee on 1 March 2006 at which a quorum was present.
- M. These bylaws were further amended by the Executive Committee on 19 April 2006 at which a quorum was present.
- N. These bylaws were further amended by the Board of Directors on 15 January 2008 at which a quorum was present.
- O. These bylaws were further amended by the Board of Directors on 12 January 2015 at which a quorum was present.