

CHARLESTON CHAPTER  
SURFACE NAVY ASSOCIATION  
BY-LAWS

no hyphen

**ARTICLE I. Purpose of the Charleston Chapter.**

Section 1: The purposes for which the Charleston Chapter of the Surface Navy Association (CC/SNA) 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;

E. To promote, foster and preserve the heritage of the Surface Navy, its traditions, esprit and professionalism; and

F. To provide a forum for communications, discussion, and dissemination of professional matters affecting the Surface Naval Forces.

**ARTICLE II. Members**

Section 1: General. 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 CC/SNA offices.

Section 3: Individual Members

*National Board of Directors*

A. Individual membership is open to all United States citizens. The ~~Greater Washington Chapter of the Surface Navy Association Board of Directors~~, (hereinafter referred to as the "Board"), will approve membership for eligible applicants upon receipt of their written application and appropriate fees.

*National*  
B. The Board may waive the citizenship requirements 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 dues paid members of the~~ National Surface Navy Association *are also members of the local*

*National*  
E. Fees for Individual Membership shall be as established by the Board. *Chapters*

Section 4: Honorary Members. Honorary Membership may be conferred by the Board on civilian, government or military persons of distinction. ~~Eligibility for this non-voting membership class shall be determined by the Board.~~ *Local Chapters are encouraged to make nominations to the National Board.*

Section 5: Contributory Members. Contributory Members are corporations or individuals who wish to benefit the work of the Association through contributions. The Board shall establish a variable scale of contributions to this non-voting membership class. *National*

~~Section 6: Election of Members. Members shall be elected by the Board. An affirmative vote of two-thirds of the Directors shall be required for election.~~

Section 6: Termination of Membership. The Board, by affirmative vote of two-thirds of all members, 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 ~~21~~ of these by-laws. *21*

Section 7: Resignation. Any member may resign by filing a written resignation with the National 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. *7*

Section 8: Reinstatement. Upon written request, signed by a former member and filed with the National Secretary, the Board may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board may deem appropriate.

Section 9: Transfer of Membership. Membership is transferrable to other Chapters in the case of Individual Members.

Section 10: Standing. If a member 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 Charleston Chapter shall cease until he/she has been reinstated as a member in good standing of the National SNA.

### ARTICLE III Meetings of Members.

Section 1: Annual Meeting. An annual meeting of the members shall be held during the month of March in each year, beginning with the year 1993, for the purpose of electing the Executive Committee, and for transaction of such other business as may come before the Committee. 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 Executive Committee, or not less than one-tenth of the members having voting rights.

Section 3: Place of Meeting. The Executive Committee may designate any place in the Charleston area as the place of meeting for any annual or special duly called meeting.

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, by or at the direction of the president, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute, or by these by-laws, the specific purpose 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 chapter, with postage thereon prepaid.

Section 5: Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting, if a consent in writing setting forth the action so taken, is 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 any meeting shall constitute a quorum at such meeting.

ARTICLE IV. Board of Directors

*Chapter*  
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 CC/SNA, establish policies, and 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 CC/SNA Directors shall be *at least six (6) but not more than ten (10)* who shall serve without compensation for a period of three years from his/her election by the individual members, at the Annual Meeting, until a successor is elected and qualified. The initial Board, however, will have the terms: *one-third* of the Directors will expire *one year* after incorporation, *one-fourth* in two years, and *one-fourth* in three years, with the length of each individual's term determined by lot.

Section 3: *Regular Meetings*. A regular annual meeting shall be held *at least once a year* the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for additional regular meetings of the Board without other notice than such resolution.

Section 4: Special Meetings. Special meetings may be called by or at the request of the President, or any two Directors.

Section 5: Notice of any special meeting shall be given at least two days previously, by written notice delivered personally or sent by mail or telegram, to each Director at his/her address as shown by the records of the corporation. The business to be transacted at and/or the purpose of any regular or special meeting should be specified in the notice of such meeting.

Section 6: Quorum. A majority 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 Meeting. 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 any increase in the number of 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. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 9: Compensation. Directors shall not receive any 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 corporation in any other capacity and therefore receiving compensation.

Section 10: Informal 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, is signed by all the Directors.

Section 7: Proxies. At any meeting of members, a member entitled to vote may 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. (No hyphen in bylaws)

Section 9: Voting by Mail. Where officers are to be elected by members, such election may be conducted by mail in such manner as the Executive Committee shall determine.

**ARTICLE V. Officers.**

Section 1. Officers. The officers of CC/SNA shall be a President, three or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article.

Section 2. Election and Term of Office. The officers of the Chapter shall be elected annually by the membership at the regular annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting. Each officer shall hold office until a qualified successor has been duly elected.

Section 3: Removal. Any officer elected or appointed may be removed by the vote of the membership whenever the best interests of the Chapter would be served thereby.

Section 4: Vacancies. A vacancy in any office because of transfer, death, resignation, removal, disqualification or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

Section 5: President. The President shall be the principal Executive Officer of the Chapter, and shall, in general, supervise and control all of the business and affairs of the chapter. He/she shall preside at all meetings of the members.

Section 6: Vice Presidents. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (Officer) 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 may be assigned by the President.

Section 7: Treasurer. The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Chapter; receive and give receipts for monies due and payable from any source whatsoever, and deposit all such monies in the name of the Chapter 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 CC/SNA at all meetings; be the disbursing officer of the chapter; arrange for an annual audit of the accounts of the chapter; be ~~chairman~~ <sup>ex member</sup> of the Finance Committee; and, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President.

Section 8: Secretary. The Secretary shall keep the minutes of the Executive Committee meetings; ensure all notices are duly given in accordance with the provisions of these by-laws, or as required by law; be custodian of the corporate records; keep a register of the address of each member which shall be furnished by the National Secretary; administer elections and certify results; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President.

#### ARTICLE VI. Committees.

Section 1: Committees of Directors. There shall be five standing committees chaired by the officers with functions as described below:

- Executive committee
- Membership Committee
- Program Committee
- Resource Development Committee
- Finance & Budget Committee

A. The Executive Committee shall be chaired by the President and shall consist of the President, the Vice Presidents, and other Chapter officers. With a quorum of four, the Executive Committee is responsible for the management of CC/SNA during the interval between meetings. Actions taken by the Executive Committee shall be reported at the next succeeding general meeting for membership endorsement.

B. Membership Committee. Chaired by a 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 Chapter.

C. Program Committee. Chaired by a Vice President, the Program Committee shall organize and manage speakers and/or events program, including: developing topics, inviting speakers, and coordinating all aspects of a quarterly luncheon.

D. Resource Development. Chaired by a Vice President, the Resource Development Committee shall plan and manage the Chapter's fund raising program.

E. Finance/Budget Committee. Chaired by ~~the Treasurer~~, *a member of the Board (other than the Treasurer)*, responsible for the control and general supervision of the Chapter's finances (funds/assets) *and* preparation of a proposed balanced budget for approval. Receive and review *monthly* financial reports on expenditures and income *prepared by the Treasurer*.

Section 2. Other standing committees ~~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 USN and USNR.
- \*Individual professional achievement by SWO/ESWS.
- \*Advances in hull, engineering and weapons 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

C. 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's appropriate elected officials and the National SNA on issues of concern, including:

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

However, no substantial part of the activities of the chapter shall be the carrying on of propaganda, or otherwise



**ARTICLE VII. Contracts, Checks, Deposits and Funds.**

Section 1: Contracts. The Executive Committee may authorize any officer or officers, agent or agents of the Chapter, 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 Chapter, and such authority may be 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 Chapter, shall be signed by the Treasurer or as assigned by the President.

Section 3: Deposits. All Chapter funds shall be deposited to the Chapter's credit in such banks, trust companies, or other depositories as the Executive Committee may select.

Section 4: Gifts. The Executive Committee may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter.

**ARTICLE VIII. Books and Records.**

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Committee, ~~members.~~ It shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the organization may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE IX. Fiscal Year.**

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

**ARTICLE X. Dues.**

Section 1. Annual Dues.

*National*  
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.


ARTICLE XI. Effectiveness and Amendments to By-Laws.

These By-laws are subject to the approval of the Board of Directors of the Surface Navy Association. Upon approval, they may be altered, amended, or repealed and new by-laws may be adopted by a majority of the membership present or, at any regular meeting or at any special meetings, to alter, amend or repeal or to adopt new by-laws at such meetings; provided that alterations, amendments, repeals, and/or adoption of new by-laws remain subject to the approval of the Board of Directors of the Surface Navy Association.

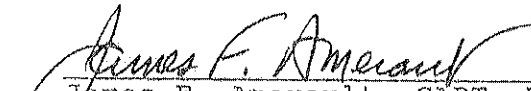
ARTICLE XII. Dissolution of Chapter.

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

Respectfully Submitted by:

  
Joan M. Johnson, RPC(SW), USN      2/5/92  
Secretary      Date

Approved by:

  
James F. Amerault, CAPT, USN      Date  
President