

THE PHILADELPHIA, PENNSYLVANIA CHAPTER
OF THE
SURFACE NAVY ASSOCIATION
CONSTITUTION AND BYLAWS

ADOPTED JUNE 22, 1993

CONSTITUTION OF THE
PHILADELPHIA, PENNSYLVANIA CHAPTER OF THE
SURFACE NAVY ASSOCIATION

ARTICLE I - NAME

The name of this association shall be "The Philadelphia, Pennsylvania Chapter of the Surface Navy Association" to be referred to hereinafter as the "Chapter." The term "Association" shall mean the Surface Navy Association.

ARTICLE II - NATURE OF THE CHAPTER

The Chapter shall be composed of those members of the Association who have officially notified the Association of their intent to affiliate with the Chapter. The Chapter shall have one governing body known as the Board of Directors. It shall be the accredited medium for the consideration, determination, and transaction of matters pertaining to the Chapter and its relations as a whole with the Association.

ARTICLE III - OBJECTS AND PURPOSES

The objects and purposes of the Association and the Chapter shall be as stated in the Bylaws of the Association and of the Chapter.

ARTICLE IV - MEMBERSHIP

Every member of the Association who notifies the Association of the intent to affiliate with the chapter shall be so affiliated and shall be automatically considered to be a member of the Chapter. Every member of the Chapter shall have the right to vote and the privilege of being a nominee for election or appointment to the Board of Directors of the Chapter.

ARTICLE V - BOARD OF DIRECTORS

A. The management of the Chapter shall be vested in a Board to be known as the Board of Directors, which shall conduct the business of the Chapter. The Board of Directors shall be recognized as the official voice of the Chapter as a whole. The Board of Directors shall be responsible for proper action on all matters in which the members of the Chapter may be interested and have authority to act as the Chapter.

B. The Board of Directors shall be composed of:

1. Not less than five, nor more than fifteen, members of the Chapter.
2. All officers listed in Article VI.



- C. All Past Chapter Presidents shall be, ex officio, members of the Board of Directors, but their numbers shall not be considered for quorum purposes.

ARTICLE VI - OFFICERS AND EXECUTIVE COMMITTEE

A. The officers of the Chapter shall consist of the President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

B. The Executive Committee of the Chapter shall consist of the above named officers, together with one additional member elected from its membership by the Board of Directors. All members of the Executive Committee shall have voting privileges. This committee shall exercise the powers of the Board of Directors between meetings of the Board.

ARTICLE VII - AMENDMENTS

This Constitution may be amended by a two-thirds vote of the members present at a meeting of the Board of Directors, provided that formal notice of the changes proposed shall be published and members shall be given a period of at least thirty days after publication within which to cast their votes, and further provided that all such amendments shall be consistent with the Bylaws of the Association.

ARTICLE VIII - EFFECTIVE DATE

This Constitution shall take effect on and after its adoption by the Board of Directors.

BYLAWS OF THE
PHILADELPHIA, PENNSYLVANIA CHAPTER OF THE
SURFACE NAVY ASSOCIATION

ARTICLE I. ESTABLISHMENT OF BYLAWS

Section 1. 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 its corporate headquarters located in the Washington, DC metropolitan area. The management of the affairs of the Philadelphia, Pennsylvania Chapter of the Surface Navy Association ("Chapter") shall be vested in the Board of the Chapter. These Bylaws of the Philadelphia, Pennsylvania, Chapter of the Association are meant to be consistent in every respect with the Bylaws of the Association.

Section 2. The Board of Directors of the Chapter hereby establishes the following Bylaws for the management of the Chapter.

Article II. PURPOSE OF THE ASSOCIATION AND THE CHAPTER

- Section 1. The purposes for which the Association is organized are:
- A. To promote, among all segments of American Society, recognition of the role of the U.S. Navy, and in particular Surface Naval Forces, in national security;
 - B. To recognized and publicize professional contributions to, and development in, the performance and evolution of Surface Naval Forces;
 - C. To identify, study, and seek solutions to problems affecting Surface Naval Forces 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 business

communities on issues concerning Surface Naval Forces;

- E. To foster and preserve the heritage of the Surface Naval Forces, their traditions, esprit and professionalism;
- F. To provide forums for communications, discussion and dissemination of professional matters affecting Surface Naval Forces;

Section 2. The purposes for which this Chapter is organized are:

- A. To further the objectives of the Association;
- B. To administer local programs;
- C. To assist in recruiting members;
- D. To provide a communications link between National Headquarters and local members;
- E. To provide a local forum for discussion of issues facing the U.S. Navy and particularly the Surface Naval Forces.
- F. To make recommendations to the Board of Directors of the Association concerning policies, programs, or procedures designed to further the overall objectives of the Association.

Article III. MEMBERSHIP

Section 1. The Chapter will be comprised of members of the Association who are interested in a vital, modern U.S. maritime capability with a strong surface naval component manned by confident professionals.

Section 2. There shall be three classes of members (but only "Individual Members" may vote or hold association or chapter offices):

Section 3. Individual Members

- A. 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.

- B. The President of the Association may waive the citizenship requirement and approve the membership applications of citizens of Allied countries.
- C. There shall be three categories of individual members:

Category	Criteria
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.

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

Section 4. Honorary Members

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

Section 5. Contributory Members

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

Article IV. MEETINGS OF MEMBERS OF THE CHAPTER

- Section 1. Annual Meeting. An annual meeting of the members shall be held during the month of May in each year, beginning with the year 1994, for the purpose of electing Directors, and for transaction of such other business as may come before the members. The President shall be the presiding officer at the annual meeting.
- Section 2. Special Meetings. Special meetings of the members of the Chapter 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 Philadelphia 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 Bylaws, 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, 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.

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 Bylaws.

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

ARTICLE V. 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 Chapter, 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 Chapter Directors shall be at least five (5) but not more than fifteen (15), who shall serve without compensation for a period of three years from his/her election by the members at the Annual Meeting, until a successor is elected and qualified. The initial Board shall be elected by the Chapter Plankowners, and will have the following terms: one-third of the Directors terms will expire the year after formation, one-third in two years, and one-third in three years, with the length of each individual's term determined by lot.

Section 3. Regular Meetings. A regular annual Board meeting shall be held in conjunction with 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 prior to such meeting, 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 shall 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, they 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 Bylaws.
- Section 8. Vacancies. Any vacancy occurring in the Board of Directors, or 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 Chapter 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.

ARTICLE VI. OFFICERS.

Section 1. Chapter Officers. The officers of Chapter shall be a President, two 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 Directors at a 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 Directors 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 so designated by the Board 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.

Secretary. The Secretary shall be responsible for giving notice and keeping records of all meetings of the Chapter members, the Board of Directors of the Chapter, and the Executive Committee of the Board. The secretary shall maintain complete and accurate lists of all members of the Association who have notified the Association of their intent to affiliate with the Chapter. The secretary shall generally perform or cause to be performed all duties usually appertaining to the office of Secretary of a nonprofit association and shall have such other powers and authority and perform such other duties as shall be delegated to or assigned him/her from time to time by the President or the Board of Directors.

Section 8.

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 these Bylaws; render a statement of the financial condition of the Chapter at all meetings; be the disbursing officer of the Chapter; arrange for an annual audit of the accounts of the Chapter; be a member 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.

ARTICLE VII. COMMITTEES.

Section 1.

Committees of the Board 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. Executive Committee. The Executive Committee shall be chaired by the President and shall consist of the Chapter Officers, plus one other member of the Chapter selected by the Board of Directors. The Executive Committee is responsible for the management of the Chapter during the interval between meetings, and shall require a quorum of four members for any meetings. Actions taken by the Executive Committee shall be reported at the next succeeding meeting of the Board for endorsement.
- B. Membership Committee. Chaired by the First Vice President, the Membership Committee shall organize and manage an aggressive membership development/recruitment program for the Chapter. However, it shall be the duty of each member to seek new members to ensure the vitality of the Chapter.
- C. Program Committee. Chaired by the Second Vice President, the Program Committee shall organize and manage speakers and/or events programs including: developing topics, inviting speakers, and coordinating all aspects of a quarterly luncheon.
- D. Resource Development. Chaired by the First Vice President, the Resource Development Committee shall plan and manage the Chapter's fund raising program.
- E. Finance/Budget Committee. Chaired by a member of the Board (other than the Treasurer) the Finance/Budget Committee shall be responsible for the control and general supervision of the Chapter's finances, preparation of a proposed balanced budget for approval, and the review of monthly financial reports on expenditures and income prepared by the Treasurer.

Section 2. Other standing committees may 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 issuers 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
 - * Social Gatherings
- D. Legislative. Maintain effective awareness of legislation affecting Surface Naval Forces and represent the views of the Chapter's appropriate elected officials and the Association on issues of concern, including:
- * Monitoring legislation
 - * Testimony
 - * Legislative representation
- E. Naval Reserve. Maintain effective awareness, develop programs and activities addressing the issues, problems, and special concerns of the:
- * Naval Reserve Surface Forces/NRF
 - * Naval Reserve SWO/ESWS personnel
 - * 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 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 office of the Chapter. Nothing contained in this section shall preclude nominations for the Executive Committee 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 Chapter, appointed by the chairman of that committee, and serve in office until: the member is removed from such committee by the chairman; requests removal; or shall cease to qualify as a member thereof.

Section 5. Chairman. Committee chairmen are appointed by the Executive Committee or the President.

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 Executive Committee 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 VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 : Contracts. The Executive Committee may authorize any Officers or officers, agent or agents of the Chapter, 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 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 the President.
- Section 3. Deposits. All Chapter funds shall be deposited to the Chapter's credit in such banks, trust companies, or other depositaries 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 IX. 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 Board of Directors, Executive Committee, and Committees of the Board. It shall also 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 X. FISCAL YEAR; DUES

The fiscal year of the chapter shall be the same as that of the Surface Navy Association. (January 1 - December 31)

- Section 1. Annual Dues.
- The Association 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 Surface Navy Association on the anniversary of initial joining.
- B. The 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 BYLAWS.

These Bylaws 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 Bylaws may be adopted by a majority of the Chapter Board of Directors present at any regular meeting or at any special meeting of the Chapter Board of Directors, whose purpose is to 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 MISCELLANEOUS.

No substantial part of the activities of the Chapter shall be the carrying on of propoganda, 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.

ARTICLE XIII. DISSOLUTION OF CHAPTER.

Upon surrender or revocation of the Charter of the Philadelphia 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:

Much O. Lantieri 18 Aug 93
Chapter President Date

Approved by:

James W. Eastwood 19 Aug 93
Board of Directors Date
Surface Navy Association