

Bylaws Of The Monterey Bay Chapter Surface Navy Association

Article I. Purpose of the Monterey Bay Chapter

Section 1. General.

The purposes for which the Monterey Bay Chapter of the Surface Navy Association is organized are the same as those of the central organization to wit:

- A. To promote, among all segments of American society, understanding and recognition of the role of the U.S. Navy, and in particular , the Surface Navy, in national security;
- B. To recognize and publicize professional contributions by Surface Warriors and others who champion the performance and evolution of the Surface Navy.
- C. To identify, study, seek, and propose solutions to problems affecting the Surface Navy as an element of the common defense and national security of the United States;
- D. To promote greater liaison and communication among the military and civilian communities on issues concerning the Surface Navy, its traditions, esprit and professionalism; and
- E. To provide fora for communications, discussion, and dissemination of professional matters affecting the Surface Naval Forces.

Section 2. Provisional.

The Monterey Bay Chapter and these Bylaws shall remain subordinate to the Surface Navy Association, its Articles of Incorporation and Bylaws.

Article II. Members

Section 1. General

- A. Membership in the organization is open to all those interested in a vital, modern U.S. maritime capability having a strong Surface Navy component manned by confident professionals.

Section 2. Classes of Membership

A There shall be three classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- (1) *Individual*
- (2) *Honorary*
- (3) *Contributory*

- B. Only "Individual Members" may vote or hold MBC/SNA offices.

Section 3. Individual Members.

- A. Individual membership is open to all United States citizens. The MBC/SNA Board of Directors (hereinafter referred to as the "Board of Directors"), will approve membership for eligible applicants upon receipt of their written application and appropriate fees.
- B. The Board may waive the citizenship requirement and approve the membership applications of citizens of Allied countries.
- C. There shall be one category of individual member.
 - 1) *Regular/Annual*: A member who has paid the established annual fee.
- D. Individual Members must also be a dues paid member of the National Surface Navy Association.
- E. Fees for Individual Membership shall be as established by the Board of Directors.

Section 4. Honorary Members.

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.

Section 5. Contributory Members.

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

Section 6. Election of Members.

Members shall be elected by the Board of Directors. An affirmative vote of two thirds of the Directors shall be required for election.

Section 7. Termination of Membership.

The Board of Directors, by affirmative vote of two thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any members who shall be in default in the payment of dues for the period fixed in Article XI of these by-laws.

Section 8. Resignation.

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Such resignation shall become effective when received or as specified therein.

Section 9. Reinstatement.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Boards, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 10. Transfer of Membership.

Membership in the MBC/SNA is transferable to other SNA chapters in the case of Individual members.

Section 11. Standing.

If a member of the MBC/SNA shall for any reason cease to be a member in good standing of the National Surface Navy Association, such member's rights and privileges as a member of the Monterey Bay Chapter shall cease until he or she has been reinstated as a member in good standing of the National Surface Navy Association.

Article III. Meetings of Members

Section 1. Annual Meeting.

An annual meeting of the members shall be held each year beginning with the year 1990, for the purpose of nominating candidates for general election and the transaction of such other business as may come before the meeting. The President shall be the presiding officer at the Annual Meeting.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting.

The Board of Directors may designate any place in the Monterey Bay Chapter area as the place of meeting for any annual or special meeting duly called.

Section 4. Notice of Meetings.

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than two nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of special meeting or when required by statute or by these by-laws, the specific purpose(s) for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members.

Any action required by law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum.

The members holding one-tenth of the votes which may be cast at the meeting shall constitute a quorum at such meeting.

Section 7. Proxies.

At any meeting of members, a member entitled to vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy. Procedures for proxy voting shall be specified in meeting announcements.

Section 8. Manner of Acting.

A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these by-laws.

Section 9. Voting by Mail.

Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Article IV. Board of Directors

Section 1. General Powers.

The affairs of the organization shall be managed by its Board of Directors. The Board shall control the assets of the MBC/SNA, establish policies, and shall initiate, implement, and execute those measures it deems necessary to further the interests of the chapter.

Section 2. Number, Tenure and Qualifications.

The number of MBC/SNA Directors shall be no less than four (4) to include the NPS Director of Programs and Surface Advocate.

Section 3. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, or any two Directors.

Section 5. Notice of Special Meetings.

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as shown by the records of the chapter. The business to be transacted at any regular or special meeting of the Board should be specified in the notice of such meeting.

Section 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these by-laws.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of a increase in the number or directors may be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum of the Board of Directors. An Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9. Compensation.

Directors as such shall not receive any slated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the chapter in any other capacity and receiving compensation therefor.

Section 10. Action by Directors.

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Article V. Officers.

Section 1. Officers.

The officers of MBC/SNA shall be a President, three or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, to have the authority and to perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office.

The officers of the chapter shall be elected annually by the general membership during the month of December following a meeting for nomination of candidates. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President.

The President shall be the principal executive officer of the organization, a member of the Board of Directors, and shall, in general, supervise and control all of the business and affairs of the organization. He or his designee shall be present at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors, or by these by-laws or by statute to some other officer or agent of the organization; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall function as liaison between the membership and the Surface Advocate of the Naval Postgraduate School.

Section 6. Vice Presidents.

In the absence of the President or in his inability or refusal to act, the Membership Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization, receive and give receipts for moneys due and payable to the chapter from any source whatsoever, and deposit all such moneys in the name of the organization in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; render a statement of the financial condition of the MBC/SNA at all meetings of the Board of Directors; be the disbursing officer of the chapter; arrange for an annual audit of the accounts of the chapter; be Chairman of the Finance Committee; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Secretary.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the chapter records and of the seal of the organization/chapter and see that the seal of the organization is affixed to all documents, the execution of which on behalf of the chapter under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; administer elections and certify results; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Article VI. Committees.

Section 1. Committees of Directors.

There shall be five standing committees of the Board of Directors chaired by officers with functions as described below:

- A. The Executive Committee. Chaired by the President and shall consist of the President, the Vice Presidents, and the other officers of the organization. With a quorum of five, the Executive Committee is responsible for the management of MBC/SNA 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.
- B. Membership Committee. Chaired by the Membership Vice President, the Membership Committee shall organize and manage an aggressive membership development/recruitment program for the chapter. HOWEVER, it is the duty of each member to seek new members to ensure the vitality of the organization.
- C. Program Committee. Chaired by the Program Vice President, the Program Committee shall organize and manage a speaker and events program.
- D. Resource Development. Chaired by the Resource Development Vice President, the Resource Development Committee shall plan and manage the chapter's fund raising program.
- E. Finance/Budget Committee. Chaired by the Treasurer, responsible for the control and general supervision of the finances (funds/assets) of the organization. Preparation of a proposed balanced budget to the Board of Directors for approval. Receive and review monthly financial reports on expenditures and income.

Section 2. Other Standing Committees.

Other standing committees of the Board of Directors shall include:

- A. Professional Development. Recognize and publicize professional contributions to and developments which improve the professionalism of the Surface Naval Forces of the United States, including:
 - *Achievements by units/commands of the U.S. Navy and Naval Reserve*
 - *Individual professional achievement by SWO/ESWS*
 - *Advances in hull, engineering and weapon systems*
 - *Tactics*
- B. Communications. Promote greater liaison and communication among all organizations and communities involved in or affected by Surface Navy issues or developments, including:
 - *Military*
 - *Business/Industry/Corporate*
 - *Academic*
 - *SWO Ambassadors*
 - *Special Events.* Plan, develop, and implement special events designed to promote recognition of the vital role of the U.S. Navy and Surface Naval Forces and personnel in national security, including:
 - *Exhibits*
 - *Conventions*
 - *Expositions*
 - *Surface Warrior Ball*
 - *Parties*

D. Legislative. Maintain effective awareness of legislation affecting Surface Naval Forces and, represent the views of the Chapter to appropriate elected officials and the National SNA on issues of concern.

- *Monitoring legislation*
- *Testimony*
- *Legislative representation*

However, no substantial part of the activities of the chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

E. Naval Reserve. Maintain effective awareness, development programs and activities addressing the issues, problems, and special concerns of the:

- *Naval Reserve Surface Forces/NRF*
- *Naval Reserve SWO/ESWS personnel*
- *Naval Reserve related areas*

F. Heritage. Foster and preserve the esprit, heritage and traditions of the United States Surface Navy and Surface Warriors.

Section 3. Ad Hoc Committees.

Ad hoc committees of the Board of Directors shall include:

A. Nominating Committee. Appointed by the President at least sixty (60) days in advance of the Annual Meeting. The membership of this committee shall be published at least thirty (30) days prior to the annual meeting. At the time and place selected by the President, the Nominating Committee shall meet and shall select for the ensuing year at least one nominee for each vacant position of the MBC/SNA. Nothing contained in this section shall preclude nominations for the Board of Directors by petition of at least ten (10) individual members. Insofar as practicable, the Nominating Committee shall make every effort to present a slate of candidates representative of the diversity of the chapter's membership.

Section 4. Appointment and Term of Office.

Each member of a committee shall be a member of the organization, appointed by the chairman of that committee, and serve in office until removed from such committee by the chairman, requests removal, or shall cease to qualify as a member thereof.

Section 5. Chairmen.

Committee chairmen are appointed by the Board of Directors.

Section 6. Vacancies.

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

Section 7. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Article VII. Contracts, Checks, Deposits and Funds

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President.

Section 3. Deposits.

All funds of the organization shall be deposited to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the organization.

Article VIII. Books and Records.

The organization shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. It shall keep at its registered or principal office a record giving the names and addresses of the member entitled to vote. All books and records of the organization may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article IX. Fiscal Year

Section 1. General

The fiscal year of the MBC/SNA shall be the same as that of the Surface Navy Association.

Article X. Dues

Section 1. Annual Dues.

The Board of Directors shall determine the annual dues and other fees payable to the organization by members of each class.

Section 2. Payment of Dues.

- A. Dues for individual annual members are payable to the National Surface Navy Association on the anniversary of initial joining.
- B. The National Surface Navy Association refunds a portion of each local member's dues to the Chapter to provide a fund for meeting local expenses.
- C. Nothing in these Bylaws shall prohibit a Chapter from requesting members to contribute to meet the expenses of local events.

Section 3. Default and Termination of Membership.

When any member of any class shall be in default in the payment of dues for a period of two months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors.

Article XI. Effectiveness and Amendments to Bylaws.

These Bylaws are subject to the approval of the Board of Directors of the Surface Navy Association. They may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present, at any regular meeting or at any special meetings, if at least two days written notice is given us to alter, amend or repeal or to adopt new bylaws at such meeting; provided that alterations, amendments, repeals, and/or adoption of new Bylaws remain subject to the approval of the Board of Directors of the Surface Navy Association.

Article XII. Dissolution of Chapter.

Upon surrender or revocation of the charter of the Monterey Bay Chapter, all records, books of accounts, funds, and other items belonging to the chapter shall be deeded to and forwarded to the National Headquarters of the Surface Navy Association.