

# THE WARDROOM CLUB BYLAWS

Adopted January 20, 1960, Revised 2001, and updated with the latest changes on 10 January 2022

## ARTICLE I Name and Purpose

The name of this organization is the Wardroom Club. Its purpose is entirely social, and it was founded to provide opportunities for its members to talk over bygone days in the Navy, Coast Guard, and Marine Corps, and to meet informally, officers currently serving in the Navy, Coast Guard and Marine Corps. The Club has no political axe to grind and is not connected with any Veterans' or Service organization or movement.

## ARTICLE II Government

### SECTION I

The affairs of The Club shall be in the control and management of the Board of Governors, hereinafter referred to as "the Board," which shall consist of at least seven members, namely, the President, Vice President, Treasurer, Secretary, Services member (who will be an officer on active duty in the U.S. Navy, Coast Guard, or Marine Corps), the most recent ex-President and a member elected at-large from the membership.

### SECTION 2

The officers and members of the Board shall be elected by the membership at the Annual Meeting of The Club for a period of one year or until their successors are elected. An Assistant Treasurer, Assistant Secretary, a Chaplain, a Historian and a Wine Mess Steward may be appointed by the Board and shall continue in office at the pleasure of the Board.

## ARTICLE III Duties and Powers of the Board of Governors

### SECTION 1

The Board shall have general charge, management and control of the conduct, affairs, funds and property of The Club, subject to these By-Laws and votes of the membership.

## SECTION 2

The Board shall authorize all such contracts, purchases and payments as it shall deem necessary or proper for the ordinary conduct of The Club's affairs, but it shall have no power, unless specifically authorized by the membership, to render The Club liable for any unusual debt or expense beyond the cash funds of The Club in the hands of the Treasurer.

## SECTION 3

The Board shall have power to fill any vacancy occurring either in its number or in any office. Such appointment shall be made for the remainder of the unexpired term.

## SECTION 4

The Board shall constitute the committee on election of new members and as such shall examine in detail the qualifications of candidates for every class of membership.

## SECTION 5

The Board shall have power to terminate the membership of any member of The Club if the continuation of that membership in the opinion of the Board is likely to cause damage to or compromise the prestige or purposes of The Club. Such action shall be reported in detail to the membership forthwith.

## SECTION 6

The Board shall be charged with the responsibility of adhering strictly to the By-Laws of The Club and maintaining all its traditions insofar as practicable. Nothing contained in these By-Laws shall be interpreted as relieving the Board of these duties.

## SECTION 7

The Board shall exercise its functions at regularly scheduled meetings, at which a designated number of its members shall constitute a quorum.

## SECTION 8

At its discretion, the Board shall have the authority to place a ceiling on all classes of membership not herein limited.

## ARTICLE IV.

### Duties of the Officers

## SECTION I

The President, when present, shall preside at all meetings of The Club and of the Board and perform whatever duties may be assigned to him/her by the Board.

## SECTION 2

The Vice President shall perform all duties of the President in his/her absence. He/she shall coordinate the nominations and election of new members. He/she shall receive all nominations and seconds for membership.

## SECTION 3

The Treasurer shall keep the accounts and have charge of all funds of The Club. He/she shall collect all dues and entrance fees and make all disbursements. He/she shall make an annual inventory of The Club's property, render a statement of condition at the Annual Meeting and whenever so requested by the Board. He/she shall mail to all members, who are liable, a bill for their annual dues as early in the fiscal year as practicable. He/she shall notify the President and the Secretary of the names of all persons newly elected to membership who have satisfied or failed to satisfy financial obligations. In case of the absence of the Treasurer, the Assistant Treasurer appointed by the Board should discharge designated duties.

## SECTION 4

The Secretary shall keep a record of all meetings of the Board and of The Club. He/she shall maintain a record of all repeals, alterations and amendments to the By-Laws. He/she shall notify the members of each meeting at least seven days in advance thereof. He/she shall receive all resignations from membership and conduct whatever correspondence is required in regard to each. The Secretary shall notify the Treasurer and the Board of the names of all persons whose resignation has been accepted. The Secretary will also keep the roster of all members current. In the absence of the Secretary, the Assistant Secretary appointed by the Board should discharge designated duties.

## ARTICLE V.

### Classes of Membership

## SECTION I

Regular Membership. Any person elected to membership in The Club who at some time in his life has been entitled to wardroom privileges in either the United States Navy, Coast Guard, Marine Corps, Merchant Marine or any foreign navy by virtue of being a commissioned Navy, Marine Corps, or Coast Guard officer shall be classified as a Regular Member of this Club and shall be entitled to all privileges and responsibilities attendant thereto.

## SECTION 2

Associate Membership. Any civilian or former member of a non-maritime Armed Service, who because of either interests or professional pursuits, which bring him into contact with the Navy, Marine Corps, Coast Guard, or nautical services may be elected to Associate Membership in The Club. Such membership shall be limited to a total of ten percent of the regular membership at any one time. The privileges of Associate Membership shall include all those of Regular Membership, but shall not include that of holding office in The Club.

## SECTION 3

Active Services Membership. Any commissioned officer of the Navy, Marine Corps, Coast Guard or of their Reserve components on active duty may be elected to Active Services Membership. Such membership shall terminate upon the retirement, end of obligation or resignation of such officer and he/she shall then be automatically transferred to Regular Membership, subject thereafter to all dues and assessments for which Regular Members are responsible. An Active Services Member, so transferred, shall not be charged an entrance fee. The privileges of Active Services Membership shall include all those of Regular Membership except that of holding any office other than that of Active Services Member of the Board.

## SECTION 4

Honorary Membership. This classification of membership shall be reserved for men and women who have performed a unique service, either to their country or to The Club and shall include all the privileges of Regular Membership for life or until terminated by the individual or Board action, except that Honorary Members shall not be subject to any charges for dues and shall not be eligible for election to any office.

## SECTION 5

Emeritus Membership. This category will be available for nomination of long-standing members who because of age, health, location, mobility, or other factors, and wish to remain members but cannot attend meetings. Members of the Board of Governors may nominate a member for Emeritus membership, and that status may be approved by a simple majority vote of the Board members. Emeritus members will continue to receive the Newsletter but will not be charged any dues.

## ARTICLE VI.

Procedure for Election and for Resignation of Members

## SECTION 1

A candidate for Regular or Associate Membership may be nominated in writing by any Wardroom Club member in good standing. Each nomination must be for a

prospective member who meets all the eligibility requirements for membership. A letter of nomination, addressed to the Vice President, shall include the full name, address, telephone number and age of the candidate, a statement of his/her Sea Services background including highest rank attained, current business or professional activities, an evaluation of his/her character and any further information that may be helpful to the Board in determining the desirability of the candidate for membership. All candidates for Regular or Associate membership must have attended at least two regular meetings of The Club as a guest of a member prior to the new member orientation meeting. They must be personally known to a majority of the Board. A brief background history of nominees shall be published in the Wardroom Club Newsletter on the month of their approval vote.

## SECTION 2

Any candidate for Active Services Membership may be nominated by the Active Services Member of the Board or any member following attendance at one regular meeting of The Club as a guest of the Active Services Member or other member. Nomination shall be presented to the Board who will vote on membership. Attendance at the new member indoctrination is desirable but not required.

## SECTION 3

The President may present at any regular meeting the names of Regular, Associate and Honorary candidates, who have been proposed, seconded, and approved by the Board. The membership shall indicate its decision by voice vote, but a written vote may be taken, if so moved and voted. After an affirmative vote by the membership, the candidate shall be notified verbally or in writing by the Treasurer, but membership shall not be effective until the candidate shall have paid whatever entrance fee and dues apply. Failure to pay will be grounds for the Board to rescind election of the candidate to membership in The Club.

## SECTION 4

Any member, not in arrears to The Club, may resign his membership at any time by written notice to the Secretary. Members shall be liable for all dues and assessments for their class of membership in the year during which they desire to terminate their membership. Former members may request reinstatement by the Board if there are no dues or assessments in arrears. Any former member who resigns without a letter of resignation may reapply for membership with the next regularly scheduled membership class.

## ARTICLE VII.

The Club Year and Dues; The Entrance Fee

## SECTION 1

The fiscal year of The Club shall terminate annually on December 31st.

## SECTION 2

From time to time the Board may recommend to the membership the amount of the annual dues and the amount of the entrance fee. The membership shall have the power to confirm or reject such recommendation prior to the first meeting in the fiscal year. If no recommendation is made, the dues and the entrance fee shall be the same as effective in the next previous year. Regular and Associate Members shall pay annual dues and assessments only. Regular and Associate Members elected after June 1 in any year shall not be liable for annual dues until the next succeeding fiscal year of The Club. Active Services Members and Honorary Members shall not be liable for annual dues or assessments.

## SECTION 3

Prior to the beginning of each WRC club year, the WRC Treasurer will send annual dues notices to all Regular and Associate members. The payment of dues must be made by October 31 of the current Club year, and members whose annual dues and assessments remain unpaid as of January 1st, will at the discretion of the Board of Governors, be dropped from membership.

## SECTION 4

The entrance fee shall be charged to all members, except Active Services Members and Honorary Members, at the time of their election to membership and shall be payable immediately upon billing.

## SECTION 5

The Board, at their discretion, in extenuating circumstances may waive annual dues for any Regular or Associate Member.

## ARTICLE VIII

The Annual Meeting; The Nominating Committee

### SECTION 1

The Annual Meeting shall be held during the month of May and shall be the last regular meeting of The Club held prior to June 1st.

### SECTION 2

The Board shall designate a committee of three regular members to serve as a nominating committee. At least one month prior to the Annual Meeting, the Board shall designate one of these three as chairman. Whenever possible, the Immediate Past

President should chair this committee. The committee, through its chairman, shall present nominations at the Annual Meeting for all the elective offices in The Club, but additional nominations for any office may be made by any member either in writing prior to the Annual Meeting or orally at such meeting. In lieu of voice voting by those who attend the Annual Meeting, all voting on substantial issues, as determined by the Board of Governors, will be conducted by e-mail or USPS Mail sent to all members. The Secretary will tally votes, provide results and reports, and maintain records of all such voting.

## Quorum Defined Requirements for Amending the By-Laws

### SECTION 1

A quorum shall consist of not less than 100 members for any action required by the By-Laws to be passed by the membership. It shall be deemed passed, if so voted by a majority of a quorum of the membership except in case of repeal, alteration or amendment to The Club's By-Laws.

### SECTION 2

These By-Laws may be repealed, altered, or amended at any meeting of the members provided that notice of the intended action is given to all members in writing at least two weeks prior to that meeting. A quorum, as described in Section I of this Article, is required to be present, and action shall require the vote of two-thirds of the members present. It shall be the responsibility of the Secretary to notify all members of any By-Laws repeal, alteration or amendment.