

**BYLAWS OF THE
PUGET SOUND CHAPTER
SURFACE NAVY ASSOCIATION**

Article I. Purpose of the Puget Sound Chapter.

Section 1. The purposes for which the Puget Sound Chapter of the Surface Navy Association (SNA) is organized are the same as those of the national organization, to wit:

- a. To promote, among all segments of American society, the understanding and recognition of the role of the U.S. Navy and, in particular Surface Naval Forces in national security.
- b. To recognize and publicize professional contributions by Surface Navy personnel and others who enhance the performance and evolution of Surface Naval Forces.
- c. To identify, study, seek, and propose 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 civilian communities on issues concerning Surface Naval Forces.
- e. To promote, foster, and preserve the heritage of the Surface Naval Forces, its traditions, esprit and professionalism.
- f. To provide a forum for communications, discussion, and dissemination of professional matters affecting the Surface Naval Forces.

Section 2. The Puget Sound 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 Puget Sound 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 (only "Individual Members" may vote or hold chapter offices):
 1. Individual
 2. Honorary

3. Contributory

c. Individual members:

1. Individual memberships are open to all U.S. citizens who are dues-paying members of the Surface Navy Association. The Board of Directors of the National Association will approve membership for eligible applicants upon receipt of their written application and appropriate fees.

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

3. There shall be one category of Individual Members and that is regular/annual. Criterion for membership in this category is payment of the established annual fee to the Association.

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

d. 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.

e. Contributory Members. Contributory Members are corporations or individuals who wish to benefit the work of the Chapter through contributions. The 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 shall be held each year, beginning with the year 1995, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. 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 Puget Sound 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 ten nor more than fifty days before the date of such meeting, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, 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 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, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. Members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum. Members represented by proxy will be included in the quorum computation.

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 Directors of offices 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 Chapter shall be managed by its Board of Directors. The Board shall control the assets of the Chapter, establish policies, and shall initiate, implement, and execute those measures it deems necessary to further the interests of the Chapter.

Section 2. Number, Tenures, and Qualifications. The number of Chapter Directors shall be four (4). They shall serve without compensation for a period of one year from his or her election by the individual members at the Annual Meeting until his or her successor shall have been elected and qualified. Directors will be the principal officers duly elected by the members.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, 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.

a. 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 message 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 5. 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, they may adjourn the meeting without further notice.

Section 6. 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 7. 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 a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 8. Reimbursement of Travel Expenses. Directors shall not receive compensation for their services, except Chapter officials shall be authorized reimbursement of travel expenses incurred while representing the Chapter at a national organization meeting if previously approved by the Directors.

Section 9. 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 of the Directors.

Article V. Officers.

Section 1. Officers. The members shall elect the following Officers, who 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. Perform such other duties as the Board may direct.

b. The Vice President shall:

1. Preside in the absence of the President.
2. Be assigned such other duties as the President may direct.

c. 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 the 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.

d. 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.

6. Perform such other duties as the President may direct.

Section 2. Honorary Chairman: The senior Surface Warfare Officer within Chapter boundaries shall by virtue of that fact, be designated as honorary Chairman for the Chapter. As such, his counsel and advice on Chapter matters will be duly noted and considered.

Section 3. Election and Term of Office. The Directors/Officers of the Chapter shall be elected annually by the members at the regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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. Officers may be elected or reappointed with no limitation on the number of terms.

Section 4. 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 5. Vacancies. A vacancy in any office because of transfer, death, resignation, 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. There shall be four standing committees:

Membership Committee
Program Committee
Resource Development Committee
SITREP Newsletter Committee

a. Membership Committee. Chaired by any Individual Member. The Membership Committee shall organize and manage an aggressive membership retention/recruitment program for the Chapter. However, it is the duty of each member to seek new members to ensure the vitality of the organization.

b. Program Committee. Chaired by any Individual Member. 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. Awards Committee: Chaired by any Individual Member. The Awards Committee shall plan and manage the Chapter's awards program.

d. SITREP Newsletter Committee. Chaired by the Secretary, the Awards Committee will be responsible for submitting news of events that have recently taken place or are planned for the Chapter to the National Newsletter Editorial Board.

Section 2. Other ad hoc or standing committees may be established by the 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 Chapter, and such authority may be general or confined to specific instances.

a. No money shall be authorized to be expended and no contract of obligation incurred of any kind or nature, and no authority shall be given to incur any obligation involving the payment of money, in the name or on behalf of the Chapter beyond the 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 Chapter. 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.

b. Financial records shall be maintained for no less than three years.

c. Funds obtained either through dues or contributions may be expended as follows:

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

2. To produce and disseminate Chapter documentation, correspondence, and periodic newsletters to the membership and other concerned individuals and activities.

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

4. Expenditure of funds in excess of \$150 will not be made without majority approval of the Board of Directors (this allows such officials as the Secretary of buy pencils, paper, etc.).

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 such officer or officers, agents 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 or by the President.

Section 3. Deposits. All funds of the Chapter shall be deposited to the credit of the Chapter 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 Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter. All gifts, bequests, or devises accepted on behalf of the Chapter or the National Association must remain in the custody of the Chapter or the National Association.

Article VIII. Books and Records.

The Chapter shall keep correct the complete books and records of account and shall also keep minutes of the proceedings of its members and 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

Chapter 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.

The fiscal year of the chapter 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 others fees payable to the National Association by members.

Section 2. Default and Termination of Membership. When any member of any class is in default in the payment of dues, his or her membership may thereupon be terminated by the Board of Directors of the National Association.

Article XI. Effectiveness and Amendments by 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 Chapter 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; 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. Resolutions.

Resolutions will provide for the formal direction of the Chapter activity and management. Resolutions will provide a communication vehicle for strategy and methodology definition. Resolutions will be adopted by majority Board ruling and, when adopted, will be made an attachment to these Bylaws. The general membership is encouraged to submit proposals for resolutions for Board deliberations.