



BUILDING POWERFUL  
RELATIONSHIPS!

**The Constitution and By-Laws**

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## Table of Contents

	Page
Article I Nomenclature	1
Article II Mission	1
Article III Membership	1
Article IV Organization	2
Article V Officers and Board of Governors	3
1. The President	3
2. Vice President of Operations	3
3. Vice President of Marketing and Membership	3
4. Secretary	3
5. Treasurer	3
6. The Board of Governors	4
Article VI Dues	4
Article VII Elections of Officers	5
Article VIII Committee/ Event Coordinators	6
Article IX Provisions for Amending the By-Laws	7
Article X Definitions	7



# CONSTITUTION AND BYLAWS

## Article I

### Nomenclature



**BUILDING POWERFUL  
RELATIONSHIPS!**

Section 1. Name - The name of the organization is “Mariners Club - Newport News Shipbuilding.”

Section 2. The Mariners Club Logo will be the approved Club logo.

A. Color modifications will be allowed.

B. Logo modification requires a majority Board of Governors vote.

## Article II

### Mission

Section 1. The mission of this Club is - To promote Newport News Shipbuilding interests, improve communication/teamwork, and enhance employee morale while providing personal and professional growth through fellowship, knowledge sharing, and social activities.

Section 2. In pursuit of fulfilling the Club’s Mission, all Company policies and procedures will be adhered to.

## Article III Membership

Section 1. The Members of the Club are comprised of “Regular”, “Associate”, “Honorary”, and “Lifetime” members.

### A. Regular Members

1. Membership is open to salaried Shipyard employees, as approved by the Officers.
2. Members are current with annual dues.
3. A regular member in good standing who has changed job classification can be considered to retain eligibility for membership in the Club with a majority vote of the Officers.

### B. Associate Members

1. Individuals, who are retired and were members in good standing at retirement, will be extended an invitation to become associate members.
2. Associates members are current with annual dues.
3. Associate members will have full rights and privileges as regular members of the Club, except they are not eligible to run for any elected office.
4. Eligibility will be determined by a majority vote of the Officers.

### C. Honorary Members

1. Individuals within the Company that have shown significant support or are strategically important to the Club’s purpose and mission. Honorary membership will require a majority Officer vote.
2. Honorary membership shall last for the remainder of the calendar year in which it is given.

### D. Lifetime Members

1. Individuals within the Company who have shown significant support to the Club’s purpose and mission. Lifetime membership shall last for as stated (the

life of the member). Lifetime membership will require a majority Officers' vote.

2. Lifetime members will have rights and privileges of the Club.

E. Application for Membership

1. Application for regular or associate membership shall be made on forms provided by the Club.

2. Applications may be obtained from any Club member or the Club's web site and shall be returned to the Vice President of Marketing and Membership for verification and record purposes.

## **Article IV**

### **Organization**

Section 1. The principal units of the Mariners Club shall be as follows:

- A. Officers
- B. Board
- C. Members

Section 2. The Officers shall be the President, the Vice President of Operations, the Vice President of Marketing and Membership, the Secretary, and the Treasurer. These officers shall be elected by the members and hold their respective offices for a period of two (2) years.

Section 3. The Board will consist of ten (10) non-elected members to the Board of Governors. These members shall hold their respective positions for a period of one (1) year.

## **Article V**

### **Officers and Board of Governors**

Section 1. The Board of Governors shall consist of the five (5) elected and ten (10) non-elected members in good standing in the Club, representing a cross-section of the Company.

Section 2. The elected members of the Board of Governors - Officers

- A. Officers shall be the authorizers of policies, budgets, and schedules for the Club.
- B. The President - It shall be the duty of the President to serve as Chairman of the Board of Governors, assess the Club's health, and evaluate the Club's vision and strategies accordingly. In pursuit of these objectives, the President has the latitude to appoint certain committees and or coordinators as deemed appropriate. The President will be the caretaker of the by-laws and has the responsibility to ensure the Board of Governors is knowledgeable of and adheres to the organizational by-laws. The President will function as Toastmaster at banquets, events and social activities, and perform ceremonial duties as needed or requested by outside organizations and represent the Club for all media opportunities. **This position may only be held by an individual for a maximum of 2 consecutive or nonconsecutive terms (4 years total).**
- C. Vice President of Operations (VP-Op) - It shall be the duty of the VP-Op to serve as a member of the Board of Governors and attend its meetings, to serve in the absence of the President, to ensure the event Chairs have coordinated each Club event with respect to budget, labor, materials, speakers and/or accommodations.
- D. Vice President of Marketing and Membership (VP-MM) - It shall be the duty of the VP-MM to serve as a member of the Board of Governors and attend its meetings, to serve in the absence of the VP-Op, to oversee the maintenance of and articles for the Club's Web page, to establish membership policies, maintain the Club's paraphernalia, provide media coverage for the various Club approved events and operate within the established budget.
- E. Secretary - It shall be the duty of the Secretary to serve as a member of the Board of Governors; to call meetings and ensure meeting minutes are documented and retained for all Officer and Board of Governor meetings; to maintain accurate listing of membership, event reservations, and event fees paid; to approve and administer the issue of all Club correspondence to the



Membership (letters, flyers, notices); maintain a historical record of correspondence and membership notifications and other relevant records (event lessons learned, etc.); and perform other duties as may be required by the President.

F. Treasurer - It shall be the duty of the Treasurer to serve as a member of the Board of Governors; to collect all monies received; establish and maintain an account in the name of the Club; and pay expenses incurred during the year. Work closely with any event coordinators, committees, and/or any entities endorsed/budgeted to spend money on behalf of the organization, while ensuring costs are accounted for, recorded, and controlled. Prepare financial budgets by January 1 of each year, financial budgets and statements by event, and any ad-hoc information as requested by the President or the Board of Governors.

1) Checking account - As soon as the elected Officers are announced, the outgoing President and/or Treasurer should be removed from any and all financial responsibility (e.g., checking/saving accounts, etc.) and the newly elected President and/or Treasurer should be placed on any and all financial vehicles as the responsible parties. It will be the newly elected Treasurer's responsibility to ensure this happens expeditiously. Records of the transitions should be coordinated and recorded by the newly elected Treasurer.

G. In case a vacancy of any elected office occurs, the Board of Governors shall appoint an officer to fill the unexpired term with majority vote.

### Section 3. Non-Elected members of the Board of Governors - Board

A. The Board shall serve as liaisons between the officers and the membership and ensure the execution of the Bylaws. They shall advise the Officers on potential policy, budget, or schedule improvements. They shall meet as frequently as necessary to conduct business of the Club.

B. The non-elected members of the Board of Governors (board) shall be appointed for a one-year term by the President with majority approval from the Officers. They shall be active members in good standing in the Club.

- C. Board members are required to attend all possible meetings and provide necessary support to ensure proper Club functioning. If at any time a Board member feels they cannot honor this commitment they can discontinue their tenure, and a replacement will be appointed.
- D. If a non-elected Board member's support is lacking (i.e. attendance to meetings/functions/commitments) the President, with a majority Officer vote, can terminate a non-elected member of the Board of Governors, and follow appointment protocol to fill the vacated opening for the remainder of the year.
- E. If the number of Board members needs modification, changes can be made with majority Officer Approval.

## **Article VI**

### **Dues**

Section 1. Dues shall be paid by each active regular and associate member before March 31 of each year. Failure to pay dues prior to this date will automatically reduce a member to an inactive status and shall make the member ineligible to participate in the voting process and social activities of the Club.

Section 2. Associate members shall be charged a rate, determined by the Board of Governors; all other fees shall be at the full amount for each activity for which fees would be charged.

Section 3. Any member having been dropped from the rolls because of non-payment of dues shall be required to pay a reinstatement fee of \$5.00 plus current dues. The board may, at its discretion, agree to waive the fee, carte blanche or by individual.

Section 4. The Secretary shall notify all members in arrears.

Section 5. Dues shall not be prorated. New members will be assessed the full amount of applicable dues which will be payable at the time of membership acceptance.

Section 6. Dues will be established annually by the Board of Governors. No refunds will be made.

Section 7. Dues may be paid by check, cash or payroll deduction. Payroll deduction is a voluntary option. Payroll deduction forms will be distributed with membership applications, or upon request. Guidelines to process payroll deduction forms will be distributed with membership forms.

## **Article VII**

### **Elections of Officers**

#### **Section 1. Election**

- A. Prior to the fourth (4<sup>th</sup>) quarter of the 2<sup>nd</sup> year (even numbered years), ballots shall be prepared by the Nominating Committee. Blank spaces shall be provided for write-in votes for each office.
- B. The prepared ballot shall be presented to the Board of Governors for majority approval.
- C. The election shall be held during the fourth quarter of the year at a date established by the Board of Governors.
- D. The Nominating Committee will recommend an electoral process for majority-approval by the Board of Governors.
- E. The Nominating Committee will be responsible for administering the approved election process. The method of voting shall be as prescribed by the nominating committee. E-balloting is appropriate for this level of activity.

- F. All officers shall assume the duties of their offices on the day after the formal announcement of the election results (historically, the new officers are announced at the next Holiday/Christmas Party).

## **Article VIII**

### **Committee/Event Coordinators**

- Section 1. The President shall activate appropriate Committees and appoint Chairpersons. Committee Chairs shall serve a term of 1 year. The President shall brief the Officers and potential appointments on expected duties and responsibilities. The duties and responsibilities shall be written by the President and adhered to by the potential appointee. Appointments are final when signed documents are filed with the secretary.
- A. Appointments to the following committees may be made by the President as needed. Multiple committee chairs can be appointed for an event or function.
    - 1. Intra -Club
    - 2. Event Coordinator
    - 3. Retiree Coordinator
    - 4. Historian
    - 5. Fund Raising
  - B. Committees will be activated as directed by the Club By-laws or as deemed necessary by the seated President.
  - C. Committee Chair attendance at Board meetings will be determined by the meeting agenda.
  - D. Committee Chairs or Event Coordinators will document an event by preparing an Event History form. Event Histories are to be submitted to the Club Secretary immediately following an event.

- E. Committee Chairs or Event Coordinators are ineligible to vote on issues before the Board unless previous voting rights exist (i.e. currently on the Board of Governors).
  
- F. If a Committee Chair or Event Coordinator support is lacking (i.e. attendance to meetings/functions/commitments) the President can end the term and follow appointment protocol to fill the vacated opening for the remainder of the year.

## **ARTICLE IX**

### **Provisions for Amending the By-Laws**

Section 1. Members are encouraged to take part in shaping the Club's Bylaws and are asked to follow the process below.

- A. Submit to the Secretary in writing the suggested bylaw change and why (the desired result).
- B. The secretary shall insert the suggestion on the agenda for the next scheduled Board meeting.
- C. The Board shall review and with majority vote pass on the suggestion to the Bylaw Committee for preparation. The amendment will be presented during their next scheduled meeting. If the Board feels the changes warrants immediate action the Bylaw committee will schedule an emergency meeting.
- D. The Bylaw committee will submit the final draft of the amendment to the Officers for vote.
- E. Amendments to the Bylaws require majority approval by the Officers.

## **Article X**

### **Definitions**

Section 1. For clarity and reduction of redundancy certain terms are defined here.

- A. Quorum - 50% attendance of eligible participants with voting rights.
- B. Simple Majority - 50% of participants with voting rights in attendance.
- C. Majority - 75% of participants with voting rights in attendance.

Comprehensive edit of the By-Laws (April 2011) was conducted for updating purposes and clarity.

## ARTICLE XI

### Authorization and Execution Signatures

The Constitution and By-Laws contained herein become effective and binding on May 1, 2011.

#### Section 1. Officers: Bylaw Authorization / Approvals

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Kim Krzeski, President

Date

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Mike Allen, VP - Operations

Date

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Mike Speight, VP - Marketing and Membership

Date

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Julie Fike, Treasurer

Date

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Femi Audifferren, Secretary

Date



**Section 2. Board: Bylaw Execution Agreement**

Robert Hull \_\_\_\_\_

Rodney Huffman \_\_\_\_\_

Kimberly Jordan-Dillard \_\_\_\_\_

Dave Gwaltney \_\_\_\_\_

Kenny McBurney \_\_\_\_\_

Dale Perry \_\_\_\_\_

Don Tross \_\_\_\_\_

Ralph Campbell \_\_\_\_\_