CONSTITUTION
AND
BYLAWS

THE ELECTRIC BOAT MANAGEMENT ASSOCIATION, INC.

Revised as of March 20, 2023

CONSTITUTION

ARTICLE I - NAME AND PURPOSES

Section 1. Name: The name of this Association shall be the Electric Boat Management Association, Inc., hereinafter referred to as "The Association".

Section 2. Goal: The purposes of the Association are:

A. Develop a professional spirit and understanding of management as a profession.

B. Provide opportunity for development of leadership and managerial skills through practice.

C. Provide opportunity for exchange of ideas and information on management practices.

D. Encourage the spirit of unity and cooperation among members at all levels.

E. Foster community activities that promote the general welfare.

F. Restrictions: This Association shall be nonpolitical, non-partisan, and shall not engage in collective bargaining in behalf of its members or others.

Section 3. Program: At least 75 percent of the Association's total program shall be of a management development nature

Section 4. Incorporation: This Association shall be incorporated as a non-profit organization under the laws of the State of Connecticut.

ARTICLE II - MEMBERSHIP

Section 1. Requirements: Membership is extended to every salaried employee of Electric Boat Division.

ARTICLE III - DUES

Section 1. Annual Dues: Dues of all members, except Life Retirement Members, shall be payable in accordance with the Bylaws.

ARTICLE IV - OFFICERS

Section 1. Officers: The officers of the Association shall be President, Vice-President - Days, Vice-President - Nights, Secretary, Treasurer, and Chairperson of the Board of Directors.

Section 2. Board of Directors: The policy making body of the Association shall be a Board of Directors consisting of the immediate past president and ten (10) elected directors.

Section 3. Eligibility and Duties: Eligibility requirements and duties of officers and directors shall be as prescribed in the Bylaws of this Association.

Section 4. Authority: The officers and directors shall be empowered to do all things necessary to accomplish the purposes of this Association.

ARTICLE V - ELECTIONS

Section 1. Officers: The Officers shall be elected by secret ballot and shall serve a two year term or until their successors have been appointed or elected, installed and taken office.

Chairperson of the Board: The chairperson shall be elected by the Board of Directors by secret ballot and shall serve a one year term.

An Officer - elect will be installed after elections and prior to the start of the next fiscal/administration year, but will not take office until after the incumbent officer has resigned or completed his/her term.

Section 2. Directors: One half of the total number of elected directors shall be elected each year for a two-year term. The election of directors shall be by secret ballot and shall take office at the start of the next fiscal/administrative year.

ARTICLE VI - MEETINGS

Section 1. Annual Meeting: The annual meeting of the Association shall be prescribed in the Bylaws.

Section 2. Regular: The minimum number of regular meetings to be held shall be eight (8) each year. Additional regular meetings will be determined by the Board of Directors.

Section 3. Board Meeting: The Board of Directors shall meet regularly once each month. Special meetings may be called by the Chairperson of the Board, or upon petition signed by at least three members of the Board of Directors.

Section 4. Quorums: A quorum at regular or special meetings for the transaction of business shall not be less than fifty (50) voting members of the Association. A quorum of the Board of Directors for the transaction of business shall be a majority of the Board members.

ARTICLE VII - COMMITTEES

Section 1. Standing: The standing committees shall be: Program, Management Development, Booster-Membership, and Community Activities. Additional committees may be authorized by the Board of Directors.

Section 2. Directors: The Directors of all standing committees shall be appointed and directed by the President and shall submit reports to the President and the Board of Directors as required.

Section 3. Special: Special committees and the director thereof shall be appointed and directed by the President except that the Board of Directors shall have the power to create its own committees as it deems necessary.

ARTICLE VIII - AMENDMENTS

Article I. Amendments: The Constitution may be amended by a two-thirds vote of the members present and voting at any regular or special meeting of the Association or by a two-thirds majority vote as part of the annual election. Amendments must be proposed in writing to the Board of Directors. Notification of vote on a proposed amendment must be given to the entire membership thirty (30) days in advance.

BYLAWS

PREFACE

The Bylaws of the Electric Boat Management Association, Inc., hereinafter referred to as "The Association", establish the rules that are in the best interests of the Association and help to eliminate unnecessary controversy and loss of time in discussion and research. The Bylaws in no way shall be used to amend or supersede the Constitution of said Association. In case of conflict, the Constitution shall hold precedence.

ARTICLE I - MEMBERSHIP

Section 1. Admission to Membership: Every eligible person desiring membership in the Association shall submit to the Booster-Membership Committee a properly completed application form, and the registration fee, when applicable.

Section 2. Ineligibility: Members whose job classification is changed so that they are no longer eligible will have their membership terminated in the Association to coincide with the date of the change. Should they become eligible again; no registration fee will be required.

Section 3. Resignation or Termination: Membership in the Association shall cease upon any of the following events:

A. Written resignation to the President of the Association.

B. Failure to pay dues.

C. Loss of eligibility. (Constitution, Article II, Section 1)

Section 4. Life Retirement Members: Members in good standing who retire from Electric Boat are presented a Life Retirement Membership and suitable recognition. Life retirement members are exempted from paying annual dues for their lifetime and are entitled to all privileges of the Association except voting or holding office.

Section 5. Life Members: Members, upon completion of a term of office as President or Chairperson of the Board, are presented a lifetime paid-up membership by the incoming officers and directors. Life members are exempted from paying annual dues or subscriptions for their lifetime as long as each is employed at Electric Boat Division and fulfills the membership requirements stated in ARTICLE II, Section 1- MEMBERSHIP of the Constitution.

Section 6. Reinstatement: Persons who have terminated their membership because of provisions contained in ARTICLE I, section 3, of the Bylaws may be reinstated to membership upon application, provided such persons re-qualify for membership in accordance with ARTICLE II, Section I, of the Constitution.

ARTICLE II - ELIGIBILITY OF OFFICERS AND DIRECTORS

Section 1. President and Vice-President: Any nominee for this position shall have been a member of the Association for two years before taking office and shall have been a member of the board of directors, an officer, a director of the administration, held the office of the Vice-President or served as a Booster Manager, for one term before taking office.

Section 2. Secretary, Treasurer and Directors: Any nominee for these positions shall have been a member of the organization for one year before taking office.

Section 3. Re-Election: After serving a full term, no officer or director may be re-elected to succeed himself in the same office more than once.

Section 4. Holding Office: No officer or BoD member shall hold more than one office concurrently. A BoD member having a minimum of one year remaining in his/her term may be a candidate for another office, provided that he/she resigns from office prior to the beginning of the next fiscal year.

ARTICLE III - DUES

Section 1. Registration Fee: Each new member shall pay the Electric Boat Management Association, Inc. registration fee of seven dollars ($7.00) upon entry into the Association.

Section 2. Payment of Dues: Payment of member's dues will be by payroll deduction of up $5.00 per pay period as determined by supermajority of at least 8 of the 11 EBMA Board of Directors.

Section 3. Termination of Membership: No refund will be made for the new member registration fee.

ARTICLE IV - DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Chairperson of the Board: Each new Board of Directors shall elect one of its members as its Chairperson. The Chairperson of the Board of Directors shall: preside at all meetings of the board, designate one of the remaining directors as an alternate; serve as the designated registered agent in the Articles of Incorporation of the Association and receive all official documents related to litigation; assign a specific area of responsibility to each remaining director to enhance their participation in the functioning of the Association; appoint a Long Range Planing Committee to develop and maintain a long-range plan that will provide meaningful goals for the Association; serve as a guide for the Association's current activities or assign responsibility for such a committee to another member of the Board of Directors; be responsible for audit of the Treasurer's books quarterly or upon a change of Treasurer and together with the President, represent the Association in any conduct of association financial business with the Company.

Section 2. President: The President shall be responsible to the Board of Directors and the members for the satisfactory operation of the Association in accordance with the Constitution and Bylaws and policy established by the Board of Directors; preside at all regular and special meetings of the Association; be present at all meetings of the Board Directors; submit an annual report of Association activities to the entire membership; hire and supervise any employee to the Association; appoint a director to all standing and special committees except those, committees , created by the Chairperson of the Board; and together with the Chairperson of the Board, represent the Association in any conduct of association financial business with the Company. The President shall present his/her programs to the Board of Directors for compliance review, semi-annually at the September and January Board meetings; and changes to these programs must be similarly reviewed.

Section 3. Vice Presidents: The Vice-President shall, in the absence of the President, perform the duties of the President.

A. Vice-President: shall be present at all meetings of the Association and Board of Directors.

Section 4. Secretary: The Secretary shall be present at all regular meetings of the Association and of the Board of Directors, keep the minutes of the Board meetings, and perform such other duties pertaining to that office as may be designated by the President including, but not limited, to the following: maintain official correspondence of the Association; determine eligibility of applicants and members; and, with the President, sign all written contracts of the Association.

Section 5. Treasurer: The Treasurer shall receive all moneys and deposit them to the credit of the Association in such depositories as may be approved by the Board of Directors; pay all bills, duly approved in writing by the President or his designated alternate; keep book accounts of receipts and expenditures which shall be open at all times for inspection by the Board of Directors; make monthly reports to the Board of Directors and prepare financial reports to the Board of Directors within 30 days of the close of the fiscal year. Quarterly and when there is a change of Treasurer, the financial records of the Association will be audited by a committee designated by the Chairperson of the Board.

The treasurer and assistant treasurer are to receive an annual stipend in the amount of $400/$300 respectively, at the end of the budget year. The incumbent president shall appoint a qualified member to serve as the assistant treasurer, prior to the beginning of the fiscal year.

Section 6. Board of Directors: The Board of Directors shall be the policy-making body of the Association; continuously observe performance of the Association to ensure the Constitution, Bylaws, and Board policies are being observed; be responsible for setting immediate goals for the current administrative year and long-range goals for future Association achievement; be custodian of the Constitution and Bylaws; accept the audit committee reports; and shall assure that the President's programs are presented to the Board in order to ensure that the programs comply with the Constitution and Bylaws and established policies and are in the best interests of the Association.

ARTICLE V - COMMITTEES

Section 1. Standing Committee: All appointments of members to standing committees shall be made by the Chairperson of the Board.

A. Program: 'The Program Committee shall plan, organize, and execute all phases of programs for each regular membership meeting. It shall coordinate its planning with that of the Management Development Committee.

B. Booster-Membership: The Booster Director shall plan, organize, and execute a training program for boosters; conduct a constant program for enlisting new members; and promote the organization.

C. Management Development: The Management Development Director shall plan a program of management development activities, aside from the monthly membership meetings in conjunction with the Program Committee. It shall regularly consult company executives, the Manager of Management Services, the Board of Directors, past officers, and a sampling of the membership.

D. Community Activities Committee: The Community Activities Committee shall organize and execute programs which promote a better understanding and improve the relationships between our Association and the communities in our area. It shall be responsible for recognizing the sick and bereaved members, and awards program to honor the sons and daughters of members for outstanding scholastic achievement, and youth activities in general.

1. Retirement Sub-Committee: The retirement committee shall organize and execute a program to honor all members retiring from the company. It shall be responsible for stimulating involvement of retired members in all activities of the Association.

E. Communications Committee: The Communication Committee shall plan, organize and execute communication as required to support the function process of the association. The committee will be responsible for the Communiqué as well as the EBMA website. It shall also provide support to the President's Staff for marketing programs, flyer preparation and e-mail communication.

F. EBMA Office: The Office Committee shall plan, organize and execute all aspects of office administration as required to support the functional process of the Association. The committee will maintain an office that shall provide support required by other committees and the membership. It shall also provide a central file and administrative support for the President's Staff and Retirees.

Section 2. Special Committees: All appointments of members to special committees shall be made by the Director of that committee unless previously designated by the President.

Section 3. Finance Committee: The Board of Directors shall serve as the Finance Committee with responsibility for approval of the annual budget to be submitted by the President. All expenditures within the budget are subject to approval of the President and Treasurer. Any change or transfer of funds must have prior approval from the Board of Directors; any additional financial commitments must have prior approval from the Board of Directors.

Section 4. Executive Advisor Committee: This committee is established to provide a long-range chapter continuity to the Board of Directors. It has a responsibility to advise and guide the Board. The two (2) different people most recently elected to Board Chair and the two (2) different people most recently elected to membership President will constitute this committee, four (4) total. In the event one or more of these active members currently serves as a board member, or a qualifying member desires not to be included, the Board Chair may nominate willing active members based on prior service to the chapter. A majority vote of the Board confirms selection. As board advisors, attendance to board and membership meetings are essential. The board will monitor meeting attendance and may remove by majority vote those found lacking in participation.

Section 5. Public Relations: The Public Relations Committee shall keep the public informed of the activity of the organization and shall also be responsible for publicity and publications within the Association.

ARTICLE VI - VACANCIES OF OFFICE

Section 1. Appointment: If a vacancy occurs in an elective office during the year, the Board of Directors shall appoint, with the President's (or his alternates) concurrence, a qualified member to serve for the balance of the term except that the President's concurrence is not required on the appointment of a new Board member.

Section 2. In the event of a tie or absence of an apparent winner for any office during the annual election, the Board of Directors will determine the winner of the office or offices in question. That determination will be made by secret ballot at a meeting of the Board of Directors; the majority vote will prevail.

ARTICLE VII - NOMINATING AND ELECTION PROCEDURE

Section 1. Election Committee: The Chairman of the Board of Directors shall appoint an Election committee, consisting of two (2) board members. None shall be a candidate for office. The names of those serving on the committee shall be announced at the December membership meeting.

Section 2. Committee Instructions: The Election Committee shall nominate candidates and preferably not more than three (3) where practical for each office and directorship whose terms are expiring. The list of candidates selected by the Election Committee shall be submitted to the membership at a regular meeting approximately thirty (30) days in advance of election. At that time additional nominations may be made from the floor upon recognition from the chair.

Section 3. Procedures and Time of Election: The election shall be conducted during the month of March and the results shall be announced at the first business meeting to follow the election. Mail ballots may be used but must be returned in time for tabulation before the election meeting; those received after that date shall be null and void. In the event that there are only enough candidates to fill each office and directorship, whose terms are expiring, the current Board of Directors may, in order to save the association, the costs associated with conducting an election, elect the slate at the April Board of Directors meeting.

ARTICLE VIII - MEETINGS

Section 1. Membership Meeting: Regular meetings shall generally be held on a Tuesday, Wednesday, or Thursday during the third week of the month. At least twenty (20) days notice will be given to the membership.

Section 2. Annual Meeting: This meeting shall be held within sixty (60) days prior to the new administrative year and shall include installation of board members and officers.

Section 3. Special Meetings: These meetings shall be called for a specific purpose only; no other business shall be transacted at this meeting. Special meetings may be called by the President, a majority of the Board of Directors, or one-third of the membership. The membership must be given ten (10) days notice before the meeting.

Section 4. Board of Directors Meetings: The monthly board meetings should be approximately two weeks before the membership meetings on dates chosen by the Chairperson of the Board, and/or meet at least once a month with the exception of the summer break, if there are no meetings.

Section 5. Ceremonies at Meetings: Invocation before meals and the pledge of allegiance to the flag of the United States of America shall be given at each membership meeting.

ARTICLE IX - MANAGEMENT SEMINARS AND CONFERENCES

(This section was deleted as any attendance at management seminars and conferences are covered under ARTICLE X).

ARTICLE X - EXPENSES OF ASSOCIATION MEMBERS

Section 1. Travel Allowances: The Association will pay for all actual, reasonable and necessary expense incurred by members conducting business in behalf of the Association in accordance with Electric Boat Division Standard Practice Nos. 8-2, 8-9 and as further defined in Policies and Procedures Statement 3-1. All other actual, reasonable, and necessary expenses are allowed only if approved by the Board of Directors.

Section 2. Special Provisions: Registration cost including special luncheons or dinners will be paid in addition to travel expense by the Association for all delegates or representatives approved by the Board of Directors, to a Management Conference or any special seminars.

Section 3. (This section was deleted for expenditure procedures; see Policies and Procedures Statement 3-1).

ARTICLE XI - AMENDMENTS

Section 1. Amendments: Amendments must be proposed in writing to the Board of Directors. Bylaws may be amended by the approval signature of eight of the eleven Board members, if the Board fails to approve or disapprove by majority of eight within sixty (60) days of receipt of such proposal, then the vote shall go to the entire membership who shall receive notification of the proposed amendment at least thirty (30) days in advance of their vote. Approval by two-thirds of the members present and voting at a regular or special meeting of the Association is then required.

ARTICLE XII - GENERAL

Section 1. Fiscal and Administrative Year.

Fiscal Year: The fiscal year of the Association will commence January 1st, and conclude December 31st.

Administrative Year: The administrative year of the Association will commence July 1st, and conclude June 30th, of the following year.

Section 2. Annual Budget: The President of the Association shall receive from the Treasurer and submit to the President-elect, by June 1, the annual financial report for the prior fiscal year. The annual budget shall be submitted by the President to the Chairperson of the Board at least 60 days prior to the end of the fiscal year. The proposed budget will be voted on by the Board of Directors prior to the beginning of the fiscal year for which the proposed budget is intended. "If the budget does not pass a majority vote of the Board of Director before the start of the new fiscal year, any required line item expenditures must be presented by the President and approved by a majority vote of the Board of Directors in advance of committing any funds until the budget is approved.

Section 3. Subsidization: To defray individual members' cost in programs sponsored by the Association, the President or Chairperson of the Board is authorized to approve subsidies of up to 40% of the meal cost associated with any program. Subsidies greater than 40% and all meals associated with management development courses or seminars must be approved in advance by the Board of Directors.

Section 4. Succession of Officers: The order of succession to the office of President shall be:

A. Vice-President - Day

B. Chairperson of the Board of Directors

CHANGE RECORD

This change record initiated with the “Issued 20 MAR 2023” update to Bylaws.
ARTICLE III – DUES, Section 2 $2 per paycheck dues replaced by “up to $5” per paycheck.