



BY-LAWS

OF THE

ASSOCIATION OF THE

UNITED STATES NAVY

CERTIFIED:

A handwritten signature in black ink, appearing to read "C. Cole", is written over the printed name.

Christopher W. Cole
RADM, USN (Ret.)
Secretary
12 October 2018

BY-LAWS

ARTICLE B-0 GOVERNANCE

B-0.01 **Governance.** As specified in Article IV of the AUSN Constitution, the Board of Directors shall be the governing authority of the Association.

B-0.01.1 **Number of Directors.** The Board of Directors shall consist of at least seven (7) but no more than twenty-five (25) members.

B-0.01.2 **Board Eligibility.** Eligibility to be placed on the ballot and elected to the Board requires membership in AUSN as specified in Article V of the Constitution.

B-0.01.3 **Nominations of Candidates.** The Board solicits and nominates candidates, in good standing, to fill full-term openings. The nominations will be sent to the membership via the normal channels of the Association.

B-0.01.4 **Elections.** The Board of Directors shall be elected by the membership at large via mail-in or electronic means. This election method does not apply to Board member vacancies created before end of term. See B-0.016.

B-0.01.5 **Terms.** The term of each Director shall be three (3) years with no limit as to the number of consecutive terms. One-third (1/3) of Director terms (allowing for rounding) should expire each fiscal year.

B-0.01.6 **Board Vacancy.** Should a Board vacancy occur prior to the term limit, the vacancy may be filled by a simple majority vote of the current Directors. A vacancy need not be filled if the remaining number of Directors equals seven (7) or more.

B-0.01.7 **Removal from Board.** The Board may remove any Director before term completion with a two-thirds (2/3) vote.

B-0.01.8 **Officers.** The Board shall annually elect from the serving Directors a Chairperson, Vice Chairperson, and Treasurer by simple majority. As per the Constitution 9.02, the Chief Executive Officer (CEO) shall serve as the Secretary of the Board of Directors. The Board may replace a sitting officer by a two-thirds (2/3) vote.

B-0.01.9 **Quorum.** A Quorum for the Board of Directors is when more than half of the Directors are present at the meeting, including telephonically or other electronic means. Proxies are not permitted, in accordance with laws of the District of Columbia.

B-0.01.10 **Meetings.** The time and place of all meetings of the Board of Directors shall be designated by the Chairperson of the Board of Directors.

B-0.01.11 **Resignations.** A Director may resign at any time by giving notice thereof in writing to the Chairperson of the Board of Directors.

B-0.01.12 **Communications**. Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

B-0.01.13 **Conflict of Interest**. No Director shall have any interest, directly or indirectly, in any contract relating to the affairs of the Association unless expressly authorized by a majority vote of the Directors.

ARTICLE B-I ORGANIZATION

B-1.01 **Region Organization**. Each Region shall adopt the Model Region By-Laws as contained in the Operations Manual, completing the required information. All other information needed for Region operations shall be included in the Operations Manual.

B-1.02 **Chapter Organization**. Each Chapter shall adopt the Model Chapter By-Laws as contained in the Operations Manual, completing the required information. All other information needed for Chapter operations shall be included in the Operations Manual.

ARTICLE B-II DUTIES OF THE BOARD OF DIRECTORS

B-2.01 **Chairperson**. The Chairperson of the Board shall have the following duties:

B-2.01.1 To preside at all meetings of the Board of Directors.

B-2.01.2 To call special meetings of the Board of Directors.

B-2.01.3 To serve as an ex-officio member of all Association committees, except Nominations Committee.

B-2.01.4 To appoint all members of committees formed in support of the Board of Directors.

B-2.01.5 To appoint a temporary Chairperson in the event of his/her absence.

B-2.01.6 To serve as the key interface between the Chief Executive Officer (CEO) and the Board of Directors.

B-2.02 **Directors.** Responsibilities of the Board of Directors shall include:

B-2.02.1 To support and provide guidance to the overall mission and strategic direction of the Association.

B-2.02.2 To ensure adequate financial management is maintained so that financial resources are available to conduct the operation and business of the Association.

B-2.02.3 To provide guidance to the CEO on major issues facing the Association.

B-2.02.4 To periodically review, provide guidance and assess the performance of the CEO, which includes the authority to employ or discharge.

B-2.02.5 To establish committees, as required, in support of the Board in its responsibilities.

B-2.02.6 To ensure the implementation of the policies and decisions of the Board are carried out in an accurate and timely manner.

B-2.02.7 Board members, as individuals, may serve as ex-officio members of any Association committee, except Nominations Committee.

B-2.02.8 Board members, as individuals, shall contribute to fund-raising and membership growth of the Association.

B-2.02.9. To approve amendments to the Constitution, By-Laws, and Operations Manual.

ARTICLE B-III RESOLUTIONS

B-3.01 **Definition.** A resolution is a formal written statement of a decision, a policy, an expression of opinion or intent; it always addresses a matter of great importance.

B-3.02 **Resolutions Committee – Enactment.** Resolutions may be enacted by the Board of Directors. Said resolutions shall either be originated by the Board of Directors or the Membership.

B-3.03 **Filing.** Proposed resolutions shall be submitted to National Headquarters in accordance with provisions in the Operations Manual as soon as prepared, but not later than thirty (30) days in advance of the meeting where they are to be considered, unless the proposed resolution is considered “time-sensitive”. The Chief Executive Officer (CEO) shall record and acknowledge the receipt of all proposed resolutions. He will then forward copies to the Board of Directors for action.

B-3.04 **Form.** Resolutions shall be submitted in the form set forth in the Operations Manual.

**ARTICLE B-IV
DUES**

B-4.01 The Operations Manual shall specify Association Dues.

**ARTICLE B-V
OFFICIAL PUBLICATION**

B-5.01 The official publication of the Association shall be “Navy.”

B-5.02 The preparation of the publication shall be under the management and direction of the Chief Executive Officer (CEO).

B-5.03 The Chief Executive Officer shall determine the editorial policy of the publication.

**ARTICLE B-VI
COMMITTEES**

B-6.01 **Standing Committees.** All Standing Committees report to the Board of Directors.

B-6.03.1 **Constitution and By-Laws.** The Committee shall consist of a Chairperson and at least two (2) other members. It shall make a continuing study of the Constitution and By-Laws of the Association and shall formulate and recommend necessary changes for action by the Board of Directors.

B-6.03.2 **Awards.** The Committee shall consist of a Chairperson and at least four (4) other members. The Awards Committee shall establish administrative procedures for submitting nominations for national awards; shall review nominations and make recommendations for approval or disapproval thereof to the Board of Directors as specified in criteria establishing the award; shall suggest format and citations for award certificates; shall recommend establishment and eligibility criteria for such awards, as it deems advisable.

B-6.03.3 **Nominations.** The Committee shall consist of a Chairperson and at least four (4) other members. All nominations are to be submitted to the Chairperson of the Nominations Committee no later than thirty (30) days prior to the election.

B-6.03.4 **Investment Oversight.** Membership of this committee shall consist of the Treasurer and two (2) persons appointed by the Chairperson of the Board. One (1) appointee shall be designated as the Chairperson. The Investment Oversight Committee shall establish and implement long-term investment policies and shall control and manage the Association’s investment portfolio.

B-6.03.5 **Scholarship.** All scholarships are administered by the AUSN Fund.

B-6.03.6 **Audit**. The Audit Committee will review the Association’s financial reporting process, its system of internal controls, its internal/external audit process, its Conduct Policy and its process for monitoring compliance with laws and regulations. Such procedures shall be in accordance with the Association’s financial policies and procedures manual. The Committee will not plan or conduct audits or determine that the Association’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. The Committee will meet as often as it determines appropriate, but not less frequently than annually. The Chairperson of the Board shall appoint an Association member not otherwise directly involved in the Association’s financial matters to be the Chairperson. Other members of the Committee shall be the Treasurer, the Chairperson of the Investment Oversight Committee, and a member of the Board of Directors.

B-6.02 **Ad Hoc**. The Chairperson of the Board of Directors may establish and appoint ad hoc committees as deemed necessary or desirable to perform specific tasks that are not included in standing committees.

B-6.03 **Ex-Officio**. The Chief Executive Officer (CEO) and other Headquarters staff when designated by the CEO shall be non-voting ex-officio members of all standing committees, except the Nominations Committee.

ARTICLE B-VII AWARDS

B-7.01 **Awards Program**. All information on AUSN awards is contained in the Operations Manual.

ARTICLE B-VIII STRATEGIC PLANNING

B-8.01 **Strategic Planning**. To achieve the purpose of ARTICLE III of the Constitution, AUSN must execute any current Strategic Plan in existence.

ARTICLE B-IX ORDER OF BUSINESS

The order of business of the Annual Meeting of the Association shall be, in so far as it is practicable, as follows:

1. Invocation
2. Roll Call of Delegates
3. Committee Meetings (as required)
4. Report of Credentials – Quorum
5. Reading & Approval of Minutes of Previous Annual Meeting
6. Reports of Chairperson of the Board, Board Officers, and CEO
7. Committee Reports
8. Unfinished Business
9. New Business
10. Benediction
11. Adjournment

**ARTICLE B-X
PROCEDURE**

Robert's Rules of Order (current) shall govern at meetings of the Board of Directors, Regions, and Chapters, except in matters expressly provided for otherwise in the Constitution and By-Laws of this Association.

**ARTICLE B-XI
AMENDMENTS**

These By-Laws may be amended at any meeting of the Board of Directors by a two-thirds (2/3) vote.

Proposed changes to the By-Laws should normally be submitted to the Board of Directors for its consideration and approval. Submit proposed changes to the AUSN Headquarters, 3601 Eisenhower Ave., Suite 110, Alexandria, VA 22304; by FAX (703) 683-3647; or by E-mail info@ausn.org.

The Board will review the proposal and, if approved, will submit it to the Chief Executive Officer (CEO) for action.

Format. The proposed change must include the existing language and the new language inserted in its proper place in the text. Letters or words to be deleted from the existing text will have a line through them (e.g. ~~line through them~~). Letters or words being added will be underlined (e.g. underlined). Immediately below the text, a brief statement of explanation for the need of this change and what it does should appear preceded by the word "RATIONALE."

**ARTICLE B-XIII
RATIFICATION**

All acts performed under any former By-Laws and Amendments thereto are hereby ratified and confirmed.

**ARTICLE B-XIV
REVOCATION**

All prior By-Laws and Amendments thereto are hereby revoked and shall become null and void.