

BYLAWS
OF THE
HAMPTON ROADS CHAPTER
of the
SURFACE NAVY ASSOCIATION (SNA)

Article I. Purpose of the Hampton Roads Chapter

Section 1. The purposes for which the Hampton Roads Chapter of the Surface Navy Association (HRSNA) 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 Navy personnel and others who enhance 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, academic, 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 communication, discussion, and dissemination of professional matters affecting the Surface Naval Forces.
- G. To foster a Surface Warfare environment that is focused on both the enlisted and officer membership.

Section 2. The Hampton Roads Chapter and these Bylaws shall remain subordinate to the Surface Navy Association, its Articles of Incorporation and Bylaws.

Article II. Membership

Section 1. General.

A. The Hampton Roads Chapter will be comprised of SNA 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) :

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

C. Individual Members:

(1) Individual memberships are open to all U.S. citizens. The National Board of Directors 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 other friendly nations.

(3) There shall be one category of individual member and that is regular (or annual). Criterion for membership in this category is payment of the established annual fee.

(4) Annual fees for individual membership as well as development of additional categories of membership if desired will be a function of the National Board of Directors.

(5) Individual members of the SNA who are stationed in (or reside in) the Hampton Roads area are automatically members of the Hampton Roads Chapter.

D. Honorary members:

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

E. Contributory Members:

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

Article III. Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members of the Hampton Roads shall be held each year. The President shall be the presiding officer.

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. The President shall be the presiding officer.

Section 3. Place of Meeting. The Board of Directors may designate any place in the Hampton Roads 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 or e-mail to each member entitled to vote at such meeting, not less than five nor more than 30 days before the date of such meetings, 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 Bylaws, the specific purpose(s) for which the meeting is called shall be stated in the notice.

Section 5. Quorum. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. Members represented by proxy will be included in the quorum computation.

Section 6. 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 7. 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 Bylaws.

Section 8. Voting by Mail or E-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 or email in such manner as the Board of Directors shall determine.

Article IV. Board of Directors

Section 1. General Powers. The affairs of the Chapter shall be managed by its Board of Directors. The Board shall control the assets of the HRSNA, 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 HRSNA Directors shall not be less than twelve (12). The following are recommended as members of the Board of Directors: Surface Warfare Officers serving in command of Hampton Roads major command ships, squadrons, commanding officers and Officers in Charge; Command Master Chief of Commander Naval Surface Force, U.S. Atlantic Fleet. The remaining Board Members shall be nominated and elected from other Chapter members with at least three being retirees or civilians. They will be elected to one, two, or three year terms at the Annual Meeting (ART III, Section 1). Members of the Board of Directors shall serve without compensation. A listing of Board of Directors will be kept as Appendix A to this Charter.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without prior notice 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, normally monthly, 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 any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or e-mail to each Director at his or her address as shown by the records of the Chapter. The business to be transacted at and/ or the purpose of 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. However, if less than a majority of the Directors are present at said meeting due to operational commitments, a minimum of seven (7) Directors, including the President and Secretary, may comprise a quorum.

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 Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of 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 or her predecessor in office.

Section 9. Compensation. Directors as such shall not receive compensation for their services, except for an official representing the Chapter at a national organization meeting.

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, shall be signed by all the Directors.

Article V. Officers

Section 1. Officers. The Directors shall elect the following Officers; all shall be members of the Board of Directors and shall serve without compensation. Any two or more offices may be held by the same person except the offices of President and Secretary.

President
Vice President
Secretary
Treasurer

A. The President, who also acts as the Chairman of the Board of Directors, shall, under the supervision of the Board:

- (1) Administer the affairs of the Chapter;
- (2) Formulate and execute procedures, programs, and directives necessary to carry out approved policies;
- (3) Keep the Board advised of issues requiring the Board's attention;
- (4) Serve as the Chair of the Finance Committee;
- (5) Perform such other duties as the Board may direct.

B. The Vice President shall:

- (1) Preside in the absence of the President;
- (2) Serve as Chairman of the Membership Committee;

- (3) Be assigned such other duties as the President may direct.
- (4) Chair the Program Committee;
- (5) Perform such other functions as the President directs.

D. The Secretary shall:

- (1) Keep the minutes of Board of Directors and Chapter meetings;
- (2) Issue calls for all meetings of the Board of Directors and general membership meetings;
- (3) Have cognizance of all Chapter correspondence, and be keeper of the Chapter seal;
- (4) Administer elections, and certify results;
- (5) Maintain the roster of members and the associated status of dues;
- (6) Serve as a member of the Membership Committee;
- (7) Perform such other duties as the President may direct.

E. The Treasurer shall:

- (1) Have charge and custody of, and be responsible for, all funds of the Chapter, and deposit all such funds in the name of the Chapter in a bank or other depository approved by the Board of Directors;
- (2) Keep and maintain accounts of the Chapter's financial transactions;
- (3) Render a statement of the financial condition of the Chapter at all meetings of the Board of Directors;
- (4) Be the disbursing officer of the Chapter;
- (5) Arrange for an annual audit of the accounts of the Chapter by a qualified individual who is not a member of the Finance Committee;

Proposed Change:

- (5) Complete annual National SNA Chapter Audit report form. Treasurer signs and submits to Chapter President for review prior to submitting to National SNA.
- (6) Be a member of the Finance Committee;
- (7) Perform such other duties as the President may direct.

Section 2. Election and Term of Office. The officers of the Chapter shall be elected annually by the Board of Directors at the first regular Board Meeting following the Annual Meeting (ART III, Section 1). New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Officers may be reappointed with no limitations on the number of terms.

Section 3 . Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgement, the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, retirement, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Article VI. Committees

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

Membership Committee

Program Committee

Finance/Budget Committee

A. Membership Committee. Chaired by the 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. The committee's goal is to promote inclusion and foster increased participation by both enlisted and officer personnel at all levels.

B. Program Committee. Chaired by the Vice President, the Program Committee shall organize and manage a speakers and/or events program, including: developing topics, inviting speakers, and coordinating all aspects for periodic meetings.

C. Finance/Budget Committee. Chaired by the President, who is responsible for the control and general supervision of the finance (funds/assets) of the organization. The Treasurer shall be a member. It receives and reviews monthly financial reports on expenditures and income. A monthly bank statement will be mailed/ emailed by the Treasurer to the President.

Section 2. Other ad hoc or standing committees may be established by the President or Board of Directors as needed.

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 Bylaws, 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. No money shall be authorized to be expended and no contract of obligation incurred of any kind or nature, and no authority given to incur any obligation involving the payment of money, in the name or on behalf of the Association beyond money actually in hand, appropriated and set aside for the purpose, unless the contract or obligation is wholly secured by real property owned by the Association. In the event the Board of Directors determine a need for executing a loan to carry out the business of the Association the loan will be secured only by the signatures of those individuals who elect to be a party.

Financial records will be maintained for no less than three years.

Chapter funds may be expended as follows:

A. To provide public awareness of issues of concern to the general membership.

B. To produce and disseminate Association documentation, correspondence, and periodic Newsletters to the membership and other concerned individuals and activities.

C. To accomplish specific purpose of special funds when so stipulated by the fundee.

D. To sponsor events/awards that recognize excellence in Surface Warfare or promote the Association.

E. Expenditure of funds in excess of \$200 will not be made without majority approval of the Board of Directors; or in the event an immediate decision must be made with respect to funding the Chapter President or Vice President is authorized to expend funds in excess of \$200.

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 a manner as shall be determined by the resolution of the Board of Directors . In absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or the 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 direct.

Section 4. Gifts. The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or device 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 account 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 members entitled to vote. All books and records of the organization may be inspected by any member, or his or her agent or authority, for any proper purpose at any reasonable time.

Article IX. Fiscal Year

The fiscal year of the HRSNA shall coincide with that of the National Association which begins on the first day of January and ends on the last day of December of each year.

Article X. Dues

Section 1. Annual Dues. The National Board of Directors shall determine the annual dues and other fees payable to the Association by members.

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 period for which such dues become payable, his or her membership may thereupon 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 . The 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 to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

Article XII. Resolutions

Resolutions will provide for the formal direction of the Association activity and management. Resolutions will provide a communication vehicle for strategy and methodology definition. Resolutions will be adopted by majority Board ruling. The general membership is encouraged to submit proposals for resolutions for Board deliberations.

Article XIII. Dissolution of Chapter

Upon surrender or revocation of the charter of the Hampton Roads 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.

[Approved at Board of Directors Meeting on December 14, 2005]