

BYLAWS OF
SEACOAST SHIPYARD ASSOCIATION
OF
PORTSMOUTH, NEW HAMPSHIRE

PREAMBLE

The prime purpose of the Seacoast Shipyard Association is protecting the Portsmouth Naval Shipyard from closure. In recent years, the group has been activated to fight for the Shipyard during a number of intermittent base closing initiatives under Congressional mandate. During the years when there has been no base closing legislation, the nature of the organization changes, needing to downsize considerably. By remaining in a somewhat dormant state, it is in the position to immediately report when a new base closure threat is perceived. The Bylaws of the organization, therefore, need to reflect this with the appropriate flexibility required for their administration

Adopted December 29, 2004

ARTICLE 1

ORGANIZATION NAME

Section 1.1 The name of the organization shall be known as the SEACOAST SHIPYARD ASSOCIATION.

NON-PROFIT STATUS

Section 1.2 The Seacoast Shipyard Association is a non-profit organization incorporated under the laws of the State of New Hampshire.

LOCATION OF OFFICES

Section 1.3 The Executive Committee is hereby granted full power and authority to change the place of said principle office. Subordinate offices may at any time be established by the Executive Committee at any place or places where the Association is qualified to do business.

WORD AND TERM OF MEANING

Section 1.4 As used herein, and unless the context clearly indicates otherwise, the term:

1.4.1 "SSA" and "Association" mean "Seacoast Shipyard Association."

1.4.2 "PNS" and "Shipyard" mean "Portsmouth Naval Shipyard."

1.4.3 "Director" means a member of the Executive Committee.

Section 1.5 Any word denoting gender used in these Bylaws shall apply equally to either gender as the context may require.

ARTICLE 2

OBJECTIVES

Section 2.1 The objectives of the Association shall be:

2.1.1 An Association of individuals, businesses and communities dedicated to the continued existence of the Portsmouth Naval Shipyard and maximizing opportunities for its growth as a center of excellence in marine development.

2.1.2 Maintaining strong organizational leadership and presence for the focusing of community support.

2.1.3 Maintain a visible and aggressive governmental liaison through the Association's Washington Representative.

2.1.4 Promote the competitive advantages, strategic value and potential of the Shipyard to the Navy and the nation.

2.1.5 Promote expansion of the Shipyard into non-traditional maritime endeavors including a potential global role in support of the Seacoast community.

ARTICLE 3

MEMBERSHIP

Section 3.1 The SSA membership shall consist of the following:

3.1.1 Individuals, businesses and communities with a common interest dedicated to the continued benefit of the Portsmouth Naval Shipyard.

3.1.2 Honorary Membership may be conferred by the Executive Committee, for not more than one year at a time, upon any person not a member of the Association who has rendered conspicuous service in the interest of the Association. Such Honorary Member shall not be subject to the payment of dues or voting privileges. Examples of potential Honorary Members are local, state and federal officials and other community leaders.

ARTICLE 4

GOVERNMENT

Section 4.1 Subject to the limitations of the Articles of Incorporation, the Bylaws and the laws of the State of New Hampshire, as to action to be authorized or approved by the members, all Association powers shall be exercised by or under the authority of, and the business and affairs of this Association shall be controlled by the Executive Committee.

Section 4.2 Any member of the SSA or employee of the Shipyard in good standing is qualified to serve on the Executive Committee.

Section 4.3 The Executive Committee shall consist of 16 Directors who shall be:

- 4 Individuals from Shipyard labor
- 4 Individuals from Shipyard management
- 6 Individuals from Association membership (non-Shipyarders)
- 1 Member from the Maine business community
- 1 Member from the New Hampshire business community

Section 4.4 The term of office of each director shall be two years, except the term of a director appointed to fill a vacancy, which shall expire at the time that the term of his predecessor would have expired.

Section 4.4.1 The immediate past Chair of SSA shall serve as advisor on the Executive Committee for a period of three years from the expiration date of his/her term of office. The past Chair shall not be a voting member of the Executive Committee.

Adopted December 29, 2004

Section 4.5 The Chairman, Vice-Chairman, Secretary and Treasurer of the Association shall be elected by the Executive Committee.

Section 4.6 50% of the Executive Committee shall constitute a quorum at any meeting.

4.7 The Chairman will contact any member of the Executive Committee who misses three scheduled meetings to determine if they are still interested in remaining a Director. Any further absences may be grounds for removal.

Adopted December 29, 2004

Section 4.8 The Chairman, with the concurrence of the Executive Committee, shall appoint a Negotiating Committee of three members of the Executive Committee. The members of the Negotiating Committee shall:

4.8.1 Serve on the Committee for a period of two years.

4.8.2 Negotiate annually the contract of the individual who is employed as the Association's Representative to Washington.

4.8.3 Report their findings to the Executive Committee for approval prior to expiration of the contract.

Adopted December 29, 2004

ARTICLE 5

NOMINATION AND ELECTIONS

Section 5.1 At the Annual Association meeting the nominating Committee shall present to the membership and place in nomination the names of those people nominated for the Executive Committee.

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Section 5.2 Nominations may be received from the floor for non-Shipyard Directors.

Adopted December 29, 2004

Section 5.3 No person shall be eligible for nomination unless he has signified willingness to serve if elected.

Section 5.4 The election of the directors shall be a majority vote of those present and voting.

Section 5.5 Vacancies on the Executive Committees shall be filled by appointed by the chairman, with the concurrence of a majority of the remaining directors. Each director so selected shall hold office until his successor is selected.

Section 5.6 A vacancy shall be deemed to exist in case of death, resignation or removal of any director for just cause.

Section 5.7 The entire Board of Directors, or an individual director, may be removed from office in the manner provided by law.

ARTICLE 6

OFFICERS

Section 6.1 The Officers of the Executive Committee shall be a Chairman, Vice-Chairman, Secretary and Treasurer.

Section 6.2 The Officers shall be elected by ballot by majority vote at the Executive Committee's first monthly meeting following the annual meeting except that:

Section 6.2.1 Any Officer may be removed for cause by a majority of directors in office at the time, at any regular or special meeting of the board.

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Section 6.3 Any Officer may resign at any given time by giving written notice to the Executive Committee or to the Chairman.

Section 6.4 Any such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

ELECTED OFFICERS

Section 6.5 The Chairman shall:

6.5.1 Be the Chief Executive Officer of the Association with full executive authority except as limited by these Bylaws.

6.5.2 Be an *ex-officio* member of all appointed Committees.

6.5.3 Be empowered to sign all checks on bank accounts.

6.5.4 With the Treasurer, be the only representative of the Association to handle or, upon authorization by the Executive Committee, make payment from the funds of this Association.

6.5.5 Be authorized the expenditure of up to \$250.00 in any one instance without prior approval of the Executive Committee.

Adopted December 29, 2004

Section 6.6 The Vice-Chairman shall:

6.6.1 Assist the Chairman whenever necessary and, in the Chairman's temporary absence or incapacity, act in his stead.

6.6.2 Succeed to the office of Chairman should a vacancy occur in that office other than by expiration of the term of office.

SECRETARY

Section 6.7 The Secretary shall:

6.7.1 Keep accurate record of all proceedings of all meetings of the Association.

6.7.2 Keep, file and preserve all documents, records, reports and official correspondence connected with the business of the Association.

6.7.3 Send the required notices of all Association and Executive Committee meetings as directed by the Chairman.

TREASURER

Section 6.8 The Treasurer shall:

6.8.1 Receive and deposit all monies paid to the Association in a financial institution approved by the Executive Committee.

6.8.2 Disburse funds for the Association only by checks, unless otherwise approved by the Executive Committee.

6.8.3 Keep a true and complete record of all receipts and disbursements.

6.8.4 Prepare an annual report as of the last day of the Association's fiscal year and submit the same to the Auditing Committee together with the books and records for inspection.

6.8.5 Prepare and file all required federal and state tax and information returns, as required by law.

Section 6.9 The offices of Secretary and Treasurer may be held by the same person when authorized by the Executive Committee, in which case that person shall be responsible for all duties outlined in Sections 6.7 and 6.8.

Adopted December 29, 2004

ARTICLE 7

DUES

Section 7.1 The Annual Membership dues of the Association shall be established by a majority vote of the Executive Committee and approved by the general membership.

Section 7.2 The dues of businesses, professional associations, municipal members and individuals shall be established by the Executive Committee.

Section 7.3 Any member two years or more in arrears shall be dropped from membership.

Section 7.4 All Association dues shall be payable on the first day of the month in which the member joined the Association.

ARTICLE 8

COMMITTEES

Section 8.1 With the approval of a majority of the Executive Committee, the Chairman shall appoint the following standing committees, each of which must have two members from the Executive Committee:

Section 8.2 There shall be a Nominating Committee consisting of a Chairman and two other members whose duties are to present a list of nominees at the Annual Meeting of those candidates to be placed in nomination to be elected members of the Executive Committee.

Section 8.3 There shall be an Auditing Committee consisting of a Chairman and two members who shall audit the books and accounts of this Association at the end of the fiscal year and report its findings to the Executive Committee and the general membership for approval.

Section 8.4 There shall be a Budget and Finance Committee consisting of three members who shall work in close cooperation with the Treasurer, prepare the budget and in general plan the overall financial affairs of the Association. This Committee shall present an annual budget to the Executive Committee for approval prior to it's being presented to the active membership for adoption.

Section 8.5 Other committees such as bylaws, publicity/educational, and membership will be appointed by the Chairman as needed.

Adopted December 29, 2004

Section 8.6 All appointed committees shall file an annual report with the Executive Committee at its meeting preceding the Annual Meeting.

Adopted December 29, 2004

ARTICLE 9

MEETINGS – NOTICES – QUORUMS

Section 9.1 The Executive Committee shall meet at the call of the Chairman at a time and place determined by the Committee upon proper notice.

Section 9.2 The annual meeting shall be held in the month of April, unless the Executive Committee for proper and substantial reasons determines that an alternate date is required. The main order of business at the annual meeting will be the election of members to the Executive Committee. Notice of the annual meeting, containing a list of members submitted by the nominating committee for election, shall be published as a "Public Notice" in area newspapers and on the SSA website at least 14 days prior to such meeting.

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Section 9.3 Special meetings of the Association may be called at any reasonable time by the Chairman of the Executive Committee at his or its discretion, and shall be called by the Secretary upon the written request of 30 or more members. Such meeting shall be held within 30 days of receipt of such petition.

Section 9.4 At any regular or special meeting, a majority of the Executive Committee shall constitute a quorum.

Section 9.5 A quorum of any Committee of more than two persons shall be a majority of its members.

VOTING

Section 9.6 Voting at regular and special meetings shall be as follows:

9.6.1 Each member or designated representative present and in good standing in the association shall have one vote on each question.

9.6.2 Voting shall be by voice unless a poll is demanded by a member, in which event, votes shall be cast by a show of hands. The Chairman may require that voting be by secret ballot if circumstances warrant.

Adopted December 29, 2004

9.6.3 Secret ballots shall be collected and opened by the tellers and the final results shall be tabulated and announced to the members before the close of the meeting.

ARTICLE 10

MISCELLANEOUS

Section 10.1 Any person collecting monies for any activity of this organization shall be prepared at all times to make a full and complete accounting of the same to the Executive Committee.

Section 10.2 No member shall contract any bills in the name of the Association unless previously authorized by the Executive Committee or by the adopted budget.

Section 10.3 No member shall take advantage of his status as an Association member in order to achieve personal gain or remuneration, which would not otherwise be available to the member.

Section 10.4 The Association fiscal (business) year shall be for twelve consecutive months beginning on April 1 and ending on the last day of March.

Section 10.5 Any expenses not budgeted shall be subject to the approval of the Executive Committee.

Section 10.6 Orderly parliamentary procedures shall govern at all meetings.

Section 10.7 Proceedings of the meetings of the Association shall be governed by and conducted according to the latest edition of *Robert's Rules of Order, Newly Revised*.

Section 10.8 The Chairman and the Treasurer shall be bonded.

ARTICLE 11

DISTRIBUTION OF ASSETS AFTER TERMINATION

Section 11.1 No member of this organization shall have, as an individual, any interest in the assets of this Association and such assets shall be devoted exclusively to the purpose of the Association.

Section 11.2 Upon termination or dissolution of this Association, all assets then belonging to the Association shall be distributed to the Thresher Fund.

ARTICLE 12

AMENDMENTS

Section 12.1 These By-Laws may be amended, subject to the approval of the Executive Committee, by a simple majority vote of the Association's members present and voting at any regular or special Association meeting, provided that the proposed amendments are available for review by the membership at least 14 days prior to the meeting.

Adopted December 29, 2004

Section 12.2 Amendments approved by that meeting shall take effect immediately.