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BYLAWS
OF THE
YOKOSUKA CHAPTER
SURFACE NAVY ASSOCIATION

Article I. Purpose of the Yokosuka Chapter

Section 1. The purposes for which the Yokosuka Chapter of the Surface Navy Association (SNAY) is organized are derived from those of the national organization, and are:

A. To promote, among all segments of American and Japanese society, understanding and recognition of the role of the U.S. Navy and, in particular, the Surface Naval Forces in the security of the United States and Japan;

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; and

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

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

Article II. Membership

Section 1. General.

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

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B. There shall be three classes of members (but 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 national Surface Navy Association who reside in the greater Yokosuka-Yokohama-Tokyo area. The Membership Committee will approve membership for eligible applicants upon notification of an individual's membership in the National Association, desire to join the Yokosuka Chapter, and receipt of applicable fees if any.

(2) The President of the Chapter may recommend to the President of the National Association that the U.S. citizenship requirement be waived for citizens of other friendly nations to join the National Association through affiliation with the Yokosuka Chapter.

(3) There shall only be one category of individual member and that is regular, ie., annual. Criterion for membership in this category is payment of the established national annual fee and annual Chapter fee (if any).

(4) Annual Chapter fees (if any) for individual membership will be determined the Board of Directors.

D. Honorary Members

Honorary Membership may be conferred by the Board of Directors on members of the Japanese Maritime Self Defense Force and other 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 eligibility and 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 1994, for the purpose of

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electing the Board of Directors and for the transaction of such other business as may come before the meeting. The President shall be the presiding officer, or in his/her absence the Vice-President, Secretary, or Treasurer (in that order). The annual meeting shall normally be held in October or November (in any case before 1 January of each year to allow the new Board to approve the upcoming fiscal year budget) at a time and date specified by the Board of Directors. In order for Board of Directors elections to be held, one tenth of the voting membership of the Chapter must be present or be represented by proxy. Therefore the Board of Directors should consider the schedules of the Yokosuka homeported ships in determining the date of the annual meeting.

Section 2. Proxies. At the discretion of the Board of Directors, a member entitled to vote may vote by proxy executed in writing by the member or by his/her 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 promulgated when needed.

Section 3. Other Meetings. Other 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, or in his/her absence the Vice-President, Secretary, or Treasurer, (in that order).

Section 4. Place of Meeting. The Board of Directors may designate any place in the greater Yokosuka-Yokohama-Tokyo area as the place of meeting for any annual or special meeting duly called.

Section 5. Notice of Meetings. A notice stating the place, day and hour of any meeting of members shall be promulgated, normally by message, to the local commands. In the case of a special meeting, the specific purposes for which the meeting is called shall be stated.

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 SNAY, including the approval of the budget; establish policies; and shall initiate, implement, and execute those measures it deems necessary to further the interests of the Chapter and the National Association. The Board of Directors may refer an issue to a meeting of the entire membership to establish the "sense of the members". However, member votes in these instances are only advisory.

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Section 2. Eligibility, Number and Tenure. The members of the Board will be voting members of the Chapter and will be U.S. citizens. The number of SNAY Directors shall be ten (10), at least seven (7) of whom shall be on active duty. Of the ten Directors, four will not be assigned to sea-going duty (includes any retired Directors), and six will be from sea going commands. They shall serve without compensation for a period of approximately one year from his or her election by the individual members at the Annual Meeting until his or her successor has been elected at the next Annual Meeting. There is no limit to the number of terms an individual may serve as a member of the Board of Directors.

Section 3. Annual Meetings. An annual meeting of the Board of Directors shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of members.

Section 4. Other Meetings. The Board of Directors may approve by majority vote of those present, the time and place for the holding of additional meetings of the Board without other notice than such vote. Meetings of the Board of Directors may also be called by or at the request of the President, or any three Directors.

Section 5. Notice of any meeting of the Board of Directors shall be given at least two days previous thereto either verbally or in writing to each Director who is in the greater Yokosuka-Yokohama-Tokyo area. The business to be transacted at and/or the purpose of any meeting of the Board will be specified in the notice of such meeting.

Section 6. Quorum. More than one third 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 bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors due to residence of a Director no longer being in the greater Yokosuka-Yokohama-Tokyo area, death, resignation, or otherwise, will be filled by the vote of a majority of the remaining Directors, although the number of remaining Directors may be less than a quorum of the Board of Directors. A departing Director if still present at the time of the election of his or her replacement is entitled to vote on such replacement. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The election of Directors to

fill vacancies must be such that the Board makeup remains in accordance with section 2 of this Article.

Section 9. Reimbursement of Travel Expenses. Directors shall not receive compensation for their services, except Chapter officials can be authorized reimbursement of travel expenses incurred while representing the Chapter if approved in advance by a meeting of the Board at which a quorum is present.

Section 10. Action by Directors Without Meeting. 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 two thirds of 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. At least two thirds of the Board of Directors will be present or represented by proxy for these elections to be held. The President and Vice President will not both be assigned to sea going duty. The Treasurer will not be assigned to sea going duty.

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 Chairman of the Executive Committee;
- (5) Preside at Board and general membership meetings; and
- (6) 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 Vice-Chairman of the Membership Committee;
- (3) Be assigned such other duties as the President may direct.

C. The Secretary shall:

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- (1) Keep the minutes of Board of Directors and Chapter meetings (in the Secretary's absence, the Secretary will arrange for another member to keep the minutes);
- (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; and
- (7) Perform such other duties as the President may direct.

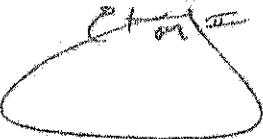
E. The Treasurer shall:

- (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. Disbursements will be in accordance with the approved budget. Unbudgeted disbursements of less than 100 dollars can be made with the approval of the President or Vice President. Unbudgeted disbursements of 100 dollars and above will only be made with the approval of the Board of Directors.
- (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;
- (6) Be a member of the Finance Committee; and
- (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 annual meeting of the Board of Directors or at the next meeting following notification of a vacancy or impending vacancy. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Officers may be reappointed with no limitation on the number of terms.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of all of the Board of Directors whenever in their judgement such attention would be in the best interest of the Chapter.

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Section 4. Vacancies. A vacancy in any office because the officer no longer resides in the greater Yokosuka-Yokohama-Tokyo area, death, resignation, removal, or otherwise, will be filled by a Board of Directors election of a new officer for the unexpired portion of the term. At least two thirds of the Board of Directors shall be present or represented by proxy for this election.

Section 5. Honorary Chairman. The senior U.S. Navy Surface Warfare Officer (active or retired) who resides within the greater Yokosuka-Yokohama-Tokyo area and is a voting member of the Chapter shall by virtue of that fact be designated as Honorary Chairman for the Chapter. As such, his or her advice on Chapter matters will be duly noted and considered.

Section 6. Legal Advisor. The President may appoint a Legal advisor, normally a JAG Corps officer, who will generally attend Board meetings as a non-voting member. Although preferable, the Legal Advisor need not be a SNAY member. The legal Advisor shall:

- (1) Interpret the Bylaws of the Chapter upon request, and advise upon the legality of proposed activities and matters affecting the Chapter;
- (2) Review proposed changes to the Bylaws before submission to the Board of Directors; and
- (3) Maintain the legal case file and administer correspondence and requests for such information.

Article VI. Committees.

Section 1. Standing Committees. There shall be four standing committees, listed below. Following the annual election of the Chapter officers, the committee members will be elected or appointed by the President as stipulated in this Article. There is no limit to the number of terms a member may serve on any Committee.

Executive Committee
 Membership Committee
 Program Committee
 Finance and Resource Committee

A. Executive Committee. The Executive Committee shall be chaired by the President and shall consist of the President, the Chairman of the Finance and Resource Committee, and three other Directors elected by the Board of Directors at the Annual Meeting. If the President is assigned to sea going duty, one of the three Directors he or she appoints will be the Vice President who will

chair the Executive Committee in the President's absence. With a quorum of three, the Executive Committee is responsible for the management of the SNAY during intervals 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. The Membership Committee will be chaired by the Membership Chairman appointed by the President. Other members of the Committee will be the Vice-President, the Secretary, and a minimum of two other members appointed by the President. The committee shall organize and manage an aggressive membership program for the Chapter. However, it is the duty of each member to seek new members to ensure the vitality of the organization. At every Board of Directors meeting the Committee will provide a membership status report.

C. Program Committee. The Program Committee shall be comprised of a Chairman appointed by the President; and a minimum of two other members appointed by the 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. At every meeting of the Board of Directors they shall report on the status of upcoming programs.

D. Finance and Resource Committee. The Finance and Resource Committee shall be comprised of a Chairman appointed by the President; the Treasurer; and a minimum of three other members appointed by the President. The Committee shall be responsible for the control and general supervision of the finances (funds/assets) of the organization; preparation of a proposed balanced budget to be submitted to the Board of Directors for approval prior to 1 January of each year; and receipt and review of monthly financial reports on expenditures and income. They shall also plan and manage the Chapter's fund raising program. At every meeting of the Board of Directors they shall provide a financial report.

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

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No money shall be authorized to be expended and no contract of obligation incurred of any nature, and no authority given to incur any obligation involving the payment of money, in the name of or on behalf of the Chapter beyond money actually in hand. In the event the Board of Directors determine a need for executing a loan to carry out the business of the Chapter, the loan will be secured only by the signatures of those individuals who volunteer to become personally responsible for its repayment.

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

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

- a. To provide public awareness of issues of concern to the general membership.
- b. To produce and disseminate Chapter documentation, correspondence, and periodic newsletters to the membership and other concerned individuals and activities.
- c. To accomplish specific purpose(s) of special funds when so stipulated by the Board of Directors.
- d. To provide small mementos on behalf of the Chapter to individuals when so authorized by the Executive Committee. The Executive Committee shall specify the maximum cost of such mementos.
- e. To support meetings/programs for the entire membership.

Section 2. Checks, drafts etc. All checks, drafts, or orders for payment of money, issued in the name of the organization shall be signed by the Treasurer or 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.

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. All gifts, bequests, or devises accepted on behalf of the Chapter must remain in the custody of the Chapter.

Article VIII. Books and Records.

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The Chapter shall keep correct the complete books and records of account, and shall also keep minutes of the proceedings of its Board of Director's, and any correspondence and information provided to the Chapter by the National Association. 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 attorney or agent, for any proper purpose at any reasonable time.

Article IX. Fiscal Year.

The fiscal year of the SNAY 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. Chapter Dues.

Section 1. Annual Dues. The Board of Directors shall determine the amount of the annual Chapter dues, if any, and other fees payable to the Chapter by individual members.

Section 2. Payment of Dues. Chapter dues shall be payable in advance on the first day of January of each fiscal year. Dues of a new member shall be prorated from the first day of the month in which their membership begins for the remainder of the fiscal year. Dues will not be refundable for any reason.

Section 3. Default and Termination of Membership. When any member in any class shall be in default in the payment of Chapter dues for a period of two months from the beginning of the fiscal year or period from which dues became payable, his or her membership in the Chapter may thereupon be terminated by the Board of Directors.

Article XI. 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 Chapter Board of Directors present, at any meeting at which more than one-half of the Board of Directors are present; provided that alterations, amendments, repeals, and/or adoption of new Bylaws be endorsed by the majority of the voting members present (or their proxy if such procedures are promulgated) at the next meeting of the entire membership. Any alterations, amendments, repeals, and/or adoption of new Bylaws remain subject to the approval of the Board of Directors of the Surface Navy Association.

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James F. Duff
Wayne South
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M.A. Bay
S. J. Gray
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William E. Vincent
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Richard Desmond Jr.
Edward S. Pease

James R. Kelly 2
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R. J. Oles (sen)
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Skip Howard (CO CURTS)

THOMAS A. DELERY (CO CURTS)

BRIAN QUERRY (XO CURTS)

STEPHEN KOZLOSKI (SO CURTS)

PRATT HOKANSON (CICO CURTS)

[Handwritten signature]
Dennis H. Hopkins CO-RMS

Donald King
J. Fyles

Elliott Berman XO-RMS

~~Debra Jacobs~~
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Lynn A. Bell

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Lynn L. Brown LCDR, SC, USN

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Ralph J. Kelly CO

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G. W. Schirwipusch

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