

SURFACE OFFICERS' SPOUSES CLUB OF SAN DIEGO

BYLAWS

I. NAME

- A. The name of this organization will be the SURFACE OFFICERS' SPOUSES CLUB OF SAN DIEGO. In these bylaws, it will be referred to as "SOS".

II. PURPOSE AND FUNCTION

A. Purpose

1. SOS's purpose is to encourage morale, friendship, and communication between its members and also support the Surface Naval families of the United States Navy in the San Diego, CA area.

B. Legal Status

1. SOS operates as a private, voluntary organization independent of the United States Navy. SOS does not imply or claim official endorsement by the Department of War or the United States Navy.

C. Function

1. SOS's function will be, but not limited, to initiate and execute social events, formulate policies, authorize disposition of funds, and collect and dispense information in accordance and furtherance of SOS's purpose.

D. Limitations

1. SOS activities, including fundraising, shall be conducted primarily to support the social and recreational purposes of the organization and its members. SOS shall not engage in activities that result in any personal or private gain for any individual.

III. MEMBERSHIP AND DUES

A. General Membership

1. SOS membership is open to all spouses and significant others of active duty, reserve, retired and deceased commissioned or warrant Surface Warfare Officers of the United States Navy. The General Membership will include SOS members, elected officers of the group, an Honorary Chairperson, and Honorary Advisors.
2. SOS membership is open to all spouses and significant others of officers in tenant Surface commands, both of the United States and their partner nations.
3. Members will:
 - a) Be defined as eligible, dues-paying persons.
 - b) Receive invitations to SOS events and have access to a copy of the bylaws.
 - c) Be able to provide input and vote on matters brought before the SOS General Membership by the Executive Board.

- d) Not utilize the funds or the SOS name to accrue to the benefit of any person, organization, or command having a personal or private interest in the activities of the organization, unless voted on by the Executive Board.
4. Termination of membership occurs when a member has a permanent change of station (PCS), a member resigns, or when the membership expires.

B. Honorary Chairperson

1. The Honorary Chairperson will be the spouse of COMNAVSURFPAC (SWO Boss). If they decline to serve, then the spouse of the next most senior Surface Officer will be asked until the position is filled, such as the Chief of Staff (COS).
2. The Honorary Chairperson may extend an invitation to any senior officer spouse to serve as an Honorary Advisor, such as the spouses of SURFPAC, THIRDFLT, and the CNRSW senior staff.
3. The Honorary Chairperson and Honorary Advisors do not have the privilege of voting in the Executive Board. They may only vote if they elect to become regular members in the General Membership and a General Membership vote is called.

C. Dues

1. SOS will require dues to help plan and execute SOS functions and provide for efficient SOS operations.
2. Dues will be set by the SOS Executive Board at their first monthly board meeting. The Executive Board is limited to increase the dues by no more than \$10 from the previous year's dues. If an increase of more than \$10 is sought, it must be presented for a vote to the General Membership. A General Membership quorum must be present and a majority approval must occur for it to pass.
3. An SOS full membership term is 1 June to 31 May. Those members joining after 1 January will be assessed a discounted dues amount.
4. Dues will not be refunded.
5. Gold Star Spouses are exempt from paying any membership dues.

IV. THE EXECUTIVE BOARD

A. Purpose

1. The SOS Executive Board (hereinafter referred to as "the Board") is the governing body within SOS and will act for the best interests of SOS.
2. All members of the Board must be members in good standing.
3. Unless otherwise prohibited by the bylaws, the Board is authorized to act for the General Membership in all SOS matters. Such actions may include but are not limited to, planning and executing SOS functions, obligating, directing, and collecting money in support of SOS functions, and providing for efficient SOS operations.

B. Composition of the Board

1. The Executive Board Officers are the voting members of the Board.
2. The Board must have three officers at all times and must include the President, Treasurer, and Secretary.

3. All other voting positions may include, but are not limited to:
 - a) Vice President
 - b) Communications and Social Media
 - c) Events Chair
 - d) Membership Chair
4. Non-Voting Board Members include:
 - a) Honorary Chairperson
 - b) Honorary Advisors

C. Quorum

1. A quorum for Board meetings shall consist of a majority of the voting members of the Board. No official business may be conducted, nor votes taken, without a quorum present.

D. Removal for Cause

1. Any Board Member may be removed from office for cause, including but not limited to misconduct, misuse of funds, failure to perform duties, or violation of these bylaws, by a majority vote of the Board following notice and an opportunity to respond.

E. Conflict of Interest

1. Board Members shall act in the best interests of SOS and avoid conflicts of interest. Any actual or perceived conflict shall be disclosed to the Board. A member with a conflict shall abstain from discussion and voting on the matter.

F. Financial Control Policies

1. The Treasurer may authorize and disburse routine operational expenses up to an amount established annually by the Board.
2. Any expenditure exceeding that amount shall require prior approval by a majority vote of the Board.
3. SOS funds shall not be disbursed for personal benefit or private gain.

V. BOARD MEETINGS

A. Monthly Meetings

1. The Board will meet every month prior to its monthly Social Event in order to take care of necessary business to perform all Board duties as outlined by these bylaws.
2. Board Members should attend meetings in person whenever possible, but the Board (collectively or individually) has the option to join meetings via videoconferencing.

VI. ELECTION OF THE SOS BOARD MEMBERS

A. Eligibility

1. Only SOS members in good standing are eligible to serve as elected officers of SOS.
2. The President and Treasurer will be a spouse of a commissioned or warrant officer on active duty in the US Navy when elected.

- a) Should the spouse of the President or Treasurer retire during their term, they will be allowed to finish their term.

B. Term Limits

1. All Board Members will serve for a term of one year.
2. No Board Member will serve in the same office for more than two consecutive years.
3. No Board Member will serve on the Board for more than three consecutive years.
 - a) If there is a lack of volunteers for a Board position that is required for SOS to continue operation, that Board Member may continue in their position for a time period decided by the Board and must have Board approval to do so.
 - b) If a member wishes to serve on the Board again, they must wait a period of 2 years in which they are a part of the General Membership before they may serve on the Board again.

C. Nominations

1. The Honorary Chairperson will annually form a nomination committee to fill any vacancies of board positions in February for the next SOS term year. It will be led by the Vice President and may include up to four other elected Board Members and/or General Members appointed by the Honorary Chairperson to reflect the diversity of the club.
 - a) If there is no Vice President, the Secretary will lead the committee instead.
2. The nomination committee will prepare a slate of suitable candidates, considering nominations received from the General Membership and determining the qualifications and availability of nominees to serve as Board Members.

D. Elections

1. The slate of nominees will be presented to the General Membership for official vote for an election of Board Members no later than 1 April. Voting may be done virtually or in person, and the results will be announced at the May event. The candidate receiving the plurality of votes for each office will be elected.
2. When there is only one nominee for each position, the slate may be accepted by acclamation. In other situations, the vote will be conducted by ballot and tallied by the Secretary, with the President voting to resolve a tie. In the event the President is a candidate for the office in question, the Vice President shall cast the deciding vote. If neither is eligible, the Secretary shall cast the deciding vote.
3. Each General Member in good standing is eligible to vote in the election of Board Members.
4. The newly elected Board will immediately assume their respective duties and individual turnover of said positions will be at the discretion of the outgoing and incoming Board Members, and must occur no later than by the last day of the first week of June.

E. Vacancies

1. Vacancies in the Board will be filled by appointment by the President and at least one other required Board Member (Treasurer, Secretary) with the approval of the Board.
2. In case of a vacancy in the office of the President, the Vice President will succeed the President. If the Vice President defers the appointment or there is no Vice President to do so, then the

Honorary Chairperson and Honorary Advisors (hereinafter known as the Advisory Council) will attempt to fill the position.

VII. TURNOVER OF THE BOARD

- A.** The outgoing and incoming Board will meet during the monthly Board Meeting in May to affect a smooth turnover and transition.
- B.** The outgoing Board Members will provide their replacement, or the SOS records if their position is vacant for the next year, a summary describing in detail their Standard Operating Procedure (SOP) not already described in these bylaws, any contacts necessary or helpful to perform their duties, and detailed lessons learned from performing said duties during their term.
- C.** The new Board will meet during the interim summer months in order to propose and set a budget, determine dues, and plan events for the new SOS term year.

VIII. DUTIES OF THE SOS BOARD MEMBERS

A. The PRESIDENT will

1. Organize the agenda and preside over all regularly scheduled Board meetings and General Membership events.
2. Sign necessary signature cards and banking documents with the Treasurer to establish and maintain a bank account.
3. Make bank deposits and, when necessary, withdrawals only in accordance with SOS financial control policies.
4. Periodically review the Treasurer's records and supporting documentation to ensure compliance. This must occur at least once a year.
5. Keep the Advisory Council and Vice President, or Secretary if there is no Vice President, informed on all matters pertinent to SOS.
6. Appoint the Chairpersons of Special Committees.
7. Be an ex-officio member of all committees.
8. Be a non-voting member and will only vote in the case of a tie.
9. Attend all Board meetings. If absent for more than two consecutive meetings, without valid notification to the Board, they may be removed from office by a majority vote of the Board.

B. The TREASURER will

1. Serve as presiding officer in the absence of the President and Vice President.
2. Maintain an accurate record of all SOS funds and accounts. The Treasurer will also maintain appropriate documentation for each expenditure and will reconcile each bank statement to the monthly SOS financial report.
3. The Treasurer will be listed as the authorized user for any online transaction accounts. If the Treasurer is unwilling to serve in this capacity, they must resign or be removed from their position.
4. Ensure that SOS complies with Navy Federal Credit Union's minimum balance and maintenance fee policies.

5. Draft and provide a financial report at each monthly Board meeting.
6. Deposit all SOS funds and make Board authorized withdrawals.
7. Leave at least \$400 in the SOS Navy Federal Credit Union bank account at the end of the SOS term year in order to provide enough money for start up costs and Welcome Event costs for the new term.
8. Reconcile all membership dues received in conjunction with the Membership Chair's records.
9. In coordination with the Membership Chair, the Treasurer will be responsible for providing online payment options at SOS events.
10. Arrange a yearly audit at the end of the SOS year. The audit will be conducted by at least two General Members who have no significant relationship with any of the Board Members. These audits must be kept in the SOS records for a period of at least five years.
11. The outgoing Treasurer will pass onto the incoming Treasurer, along with the incoming President, a completed bank signature card. This is to ensure the incoming President and Treasurer establish themselves as signatories for the bank account.
12. The incoming Treasurer, after appropriate turnover has been completed, is responsible for taking the completed signature card to the bank to transfer the responsibility of the bank account to the incoming President and Treasurer. The incoming Treasurer will also transfer the address on the bank account to their address.
13. Attend all Board meetings. If absent for more than two consecutive meetings, without valid notification to the Board, they may be removed from office by a majority vote of the Board.

C. The SECRETARY will

1. Serve as presiding officer in the absence of the President, Vice President, and Treasurer.
2. Take minutes at all Board meetings and keep them in the SOS records for a period of at least three years.
3. Provide copies of minutes to the Board and Advisory Council prior to the next Board meeting.
4. Write "Thank You" notes, as needed.
5. Attend all Board meetings. If absent for more than two consecutive meetings, without valid notification to the Board, they may be removed from office by a majority vote of the Board.

D. The VICE PRESIDENT will

1. Serve as presiding officer in absence of the President.
2. Serve the unexpired term as President if the office of President is vacated.
3. Serve as Chairperson of the Nominating Committee.
4. Initiate a bylaw review every EVEN year.
5. Serve as Chairperson of the Bylaw's Review Committee.
6. Attend all Board meetings. If absent for more than two consecutive meetings, without valid notification to the Board, they may be removed from office by a majority vote of the Board.

E. The COMMUNICATIONS AND SOCIAL MEDIA CHAIR will

1. Be required to attend NAVSURFOR training on social media.
2. Understand the Navy's privacy policies as stated in the DoD Social Media user agreement.
3. Communicate and keep the General Membership updated on Surface Navy and Command websites.
4. Be required to learn the current email marketing software.

5. Maintain the SOS website and an active social media presence using the current social media outlets.
6. Administer and update all current social media outlets that SOS utilizes.
7. Work with the Events Chair and any other chairs to create flyers, promote events and disseminate SOS-related information.
8. Assist any Board Member with any social media issues.
9. Attend all Board meetings. If absent for more than two consecutive meetings, without valid notification to the Board, they may be removed from office by a majority vote of the Board.

F. The EVENTS CHAIR will

1. Brainstorm and collaborate with the Board monthly SOS themes at the initial Board meeting for the new SOS term.
2. Spearhead, organize and execute all approved SOS events with the help of the Board.
3. Provide proposed social event information at least one month prior to the actual event at the monthly SOS Board meetings. If the Social Media and Communications Chair is absent, the Events Chair will provide the proposed social event information to them privately.
4. Attend all Board meetings. If absent for more than two consecutive meetings, without valid notification to the Board, they may be removed from office by a majority vote of the Board.

G. The MEMBERSHIP CHAIR will

1. Collect membership dues and forms.
2. Coordinate with the Treasurer to deposit all funds collected.
3. Attend Personally Identifying Information (PII) training.
4. Maintain and keep current the electronic membership database and update the database as membership changes occur.
5. Coordinate with the Events and the Social Media and Communications Chair to help disseminate information about upcoming events to SOS General Membership.
6. Provide and maintain nametags for each social event.
7. If the Membership Chair cannot be present at an event or any other SOS obligation, they will make sure they have a replacement from the Board to perform said duties.
8. Attend all Board meetings. If absent for more than two consecutive meetings, without valid notification to the Board, they may be removed from office by a majority vote of the Board.

H. The HONORARY CHAIRPERSON and HONORARY ADVISORS will

1. Provide guidance at Board Meetings to help ensure compliance with the SOS bylaws.
2. Support and provide advice to the Board as necessary.
3. Advise the nomination committee and the bi-annual bylaws review. Advise other committees as deemed necessary.
4. Call for a special Board meeting if necessary for the good of SOS and/or the United States Navy.
5. Represent SOS to the United States Navy as appropriate.

IX. STANDING COMMITTEES AND REPRESENTATIVES

- A.** The President and Advisory Council may appoint committees and representatives as the need arises and declare inactive any committee that is not needed. All duties of the Committee Chairpersons and

Representatives will be designated by the President and Board and reviewed annually.

- B. Committee Chairs/Liaisons have Board voting privileges as long as a committee is declared active.

X. AMENDMENTS

- A. During the membership year, the Board Members may deem it necessary to propose amendments to the bylaws. Proposed amendments will be electronically distributed by email to all members unless otherwise notified. The General Membership will have a five-day window to review and vote. Each member is eligible for one vote. Only members in good standing may vote. At the discretion of the Board, extenuating circumstances may require a vote to occur sooner than five days.

XI. MEMBERSHIP VOTING

- A. During the membership year, the Board may deem it necessary to call a vote to the General Membership on matters not previously mentioned. Special elections may also be held. Details pertaining to the vote will be electronically distributed by email to all members unless otherwise notified. The General Membership will have a five-day window to review and vote. Each member is eligible for one vote. Only members in good standing may vote. At the discretion of the Board, extenuating circumstances may require a vote to occur sooner than five days.
- B. A quorum for a General Membership meeting to vote on a matter shall consist of a majority of the General Membership. No official business may be conducted, nor votes taken, without a quorum present.
- C. In the event of a virtual vote, a two-thirds majority must be met for a vote to be completed.

XII. CONFLICT RESOLUTION

- A. Members of the SOS General Membership and Board Members will endeavor to work together to further the purpose of the organization. Should a conflict between any members arise that directly affects the operation, purpose, or welfare of SOS, any General Member or Board Member may request a formal procedure for conflict resolution.
 1. In the event of a conflict, a written statement must be submitted to the President and Advisory Council for review via the official SOS email address, sosclubofsandiego@gmail.com.
 2. If there is merit to the claim, a Special Committee including the Honorary Chairperson, if available, President, Vice President, and Secretary will be formed within one week of the receipt of the statement to go over the facts of the claim.
 - a) If the President or Honorary Chairperson is involved, a written statement must instead be sent to either the Vice President or Secretary, and a proxy for either position will be appointed to serve on a committee.
 - b) If the Vice President or Secretary is involved, the President shall appoint a proxy to serve on the committee.
 3. The Special Committee will, in a reasonable time, notify all stakeholders of the claim in writing using the official SOS email and the email address(es) of the Member(s) as submitted on their

membership application.

- 4. The Special Committee may communicate with any and all stakeholders as appropriate to determine a possible resolution.
- 5. The Board will be notified at the next Board Meeting once all matters are resolved.
- 6. If resolution cannot be achieved the issue will be placed as New Business and a vote will be brought to the Board for resolution.
- 7. In any case resulting in a Member asked to resign their membership, as determined by the review committee, dues will be forfeited.

XIII. DISSOLUTION OF SOS

- A. A quorum of all voting members of SOS must present and a two-thirds majority vote will be required for dissolution of the SURFACE OFFICERS’ SPOUSES CLUB OF SAN DIEGO. Any and all dispositions of any remaining assets to be contributed to the Navy-Marine Corps Relief Society (NMCRS).

XIV. CERTIFICATION

- A. These bylaws, having been duly approved by the SOS Board, supersede all previous bylaws. Except they will not affect Board Members elected, nor specific agreements and contracts entered into, under the terms of the previous bylaws until such terms of agreements or contracts have reached their expiration dates.

BYLAWS CERTIFIED ON

Date

BYLAWS CERTIFIED BY

Printed Name of SOS President

Printed Name of SOS Honorary Chairperson

Signature of SOS President

Signature of SOS Honorary Chairperson