

Sea Services Leadership Association Bylaws



12 Oct 2022

Table of Contents

Name, Registration and Seal

Purpose

Objective and Goals

General Information pertaining to SSLA

Membership

 Annual and Lifetime members

 Discrimination

 Membership Dues

 Resignations

 Interim Appointments

Organization

 General Guidance

The Board of Directors

 Composition of the Board of Directors

 Authority

 Number of Directors

 Election of Directors

 Board Chair

 Quorums and Voting

 Advisory Board

Officers of the SSLA ("Staff")

 Election of SSLA Staff Members

 Officer responsibilities to the Board of Directors

 Annual report of SSLA

 Quarterly and annual report of financial condition of SSLA accounts

Removal of Directors, Officers, and Members

Removal of Board Chair

Committees

 Governance Committee

 Finance and Audit Committee

 JWLS Committee

Meetings

 Annual meeting of the members

 Board of Directors Meetings

 Electronic Meetings

 Minutes

Fiscal Year

Indemnification

Amendments and revisions to bylaws

 Voting and Quorum Requirements

Procedures for Review and Adjudication
Publication
Prohibitions
Declaration of Policy
Influence
Communications
Use of Indicia
Dissolution

Name, Registration and Seal

The name of this organization shall be – Sea Services Leadership Association, hereinafter referred to as the “Association” and officially abbreviated as “SSLA”. SSLA shall act in accordance with its Articles of Incorporation, Restatements, and Amendments as governed by the state of Virginia. SSLA’s official registered address is PO Box 40371, Arlington, VA 22204. The affixment of the Seal shall not be required to authorize or validate any document entered into or adopted by the Association.



Purpose

The purpose of the Sea Services Leadership Association shall be to support women in the sea services through access to education, resources, mentoring, and networking opportunities to enhance their leadership potential and increase the effectiveness of the organizations in which they serve. These organizations include the United States Navy, Marine Corps, Coast Guard and National Oceanic and Atmospheric Administration (NOAA) Commissioned Corps and Public Health Service (PHS). SSLA also supports the United States Army, Air Force and Space Force.

Objective and Goals

The objective of SSLA is to promote awareness and strengthen the value of the contribution of women in the maritime forces. To that end, SSLA will work through our network of active-duty, reserve, veteran officers and enlisted, and civilian members; and also through a variety of means with the professional, business, and academic communities to:

Goals

- Educate and advocate for the professional development of women members of the Sea Services in a gender-inclusive environment

- Provide educational materials concerning policies, benefits, and other matters of interest to members of SSLA
- Provide a forum for discussion for women and men of professional matters and concerns affecting uniformed women service personnel and their families as they progress their careers.
- Pursue opportunities to establish and maintain a positive awareness of the contribution of women in the Sea Services. SSLA will work with local civil communities, businesses, and academic communities to further understanding of the contributions to National Security by women in the Sea Services
- Highlight the heritage of women in the Sea Services to enhance an appreciation of past contributions and future promise in the preservation of our national security
- Provide assistance to sea service families and support youth programs

General Information pertaining to SSLA

Membership

Annual and Lifetime Members

The Association shall have two classes of members, Annual and Lifetime. Any reference to "members" herein shall refer to all members of both classes, unless the context requires otherwise. Anyone desiring to support and advance the objective and purposes of the Sea Services Leadership Association shall be eligible as an Annual or Life Member. Membership levels are set forth in the SSLA Standard Operating Procedures. The number of members admitted to each class may be fixed from time to time by the Board of Directors. Each candidate for membership shall apply for membership on an application form specified by the Board of Directors. Members in good standing shall have the right to vote on each matter presented to the members for a vote and shall have such other rights and privileges as the Board of Directors shall from time to time designate. Memberships are not transferable. To remain in good standing, all members must pay the required dues for the current period.

Discrimination

The Board of Directors, in its sole discretion, shall have the right to deny membership to any person for any reason, provided, however, that no person shall be denied membership or be expelled from membership due to race, color, religion, sex (including gender identity, pregnancy, and sexual orientation), national origin, age, disability, protected genetic information, marital status, parental status, and political affiliation.

Membership Dues

The assessment of dues shall be established and set annually by the Board of Directors. The procedure for this process shall be set forth in the SSLA Standard Operating Procedures.

Resignations

Any person holding an elected or appointed position within the Sea Services Leadership Association who chooses to resign their position shall have such resignation take place immediately or upon the date identified within the statement of resignation by email to the Chair of the Board and to the President. No action by any other entity is required for such resignation to take effect. Any person who submits a statement of intent to resign may only rescind such intent with permission of the Board of Directors and only if the rescission is received prior to the stated date of resignation.

Interim Appointments

If a board or staff position remains vacant after an election cycle, or upon resignation or removal of an SSLA Director or Officer, the SSLA staff and board shall be informed, and any staff or board member may nominate a fill. The President, with the concurrence of a majority of a quorum of the Board of Directors, may appoint an interim Director or Officer to fill that position who may remain in that position until the next election cycle.

Organization

General Guidance

All members of the Board of Directors and all Officers of SSLA are expected to participate in the conduct of the business of running SSLA. As such, it is expected that Officers and Directors will attend all required meetings and perform all duties of the office to which they are appointed.

All Officers and Directors of SSLA will have been regular or lifetime members in good standing before being appointed or elected.

The Board of Directors

Composition of the Board of Directors

The Board of Directors (hereafter “BOD” or “Directors”) shall be composed of experienced volunteers who are passionate about the mission of SSLA and shall serve without compensation. Directors shall be active, reserve, or veteran service members of the US Navy, Marine Corps, Coast Guard, NOAA, or PHS who are members of SSLA in good standing.

Authority

The Board of Directors shall hold the entire authority for the governance and strategic direction of the Sea Services Leadership Association. The Board may adopt and amend Bylaws, approve a budget, adopt resolutions, and establish regulations for its governance. All Directors are voting members.

Number of Directors

The number of Directors of the Association shall be seven: A Chair of the Board, and six additional Directors, who shall serve as the following six Primary Staff positions: President, Executive Vice President, Senior Enlisted Advisor, Treasurer, Secretary, and VP of Administration.

Directors who also serve as Officers must keep in mind the distinct and important differences in their responsibilities when acting in their role as a Director or as an Officer.

Election of Directors

BOD members, with the exception of the Chair, will be elected by a majority of not less than 10% of the active SSLA membership in good standing, and may be re-elected to serve additional terms. New BOD terms will begin on October 1st of the calendar year in which a Director is elected and will last two years. Each August, the membership will vote to elect applicants to the board for the specific staff positions that will be vacant or expiring.

Board Officer's terms shall be for two years, and individuals may be elected for up to two successive terms before needing to run for a different position, or resign. A member of the Board may be granted an exemption to the term limits if desired with a majority vote amongst a Quorum.

Board Chair

The Board Chair shall be the Chair of the Board of Directors of the Sea Services Leadership Association and will preside at meetings of the Board of Directors. The Board Chair will be elected by the Board of Directors. The Chair of the Board will serve for a term of two years, may be re-elected to serve for a total of three terms and will alternate between a member of the Navy, Marine Corps, and Coast Guard.

Quorums and Voting

A quorum for any Regular or Special Meeting of the Board of Directors meeting is a majority of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote by a majority of the Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the Director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding it or transacting

specified business at the meeting; or (ii) the Director votes against, or abstains from, the action taken. A quorum for the number of SSLA members for the purposes of voting is 10% of SSLA members in good standing.

Advisory Board

SSLA may have an Advisory Board, the purpose of which shall be to advise the BOD regarding the policies and principles necessary to achieve the objectives of the association. Members of the Advisory Board shall be elected by a majority of the Board of Directors. The Advisory Board shall be constituted of the following persons:

- Chairperson Emeritus
- President Emeritus
- Any Sea Service (USN, USMC, USCG, or NOAA) representative SSLA Officer
- Any additional SSLA member the BOD desires to elect

The most recent past Board Chair may serve as the Chairperson Emeritus and the most recent past President may serve as the President Emeritus, should they volunteer and should the BOD elect them. Any SSLA member in good standing may be elected by the BOD to the Advisory board to ensure that each of the Sea Services is represented. This Sea Service representative may be the same person who serves as the Sea Service rep on the SSLA staff, or may be an additional member. Other SSLA members may be elected to serve as Advisory Board Members as desired to bring needed passion and experience to the Board. The Advisory Board shall not vote on any matters regarding SSLA and shall have no authority or decision-making power within the Association. It shall exist solely in an advisory capacity.

Officers of the Sea Services Leadership Association (“Staff”)

Officers of SSLA (also called “Staff”) have the responsibility for executing the mission of SSLA under the governance of the Board, in accordance with SSLA’s Standard Operating Procedures.

Election of SSLA Staff members

With the exception of the General Counsel (Legal Officer), Staff members are elected by the BOD for a two-year term. The Joint Women’s Leadership Symposium (JWLS) Co-Chairs, Service representatives for the Space Force, Air Force and the Army and the General Counsel (Legal Officer) are appointed by the president for the term of planning and executing each JWLS. The Legal officer has no term limit. Each September, the BOD will vote to elect applicants to the staff for the specific SSLA staff positions that will be vacant or expiring. New terms will begin on October 1st.

The Officers of SSLA Staff are:

- President **
- Executive Vice President **
- Senior Enlisted Advisor **
- Treasurer **
- Secretary **
- Vice President for Administration**
- Vice President for Awards and Recognition +
- Vice President for Membership +
- Vice President for Public Affairs (PAO) +
- Vice President for Programs and Events +
- Vice President for Task Forces +
- Sea Service Representatives (USN, USMC, USCG, NOAA) +
- JWLS Co-Chairs ^
- General Council (Legal Officer) ^
- Service Representatives (US Army, US Air Force, US Space Force) ^

* These primary officers also serve on the Board of Directors. They are elected as directors by a majority vote in which at least 10% of the active SSLA membership participated.

+ These Officers are appointed by a majority vote of a quorum of the BOD

^ These Officers are appointed by the president. The General Counsel (Legal Officer) has no term limit.

Officer reports to the Board of Directors

The President shall submit an **Annual Report of SSLA**, as drafted by the SSLA VP for Administration for the activities of the year for release to the Secretary of the Department of Homeland Security, the Secretary of the Navy, the Chief of Naval Operations, the Commandants of the Marine Corps, and the Coast Guard. The subject report shall be submitted within thirty (30) days of the close of the fiscal year.

The Treasurer shall report quarterly to the President and the Board of Directors as to the financial condition of the Sea Services Leadership Association and shall, at the Annual Meeting of the Members of the SSLA, submit a **report of the financial condition of the SSLA accounts**.

Removal of Directors, Officers, and Members

The Board Chair and President shall have the authority to seek removal of any Director or Officer, elected or appointed. Any such Officer or Director shall receive at least fifteen (15) days written notice of the intention to seek their removal and shall have been provided an opportunity to be heard by the Board of Directors. Following a BOD appearance hearing, if requested by

such Officer or Director, the BOD may, given a majority vote with a quorum being present, affirm the suspension or expulsion of the Officer or Director at a meeting called for such a purpose.

The Board Chair and President may also seek suspension or expulsion of any SSLA Member with or without cause. However, any such member shall have received at least fifteen (15) days written notice of the Board Chair's intention to seek approval from the Vice President for Membership for such removal and shall have been provided an opportunity to be heard by BOD.

Removal of the Board Chair

A majority of the Board of Directors shall have the power to seek removal of the Board Chair. The Board Chair shall have been provided an opportunity to be heard at a Special Board of Directors Meeting called for such purpose, provided that the Board Chair shall have received at least twenty-one (21) days written notice of such intention to seek their removal and detailing grievance against them. The Board Chair shall be recused from chairing the Special Board of Directors Meeting. Following a due process hearing, the Board of Directors may, given a majority vote, with a quorum being present, affirm the removal of the Board Chair.

Committees

The Board may establish such standing committees to conduct the activities of SSLA and to advise the Board. The Board shall define the powers and responsibilities of such committees. The members and Chair of all committees shall be appointed by the President for a two-year term. No committee appointed by the Board shall consist of fewer than three members. Persons outside of the Board may be appointed as committee members. No Committees will have the authority to make changes to SSLA Policy but will make recommendations to the Board of Directors for such changes.

There shall be three standing committees with functions as described below.

The Governance Committee shall be charged with annually reviewing SSLA's Bylaws, Operations Manual, and other governing documents and policies and recommend any needed changes to the Board. The Executive Vice President will Chair the Governance Committee.

The Governance Committee is also charged with verifying the eligibility of all nominees for candidates for the elections to the Board of Directors.

The Finance and Audit Committee shall be charged with assisting the Board of Directors in discharging its statutory and fiduciary responsibilities fully with respect to oversight of SSLA's financial statements, investments, internal controls and all related matters related to supervising the financial affairs of SSLA. The Finance Committee will ensure that SSLA's finances are audited annually, with the audit results being reported to the Board. The Committee will make

quarterly reports to the Board of Directors. The Treasurer will Chair the Finance and Audit Committee.

The JWLS Committee shall be charged with organizing and developing the JWLS event, which nominally takes place once a year. The JWLS Committee will have as members: The JWLS Co-Chairs, the Treasurer, the VP of Administration, VP of Events and Programs, the PAO and all Service Representatives.

Other standing or special committees may be established by the Board of Directors or President as needed to conduct business relevant to the governance of SSLA.

Meetings

Annual Meeting of the Members

The President, with the approval of the Board of Directors, shall designate the date and place for an Annual Meeting of the Members. The goals of the annual meeting are set forth in the Operations Manual, Part Two, Policies and Organization. Members in good standing shall be given notice of the meeting no less than 25 days for the meeting date; provided that for meetings to vote on certain major matters under Virginia law, notice shall be given not less than 25 before the meeting date. A member's attendance at a meeting waives objection to any lack or defect of notice unless the member objects at the beginning of the meeting or with regard to any matter not included in a notice, at the time such matter is presented. The Board of Directors shall fix a record date for such meeting and shall have prepared an alphabetical list of all members entitled to notice and to vote at the meeting, which list shall be made available for inspection in accordance with Virginia law. Members may participate in a meeting by means of remote communication provided that any person participating remotely has been verified as a member and is provided a reasonable opportunity to participate, vote, and read or hear the proceedings substantially concurrently with such proceedings.

Board of Directors Meetings

The Board of Directors will meet quarterly for regular meetings and can hold special board meetings as deemed necessary. The Chair of the Board or the President can call a special meeting of the Board of Directors. Advanced notice and scheduling will be done as expeditiously as possible. For matters deemed of extreme urgency, the Chair of the Board or the President may call a meeting with at least 24 hours' notice. All such meetings shall be legal meetings and resulting acts will be valid and binding so long as a quorum was established and maintained at the time of such action. Any action required or permitted to be taken by the Board may be taken without a meeting if each director then in office signs a consent, or writes in an official email, describing the action to be taken and delivers it to the SSLA via the Secretary,

unless a different Director is assigned this action. Action thus taken is effective when the last director signs the consent, or sends the email, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided the consent states the date of execution by each director. A director's consent may be withdrawn by a revocation signed by the director and delivered to SSLA prior to delivery to the SSLA of unrevoked written consents signed by all the directors. A written consent and the signing thereof may be accomplished by one or more electronic transmissions. A consent signed under this section has the effect of action taken at a meeting of the Board and may be described as such in any document.

Electronic Meetings

Electronic meetings shall be permitted so long as they are conducted in a manner consistent with these Bylaws and the Operations Manual and that any person participating remotely has been verified as an authorized participant and is provided a reasonable opportunity to participate, vote, and read or hear the proceedings substantially concurrently with such proceedings.

Minutes

Minutes shall be taken of all meetings of the Board of Directors and the Annual Meeting of Members. Such minutes shall be made available within thirty (30) days following such meeting. The procedure for distribution of such minutes shall be set forth in this Operations Manual, Part two, Policies and Organization.

Fiscal Year

The fiscal year of the Sea Services Leadership Association shall begin on January 1 of each year.

Indemnification

The Sea Services Leadership Association shall indemnify, to the full extent permissible under applicable Virginia law, any person made or threatened to be made, a party to an action or proceeding, whether civil or criminal, by reason of the fact that they, their testator or intestate was a Director, Officer, or committee member of the Sea Services Leadership Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Delegate, Director, officer, or committee member acted, in good faith, for a purpose which he or she reasonably believed to be in the best interest of the Sea Services Leadership Association, and, in the case of criminal actions or proceedings, in addition, he or she had no reasonable cause to believe that his or her conduct was unlawful.

Amendments and revisions to Bylaws

Voting and Quorum Requirements

The Bylaws and Articles of Incorporation may be revised or amended only at a meeting of the Board of Directors and by approval of 2/3 of the directors.

Procedures for Review and Adjudication

A proposed revision to the Bylaws shall be submitted in writing to the President at least sixty (60) days prior to the next scheduled meeting of the Board of Directors. The President shall submit the proposed revision to the General Counsel and the Governance Committee for review. The submission of the proposal to the General Counsel and the Governance Committee shall take place not later than ten (10) days after receipt by the President. The review shall be completed within thirty (30) days following submission by the President. The President shall then submit the proposal to the Board of Directors in writing at least twenty (20) days prior to the next scheduled meeting for consideration. Approved changes to the Bylaws will be posted to the SSLA official website by the Public Affairs Officer within 30 days of approval.

Publication

These bylaws shall be maintained, reviewed, and, if necessary, revised annually. If there are no revisions, the SSLA SOP's will be re-published with a current effective date. These bylaws will be accessible online in .pdf format. Directors and Officers shall be notified that the revised

SSLA bylaws are available on the official Sea Services Leadership Association website for viewing, downloading, and/or printing.

Prohibitions

Notwithstanding any other provision of these Bylaws, SSLA shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

Declaration of Policy

No declaration of the policy of the Sea Services Leadership Association shall be made without the approval of the Board of Directors.

Influence

The Sea Services Leadership Association shall be strictly non-partisan, and neither its name nor its influence shall ever be used, directly or indirectly, in connection with partisan politics.

Communications

No Member or officer of the Sea Services Leadership Association shall undertake in the name of the Sea Services Leadership Association any action to prejudice the objective and purpose or established policies of the Sea Services Leadership Association, and no Member shall communicate with any department of the United States Government in the name of the Sea Services Leadership Association on general policy matters, without the approval of the President.

Use of Indicia

No use may be made of the Sea Services Leadership Association name, seal, logo, or other symbol or indicia of the Sea Services Leadership Association, including lists of members' names and addresses for any purpose other than direct fulfillment of the mission of the Sea Services Leadership Association without the prior consent of the President or the Board of Directors.

Dissolution

In the event of dissolution of the Sea Services Leadership Association, all assets shall be distributed, after paying all debts, to such organizations exempt under Section 501(c)(3) of the Internal Revenue Code or comparable successor provision, as the Board of Directors shall designate. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of SSLA is then located, or another court as directed by the laws of the State of Virginia, exclusively for such purposes or to such

organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

These bylaws were accepted by a majority vote of the SSLA Board of Directors in which a quorum was present on 12 October 2022.