

# **SURFACE OFFICER SPOUSES OF SAN DIEGO CONSTITUTION AND BY-LAWS**

## **ARTICLE I: NAME**

The name of this organization shall be the SURFACE OFFICER SPOUSES OF SAN DIEGO, CALIFORNIA. In all official matters and capacities this organization shall be referred to as "SOS OF SAN DIEGO." This organization shall be a non-profit organization hereinafter in these by-laws referred to as "SOS."

## **ARTICLE II: PURPOSE AND FUNCTION**

### **A. Purpose**

SOS's purpose has been established as a non-profit organization, which encourages morale, friendship, and communication between its members and also supports the Naval Surface families of the United States Navy in the San Diego, CA area.

### **B. Function**

SOS's function shall be, but not limited by, 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.

## **ARTICLE 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 shall include SOS members, elected officers of the group, and Honorary Advisors.
2. SOS membership is open to all spouses and significant others of officers in tenant Surface commands, both U.S. and foreign navies.

### **B. Honorary Membership**

1. The Honorary Chairperson shall be the spouse of COMNAVSURFPAC. If he/she declines to serve, then the spouse of the next senior Surface Officer shall be asked until the position is filled.

2. Former Honorary Chairpersons shall be honorary life members of SOS.
3. Honorary Advisors may be the Spouses of SURFPAC, THIRDFLT, and CNRSW senior officers.
4. In addition, the Honorary Chairperson may extend an invitation to any senior officer spouse to serve as an Honorary Advisor.
5. Honorary Chairperson and Honorary Advisors shall not be assessed dues.
6. The Honorary Chairperson and Honorary Advisors do not have the privilege of voting unless they elect to become regular members in the general membership.

### **C. Dues**

1. Dues shall 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 \$5 from the previous year's dues. If an increase of more than \$5 is sought, it must be presented for a vote to the general membership, and carried by a simple majority.
2. A SOS full membership term is 1 June to 31 May. Those members joining after 1 February shall be assessed one-half the annual dues amount.
3. Dues shall not be refunded.
4. Gold Star Spouses and Honorary Advisors are exempt from paying any membership dues.

## **ARTICLE IV: ORGANIZATION OF THE SOS EXECUTIVE BOARD**

### **A. Purpose**

The SOS Executive Board (hereinafter referred to as "the Board") is the governing body within SOS and shall act for the best interests of SOS. Unless otherwise prohibited by the by-laws, 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. Board Members: This list is not exclusive and additional chairpersons may be included as the need presents.

- a. President
  - b. Vice President
  - c. Events Chair
  - d. Membership
  - e. Treasurer
  - f. Secretary
  - g. Communications and Social Media Chair
2. Non-Voting Members:

- a. Honorary Chairperson
- b. Honorary Advisors
- c. Honorary Life Members

## **ARTICLE V: ELECTION OF THE SOS EXECUTIVE BOARD MEMBERS**

### **A. Eligibility**

1. Only SOS members are eligible to serve as elected officers of SOS.
2. The President shall be a spouse of a commissioned or warrant officer on active duty in the US Navy when elected.
3. Should the spouse of the President retire during the President's term, the President shall be allowed to finish the term.

### **B. Nominations**

1. the Honorary Chairperson shall annually form a nominating committee to fill any vacancies of board positions in February for the next SOS term year. It shall be led by the Vice President and may include up to four other elected board members and/or regular members appointed by the Honorary Chairperson to reflect the diversity of the club.
2. The nomination committee shall prepare a slate of suitable candidates, considering nominations received from regular club members and determining the qualifications and availability of nominees to serve as Board Members.

### **C. Elections**

1. The slate of nominees will be presented to the general membership for official vote for an Election of Board Members at the May event. The candidate receiving the plurality of votes for each office shall 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.
3. Each general member in good standing is eligible to vote in the election of Board Members.
4. The newly elected Executive Board shall immediately assume their respective duties and individual turnover of said positions shall be at the discretion of the outgoing and incoming Executive Board members.

#### **D. Vacancies**

1. Vacancies in the Executive Board shall be filled by appointment by the President and Vice President with the approval of the Board.
2. In case of a vacancy in the office of the President, the Vice President shall succeed the President. If the Vice President defers the appointment, then the Honorary Chairperson and/or Advisors [hereinafter known as the 'Advisory Council'] shall attempt to fill such position.

### **ARTICLE VI: DUTIES OF THE SOS EXECUTIVE BOARD MEMBERS**

#### **A. The PRESIDENT shall:**

1. Organize the agenda and preside over all regularly scheduled Executive Board meetings and General Membership events.
2. Appoint the Chairpersons of Special Committees.
3. Sign necessary signature cards and banking documents with the Treasurer to establish and maintain a bank account.
4. Make bank deposits or withdrawals in the absence of the Treasurer.
5. Keep the Vice President informed on all matters pertinent to SOS.
6. Be an ex-officio member of all committees.
7. Be a non-voting member and shall only vote in the case of a tie.
8. Attend all Executive Board meetings. If absent for more than two consecutive meetings, without valid notification to the Executive Board, may be removed from office by a majority vote of the Executive Board.

**B. The VICE PRESIDENT shall:**

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. Shall initiate a By-Law review every EVEN year.
5. Serve as Chairperson of the By-Law's Review Committee.
6. Attend all Executive Board meetings. If absent for more than two consecutive meetings, without valid notification to the Executive Board, may be removed from office by a majority vote of the Executive Board.

**C. The EVENTS CHAIR shall:**

1. Serve as presiding officer in the absence of the President and Vice President.
2. Brainstorm and collaborate with the Executive Board monthly SOS themes at the initial Executive Board meeting for the new SOS term.
3. Spear head, organize and execute all approved SOS monthly events with the help of the Executive Board.
4. Provide proposed social event information one month prior to the actual event at monthly SOS Executive Board meetings.
5. Attend all Executive Board meetings. If absent for more than two consecutive meetings, without valid notification to the Executive Board, may be removed from office by a majority vote of the Executive Board.

**D. The MEMBERSHIP CHAIR shall:**

1. Collect membership dues and forms.
2. Coordinate with the Treasurer to deposit all funds collected.
3. Maintain and keep current the electronic membership database and update the database as membership changes occur.
4. Coordinate with the Events and Communications Chair to help disseminate information about upcoming events to SOS General Membership
5. Provide and maintain nametags for each social event.
6. In the MEMBERSHIP Chair cannot be present at monthly social event or any other SOS obligation, make sure he/she has a replacement from the Executive Board to perform said duties.

7. Attend all Executive Board meetings. If absent for more than two consecutive meetings, without valid notification to the Executive Boards, may be removed from office by a simple majority vote of the Executive Board.

**E. The TREASURER shall:**

1. Maintain an accurate record of all SOS funds and accounts. The Treasurer shall also maintain appropriate documentation for each expenditure and shall reconcile each bank statement to the monthly SOS financial report.
2. Periodically reconcile all membership dues received in conjunction with the Membership Chair's records.
3. Draft and provide a financial report at each monthly Executive Board meeting. Periodically, the President shall review the Treasurer's records and supporting documentation to ensure compliance. This must occur once a year.
4. Deposit all SOS funds and make Executive Board authorized withdrawals.
5. Leave at least \$500 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.
6. In coordination with the Membership Chair, the Treasurer will be responsible for staffing the "Membership Table at any event membership dues are being collected.
7. The outgoing Treasurer shall 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.
8. 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 the appropriate Executive Board Member.
9. Attend all Executive Board meetings. If absent for more than two consecutive meetings, without valid notification to the Executive Board, may be removed from office by a simple majority vote of the Executive Board.
10. The Treasurer will be listed as the authorized user for any online transaction accounts. If the Treasurer is unwilling to serve in this capacity, the President can appoint an Executive Board Member for this role.

**F. The SECRETARY shall:**

1. Take minutes at all Executive Board meetings and keep them in the secretary's notebook for a period of three years.
2. Provide copies of minutes to the Executive Board and Advisory Council prior to the next Executive Board meeting.
3. Write "Thank You" notes, as needed.
4. Attend all Executive Board meetings. If absent for more than two consecutive meetings, without valid notification to the Executive Board, may be removed from office by a simple majority vote of the Executive Board.

**G. The COMMUNICATIONS AND SOCIAL MEDIA CHAIR shall:**

1. Communicate and keep General Membership updated on Surface Navy and Command websites.
2. Maintain an active social media presence using the current social media outlets.
3. Administer and update all current social media outlets that SOS utilizes.
4. Work with the Events Chair and other Social chairs to create flyers, promote events and disseminate SOS-related information.
5. Be required to learn the current email marketing software.
6. Be required to attend NAVSURFOR training on social media.
7. Understand the Navy's privacy policies as stated in the DoD Social Media user agreement at: [www.ourmilitary.mil/user\\_agreement.shtml](http://www.ourmilitary.mil/user_agreement.shtml).
8. Assist any Executive Board member with any social media issues.
9. Attend all Executive Board meetings. If absent for more than two consecutive meetings, without valid notification to the Executive Board, may be removed from office by a simple majority vote of the Executive Board.

**ARTICLE VII: EXECUTIVE BOARD MEETINGS**

**A. Executive Board Meetings:**

1. The outgoing and incoming Executive Board will meet in May to affect a smooth turnover and transition.
2. The outgoing Executive Board members will provide their replacement, even if their position is vacant, an "After Action Report" describing in detail their specific duties, any contacts necessary or helpful to perform their duties, and

detailed lessons learned from performing said duties during their term.

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

### **ARTICLE VIII: STANDING COMMITTEES AND REPRESENTATIVES**

1. 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 Chairperson and Representatives shall be designated by the President and Executive Board and reviewed annually.
2. Committee Chairs/Liaisons have voting privileges as long as a committee is declared active.

### **ARTICLE IX: AMENDMENTS**

Amendment changes in the SOS may be proposed to the Vice President by any General Member. These by-laws can be amended at any regular meeting or social event of the General Membership by a two-thirds vote of the voting members present, provided the amendment was submitted in writing at the previous regular meeting. No amendment to these by-laws shall be permitted without at least equal notice and a two thirds vote.

### **ARTICLE X: DISSOLUTION OF SOS**

A two-thirds vote of the voting members present shall be required for dissolution of the SURFACE OFFICERS SPOUSES OF SAN DIEGO, CA. Any and all dispositions of any remaining assets to be contributed to the Anchor Scholarship.



## **CERTIFICATION**

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

DATE OF BY-LAWS

2020 December 6

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SHARON KITCHENER

Printed Name of SOS Advisory Chairman

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Signature of SOS Advisory Chairman

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JEAN KIM

Printed Name of SOS President

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Signature of SOS President