

NLUS
Bylaws

AS AMENDED JUNE 13, 2009

BYLAWS

1 Name and Seal

The name of this organization shall be - NAVY LEAGUE OF THE UNITED STATES, hereinafter referred to as the "Navy League," and officially abbreviated as NLUS. The Seal of the Navy League shall be in circular form, containing in the center an American eagle perched upon a fouled anchor, encircled by the words, NAVY LEAGUE OF THE UNITED STATES.

2 Objective and Purpose

The objective and purpose of the Navy League shall be educational and to that end to acquire and spread before the citizens of the United States information as to the conditions of the naval and maritime forces and equipment of the United States, and to awaken interest and cooperation in all matters tending to aid, improve or develop their efficiency.

3 Membership

3.1 Regular Member

Any citizen of the United States desiring to support and advance the objective and purposes of the Navy League shall be eligible as a Regular Member provided such applicant is proposed by a Regular Member of the Navy League. Commissioned and Warrant officers or enlisted personnel of any branch of the armed services are not eligible for membership while on active duty; however, spouses of active duty personnel are eligible for membership in the Navy League. Reservists are eligible for membership but, while on active duty, are not eligible to vote or to hold office.

3.2 Life Member

A Life Member shall be a Regular Member who has complied with such conditions as the Board of Directors shall from time to time establish. Life Members are exempt from further payment of dues.

3.3 Honorary Member

The Board of Directors may name Honorary Members and prescribe such rights and privileges as it deems proper.

3.4 Associate Member

Non-citizens may be Associate Members provided that they are proposed by a Council and not by an individual. An Associate Member shall be entitled to vote and hold office at the Council level, with the exception of serving as Council President, but shall not hold office nor serve as a spokesperson at the national level for the Navy League. For Councils outside the United States, the National President, upon approval by the Steering Committee, shall have the authority to grant an exception to permit a non-U.S. citizen to serve as Council President or Area President when the Region President and the local Sea Service military commander(s) attest that permitting this exception would be in the best interests of both the Navy League and the Sea Services in the region.

3.5 Corporate Memberships

The Navy League of the United States offers three categories of corporate membership based on the size of the company. Companies which conduct business on a national or international level and desire to support and advance the objectives of the Navy League shall be eligible for one or more of the three corporate memberships.

3.5.1 Corporate Gold Membership

Corporate Gold Membership is designed for those companies with more than 10,000 employees. During each year of membership, a Corporate Gold Member may designate two Life Members and twenty-five Regular Members, provided such members are otherwise qualified. Designated members enjoy all the privileges of individual membership, including the right to vote and hold office.

3.5.2 Corporate Membership

Corporate Membership is designed for those companies with more than 500 employees. During each year of membership, a Corporate Member may designate one Life Member and fifteen Regular Members, provided such members are otherwise qualified. Designated members enjoy all the privileges of individual membership, including the right to vote and hold office. Any company eligible to join at this level may join as a Corporate Gold Member.

3.5.3 Business Associate Membership

Business Associate Membership is designed for those companies with less than 500 employees. During each year of membership, a Business Associate Member may designate up to five Regular Members, provided such members are otherwise qualified. Designated members enjoy all the privileges of individual membership, including the right to vote and hold office.

3.6 Community Affiliate Membership

Community Affiliate Membership is designed for companies whose business is primarily local rather than national in orientation, whose primary interest is in the activities and concerns of particular Councils, and which desire to support and advance the objective and purpose of the Navy League. During each year of membership, a Community Affiliate Member may designate up to four (4) Regular Members, provided such members are otherwise qualified. Designated members enjoy all the privileges of individual membership, including the right to vote and hold office.

3.7 Dues

Dues for each type of membership shall be established by the Board of Directors and any change shall require a thirty (30) day notice and a two-thirds (2/3) vote of Directors present, provided that a quorum of one-fourth (1/4) of the Directors is present. All dues shall be paid directly to the Treasurer including dues from overseas councils.

3.8 Resignations and Terminations

3.8.1 Resignations

The resignation of Members shall be made in writing to the Corporate Secretary and shall become effective when received or as specified therein, provided however, that there shall be no refund of dues paid.

3.8.2 Termination for Delinquency

The rights and privileges of a Member will be terminated on the last day of the month following the expiration of the membership unless dues are paid prior to such termination.

3.9 Prohibitions

3.9.1 Declaration of Policy

No declaration of the policy of the Navy League shall be made without the approval of the Board of Directors.

3.9.2 Influence

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

3.9.3 Communications

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

3.9.4 Use of Indicia

No use may be made of the Navy League name, seal, logo, or other symbol or indicia of the Navy League, including lists of Members' names and addresses, for any purpose other than direct fulfillment of the mission of the Navy League without the consent of the Board of Directors previously had and obtained.

4 Annual Meetings

4.1 Date and Place

The President, with the approval of the Board of Directors, shall designate the date and place for the Annual Meeting of Members.

4.2 Notice of Annual Meeting

At least thirty (30) days prior to the date of the Annual Meeting, all Members shall be notified of the time, date and place of the Annual Meeting and also shall be notified of the matters to be considered at the Annual Meeting.

4.3 Election of Directors

The Members shall elect the Board of Directors at the Annual Meeting.

4.4 Voting

The quorum for the transaction of any business at the Annual Meeting of Members shall be a minimum of 300 members. Voting at the Annual Meeting of Members may be in person or by proxy. Undirected proxies received will be voted by the Proxy Committee in proportion to the votes cast by those voting in person at the Annual Meeting of Members.

4.5 Reports

The President, Treasurer, and Corporate Secretary shall submit annual reports to the Members.

5 Board of Directors

5.1 Management

The control and management of the property and affairs of the Navy League shall be vested in a Board of Directors, which may adopt and amend Bylaws and regulations for its government, and which may delegate the implementation of the objective and purpose of the Navy League, under prescribed regulations, to such persons as it may select.

5.2 Expenditures

No money shall be authorized to be expended, and no contract or obligation incurred of any kind or nature, and no authority given to incur any obligation involving the payment of money, in the name or on behalf of the Navy League beyond the money actually in hand, appropriated and set aside for the purpose, unless the contract or obligation is wholly secured by real property owned by the Navy League.

5.3 National Directors

The Board of Directors shall consist of not less than 23 and not more than 210 Directors apportioned to Navy League Regions in proportion to the total membership in the Regions, plus all members of the Executive Committee. Those Directors who are members of the Executive Committee shall not be charged to any Region. Former Secretaries of the Navy, former Chiefs of Naval Operations, former Commandants of the Marine Corps, former Commandants of the Coast Guard, and former Administrators of the Maritime Administration who may be nominated as Directors shall not be charged to any Region. The Directors shall be elected for a term of one (1) year or until their successors are elected and qualified. Election shall be by a majority of those voting in person or by proxy.

5.3.1 National Directors Emeritus

The President, with the approval of the National Nominating Committee, may appoint Navy Leaguers who have formerly served as National Directors for a minimum of eight years to serve as National Directors Emeritus. National Directors Emeritus shall not be apportioned to any region and shall not affect any quorum requirements. National Directors Emeritus shall be entitled to all rights and privileges of National Directors with the exception of voting.

5.4 Meetings

Upon call by the President, and upon fifteen (15) days' written notice, the Board of Directors will hold such meetings as the President deems necessary. One-fourth (1/4) of the Board of Directors shall constitute a quorum, except for action to amend or revise the Bylaws.

5.5 Special Meetings

Upon written request to the President by any five (5) members of the Executive Committee, the President shall call, within three (3) weeks, a meeting of the Board of Directors, and should the President fail to call such meeting within the prescribed time, the requesters may issue such call, reciting the failure, and any meeting held pursuant to such call shall be a legal meeting, and its acts and proceedings will be valid and binding as though such meeting had been called by the President.

5.6 Election of Officers

The Board of Directors shall hold a meeting immediately after the Annual Meeting and by a majority vote of those voting elect the following Officers of the Navy League: President, ten (10) Vice Presidents, Region Presidents, Area Presidents, Treasurer, Corporate Secretary and Judge Advocate to hold office for the ensuing year or until their successors are elected and qualified, and to transact such other business as may come before it. No person shall hold more than one of the above offices and no Officer set forth in this Section shall function as a Council President. The quorum for the election of National Officers shall be the number of those members of the Board of Directors present and voting.

The President, Vice Presidents, Treasurer, Judge Advocate, Corporate Secretary, and Region Presidents shall be Directors. Area Presidents shall be apportioned National Directors; exceptions can be made only with the approval of the National President. Assistant Treasurers, Deputy Judges Advocate, and Assistant Corporate Secretaries may be National Directors.

At least two months but not more than nine (9) months before the expiration of the President's second term in office, the President shall notify the Directors of his/her request for election of a President-elect. Such election shall occur at a duly called Board of Directors' Meeting with notice of this business.

5.7 Duties of Officers

The Board of Directors may fix the duties and authority of the officers and authorize the appointment from its members of representatives to act in such capacity as may appear to the Board necessary or desirable for the promotion of the objective and purpose of the Navy League.

5.8 Operations Manual

The Executive Committee shall cause an Operations Manual to be prepared and maintained. The Operations Manual shall set forth the regulations governing the operation of Regions, Areas, and Local Councils, and such other procedures as shall be desirable for the administration of the Navy League. The Executive Committee shall annually review and ratify the Operations Manual and may make such additions and changes as it determines are necessary.

5.9 Minutes

Minutes shall be taken of all meetings of the Board of Directors, Executive Committee and Steering Committee, and such minutes shall be made available to all Directors.

5.10 Termination of National Directors for Failure to Attend National Meetings

Except as otherwise provided for in these Bylaws, any elected National Director who shall, without filing a written statement of good cause to the National President prior to the meeting, fail to attend two (2) consecutive national meetings is subject to termination of office, upon notice of the fact of this failure having been received by the National President. The National President will make the determination as to whether the absence is excused or unexcused, and the National Director will be notified.

6 Officers

6.1 President

6.1.1 General Authority

The President shall be the Chief Executive Officer of the Navy League and shall preside at the Annual Meeting, at the meetings of the Board of Directors, and at the meetings of the Steering and Executive Committees. The President shall appoint all committees not otherwise provided for by the Bylaws. The President shall be an ex-officio member of the Communications Board and all committees except the Nominating Committee. The President shall have power and authority to sign contracts, deeds, and other legal documents on behalf of the Navy League. The President, with the approval of the Executive Committee, shall have the authority to appoint a National Executive Director and the Chairman of the Navy League Foundation to operate under the authority and direction of the President. The President may recommend removal of such appointee who shall be removed upon the approval of the Executive Committee. Further, the President, with the approval of the Steering Committee, shall have the authority to reallocate up to five (5) percent of the total budget.

6.1.2 Authority to Fill Vacancies

The President shall have the power to fill any vacancies in the Board of Directors or among the officers, Region and Area Presidents. Such appointees shall serve for the unexpired term of the office which is filled.

6.1.3 Removal of Officers and Local Officials

The President, with approval of the Board of Directors, shall have the power to remove any officer or local official for failure to properly discharge the duties of his office and to suspend or expel any Member for conduct prejudicial to the interest of the Navy League; provided, however, that any such officer, official, or Member shall have received thirty (30) days notice of the President's intention to seek such approval from the Board of Directors, and shall have been provided with an opportunity to be heard. Upon removal, the President shall have the authority to appoint an interim official to serve until the next election.

6.2 President-Elect

Upon the election of a President-elect, he shall have all of the authorities and duties of a Vice President.

The President-elect shall succeed to the Presidency in the event of death, incapacity or resignation of the President and shall perform the duties and exercise the authority of President until the election of a new President at a duly called Board of Directors Meeting with notice of this business.

6.3 Vice Presidents

The Vice Presidents will assist the President in formulating the policy guidelines for programs and other operations of the Navy League and shall serve such functions as the President shall prescribe, subject to approval by the Board of Directors. Each Vice President shall perform such function(s) as the President may from time to time assign him.

In the event of the death, incapacity, or resignation of the President, and in the absence of a President-elect, the member of the Steering Committee designated by the Steering Committee shall perform the duties and exercise the authority of the Presidency unless the Board of Directors shall otherwise provide for the assignment of such duties and authority.

6.4 Treasurer

6.4.1 Responsibilities

The Treasurer shall be responsible for the custody and disbursement of all funds of the Navy League and the custody and transfer of all property and securities of the Navy League. The Treasurer shall report quarterly to the President and the Executive Committee as to the financial condition of the Navy League and shall, at the Annual Meeting of the Navy League, submit a report of the condition of the Navy League accounts.

6.4.2 Assistant Treasurers

Assistant Treasurers shall be appointed by the President. The number of Assistant Treasurers shall not exceed six (6). The Assistant Treasurer senior in term of office shall perform the duties and exercise the authority of the Treasurer in his absence.

6.5 Corporate Secretary

6.5.1 Responsibilities

The Corporate Secretary shall be responsible for all records of the meetings of the Navy League, its Board of Directors, Executive Committee and Steering Committee, and shall be custodian of the Navy League seal and records.

6.5.2 Assistant Corporate Secretaries

Assistant Corporate Secretaries may be appointed by the President. The number of Assistant Corporate Secretaries shall not exceed three (3). The Assistant Corporate Secretary senior in term of office shall perform the duties and exercise the authority of the Corporate Secretary in his absence.

6.6 Judge Advocate

6.6.1 Responsibilities

The Judge Advocate shall be the legal officer of the Navy League. He shall interpret the Bylaws of the Navy League upon request, and pass upon the legality of proposed activities and matters affecting the Navy League. Proposed changes to the Bylaws shall be reviewed by the Judge Advocate before they are submitted to the Board of Directors for consideration.

6.6.2 Deputy Judges Advocate

Deputy Judges Advocate shall be appointed by the President. The number of Deputy Judges Advocate shall not exceed six (6). A Deputy Judge Advocate designated by the President shall perform the duties of the Judge Advocate in his absence.

6.7 Region Presidents

The Region President is responsible for all activities of the Navy League in his Region and shall conduct the business of the Region in accord with the Operations Manual.

The Region President may appoint such Region Vice Presidents as he deems necessary.

6.8 Area President

The Area President shall be responsible for all activities of the Navy League in his Area. The Area President shall conduct business of the Area in accordance with the Operations Manual. The Area President may appoint such Area Vice Presidents as he deems necessary. The Area President shall report to the Region President.

7 Appointed Officials

7.1 National Executive Director

The National Executive Director shall carry out the policies of the Navy League under the direction of the President of the Navy League. The National Executive Director also shall have responsibility and

authority for the day-to-day administration of the Navy League, including the staff and financial affairs of Navy League publications, and execution of contracts, under the supervision and direction of the President. The National Executive Director shall obtain the advice, counsel, and recommendations of the Staff Compensation/Personnel Policy Committee with respect to compensation for staff billets and personnel policies. The National Executive Director shall support the National Vice Presidents and National Treasurer in the execution of their programs and financial responsibilities.

7.2 National Parliamentarian

A National Parliamentarian shall be appointed annually by the President.

8 Terms of Office

8.1 Officers

The Officers of the Navy League shall be elected for a term of one year or until their successors are elected and qualified. An officer who has served more than half of the term is considered to have served a full term in that office.

8.2 President

The President shall hold office for no more than two (2) consecutive terms.

8.3 Vice Presidents

Vice Presidents shall hold office for no more than five (5) consecutive terms.

8.4 Treasurer

The Treasurer shall hold office for no more than five (5) consecutive terms.

8.5 Region and Area Presidents

Region and Area Presidents shall hold office for no more than three (3) consecutive one-year terms.

8.6 Judge Advocate

The Judge Advocate shall hold office without restriction as to the number of terms.

8.7 Corporate Secretary

The Corporate Secretary shall hold office for no more than five (5) consecutive terms.

9 Advisory Council

There shall be an Advisory Council appointed by the President which, upon request of the President or the Board of Directors, shall give advice on matters of policy. The President shall designate the Chairman of the Advisory Council.

10 Committees

10.1 Executive Committee

There shall be an Executive Committee consisting of the members of the Steering Committee, all past Presidents who are willing and elect to serve, all Region Presidents, and ten (10) National Directors may be appointed by the President with the approval of the Board of Directors. The President shall serve as Chairman of the Executive Committee. One-third of the members of the Executive Committee shall constitute a quorum.

The Executive Committee shall exercise all the powers of the Board of Directors when the Board is not in session except as to the election of officers, amendment to the Bylaws, and financial commitments in excess of three percent of the total annual budget unless specifically authorized by the Board.

Minutes of all meetings of the Executive Committee shall be kept and made available at the following Board of Directors meeting.

10.2 Steering Committee

The Steering Committee shall consist of the President, who shall be Chairman, the Chairman of the Advisory Council, all Vice Presidents, the Treasurer, the Corporate Secretary, and the Judge Advocate. The duly elected Chairman of the Naval Sea Cadet Corps, upon official certification by the Naval Sea Cadet Corps, and if a member of the Navy League of the United States, shall serve ex-officio as a member of the Steering Committee.

The Steering Committee shall exercise all the powers of the Executive Committee, except when the Board of Directors or Executive Committee is in session; provided that action by the Steering Committee shall require approval of two-thirds (2/3) of all members of the Steering Committee, consultation with the Chairman of any affected committee, and affirmative opinion of the Judge Advocate that any such action is not contrary to the Bylaws. Meetings of the Steering Committee may be conducted by telephone conference call but not by individual polling.

Minutes of all meetings of the Steering Committee shall be kept and presented at the following Board of Directors' meeting.

10.3 Nominating Committee

The President shall appoint the Nominating Committee at least sixty (60) days prior to the Annual Meeting. The President also shall appoint a Chairman who shall not be a candidate for any office. The President shall include on the Committee representation from each Region as follows: each Region President shall serve as a member of the Committee; if any Region President declines or is unable to serve, the President shall appoint a representative from such Region to serve as a member of the Committee. Additionally, the National Judge Advocate or a Deputy Judge Advocate shall be

appointed to serve in a non-voting capacity. The Chairman shall not serve in that capacity for more than two consecutive one-year terms. The President shall set the time and place for the meeting of the Nominating Committee.

The Nominating Committee shall nominate at least one candidate for each elective office and at least twenty-three (23) Directors. No action of the Nominating Committee shall preclude nominations from the floor.

The Board of Directors shall establish procedures for the National Nominating Committee.

10.4 Investment Committee

The Investment Committee shall consist of five (5) members, each of whom shall be appointed to staggered five (5) year terms. The President shall appoint new members as terms expire or terminate for five (5) year terms or unexpired terms, and shall, in each year, appoint a Chairman from the members of the Investment Committee. The Treasurer shall be an ex-officio member of the Investment Committee.

The Investment Committee shall direct the investment of all funds of the Navy League and may instruct the Treasurer to make such investments. The Treasurer shall only invest funds in accordance with the majority vote of the Investment Committee. The Investment Committee shall keep the Directors advised as to its investment policy.

10.5 Budget Committee

The Budget Committee shall consist of at least five (5) but not more than seven (7) members and shall include the Treasurer, a member of the Investment Committee, a Vice President, and additional members of the Navy League who have budget experience. The additional members shall serve staggered terms and shall not serve for more than five years. The President shall appoint the Chairman and members of the Budget Committee. The Budget Committee shall have cognizance over the establishment of a budget each year.

10.6 Communications Advisory Board

The Communications Advisory Board shall consist of no more than ten (10) members with staggered two (2) year terms. The President shall appoint members of the Communications Advisory Board and shall appoint a chairman from among the members of the Board. A National Vice President appointed by the President, the National Executive Director, the Senior Director of Communications and the Editor of SEAPOWERS magazine shall be ex-officio members of the Communications Advisory Board.

The Communications Advisory Board shall recommend to the President and the Board of Directors appropriate policies concerning all communications of an educational

and/or public information nature emanating from the Navy League and will assist in the development and implementation of communications strategies for the Navy League.

10.7 Staff Compensation/Personnel Policy Committee

The Staff Compensation/Personnel Policy Committee shall consist of three elected national officers who shall be appointed by the President and approved by the Board of Directors. Members of the Staff Compensation/Personnel Policy Committee shall not serve for more than five consecutive terms.

The Staff Compensation/Personnel Policy Committee shall recommend to the President the compensation of the National Executive Director. The recommendation will be based upon an annual evaluation of the National Executive Director by the President. In the event that the President does not agree with the recommendation of the Staff Compensation/Personnel Policy Committee, the compensation shall be determined by the Steering Committee. The Staff Compensation/Personnel Policy Committee shall advise and counsel the National Executive Director with respect to compensation for staff billets and personnel policies.

10.8 Navy League Foundation

There is a Navy League Foundation (hereafter, the Foundation) created and existing under the laws of the State of Delaware, as a wholly-owned subsidiary of the Navy League of the United States, a New York Corporation.

The Foundation shall be governed by a Board of Trustees which shall be responsible for the management of the Navy League National Scholarship Program, the Scholarship Program of the Naval Sea Cadet Corps, and all other funds donated to the Foundation for other charitable and educational purposes. This Board shall be responsible as fiduciaries for investment and disbursement of all scholarship funds of the Navy League and the Naval Sea Cadet Program. All actions taken by this Board will be in accordance with Bylaws adopted by them for governance of the Foundation. These Bylaws shall be consistent with the Bylaws and national policies of the Navy League.

The Board of Trustees of the Foundation shall consist of not more than fifteen (15) members, thirteen (13) of whom will serve staggered three (3) year terms. Trustees may not serve for more than two (2) consecutive three (3) year terms, unless the trustee is serving as Chair or immediate past Chair of the Foundation during the seventh year. All members of the board shall be members of the Navy League. The Chair, the National Treasurer, the National Corporate Secretary of the Navy League, and five (5) others shall be appointed by the National President of the Navy League. All remaining members of the board shall be appointed by the Chair of the Board from among persons experienced in fundraising, investing, and making grants.

The Board of Trustees shall make an annual report to the Board of Directors of the Navy League, which shall include the names and addresses of the scholarship recipients and the amount of funds committed and distributed to each scholarship.

The Chair of the Foundation Board shall be appointed by and report to the National President of the Navy League. The Chair shall also serve as a non-apportioned member of the Board of Directors of the Navy League. The Chair is appointed to a one-year term by the President.

10.9 Maritime Policy and Resolutions Committee

The Maritime Policy and Resolutions Committee shall be responsible annually for the development of formal maritime policy positions and other resolutions and issues of interest to the Navy League for presentation to and approval by the National Board of Directors. It shall consist of a chairman, the National Vice President for Sea Service Liaison and the chairmen of the following National Committees: Navy Affairs – Active/Reserve/Recruiting Committee, Marine Corps Affairs – Active/Reserve/Recruiting Committee, Coast Guard Affairs – Active/Reserve/Auxiliary Committee, and the Merchant Marine Affairs Committee and a maximum of nine additional members appointed by the President. The National Vice President for Legislative Affairs, the National Executive Director and the Editor of SEA POWER magazine shall serve as ex-officio members of the Maritime Policy and Resolutions Committee.

10.10 Other Committees

The Board of Directors may establish other committees from time to time and fix their membership. The President shall appoint the chairmen and members of such committees. Committee Chairman, not otherwise limited, shall not serve for more than five consecutive terms.

Such committees, when established, shall determine their rules and procedures, subject to the approval of the Board of Directors.

10.11 Terms of Appointed Officers and Committee Members

For all appointed officers and committee members, a term is defined as one year or until a successor is appointed or the position is disestablished.

11 National Programs

No program of the Navy League shall be considered to be a National Program unless submitted to and approved by the Board of Directors.

12 Fiscal Year

The fiscal year of the Navy League shall begin on January 1 of each year.

13 Indemnification

The Navy League shall indemnify, to the full extent permissible under applicable New York 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 he, his testator or intestate, was a Director, officer, or committee member of the Navy League, 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 Director, officer, or committee member acted, in good faith, for a purpose which he reasonably believed to be in the best interest of the Navy League, and, in the case of criminal actions or proceedings, in addition, he had no reasonable cause to believe that his conduct was unlawful.

14 Council Charters

14.1 Grant

A council charter may be issued on application of twenty-five or more charter members. An application to charter a new council must be forwarded to the Corporate Secretary, via the Area and Region Presidents with their respective endorsements, for final action by the National President to either grant, defer, or refuse the application. To be eligible for membership in a local council, one must be a member of the Navy League.

14.2 Council Responsibility, Duration, Revocation and Probation

The Officers and Directors of each chartered Council of the Navy League have a responsibility to the Navy League of the United States, its National President, and the National Board of Directors to carry out the purposes, goals, objectives and policies of the Navy League and a fiduciary responsibility to insure that all funds received by them are safeguarded, invested and expended in accordance therewith. This duty is not excused or modified by the form of legal organization under which the Council has chosen to operate, nor by the creation of separate foundations.

Each charter shall remain in effect until amended, rescinded, or canceled for cause by the National President with the concurrence of the appropriate Region President and Area President. Cause for revocation shall include, but not be limited to, the following:

- a. membership of fewer than 25 members.
- b. failure to conduct at least one-half of the required minimum number of meetings annually.
- c. failure to elect officers for over one year.
- d. conducting activities which bring discredit to the Navy League.
- e. failure to submit required reports.

- f. failure to participate in Navy League's general comprehensive liability insurance program or failure to obtain similar or equal coverage independently
- g. failure to comply with applicable federal and state law

Councils demonstrating one or more causes for revocation on the last day of a calendar quarter will not be entitled to rebates for that quarter. Councils which have demonstrated cause for revocation for a period of six months or more will be placed on probation by the National President with the concurrence of the appropriate Region and Area Presidents. If the cause has not been removed within six months after being placed on probation, the charter may be revoked by the National President with the concurrence of the appropriate Region President and Area President.

In the case of revocation of a charter, or disbanding of a Council, the Council President shall cause to be transferred to the National Treasurer all funds remaining in the treasury of the Council at the time that it ceased to exist. In the case of two or more councils merging, all funds will be transferred to the pre-determined gaining council. If members of an existing council decide to charter a new council (referred to as a "split"), the requirements for chartering a new council must be followed. The existing council's funds remain with the existing council and are not subject to division. All of the above actions are subject to approval by the Area and Region President and are then submitted to the National President for final approval.

15 Parliamentary Authority

The rules set forth in the current edition of Robert's Rules of Order Newly Revised shall govern the Navy League in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Navy League may adopt.

16 Amendments to Bylaws

16.1 Procedure – Vote and Notice Required

These Bylaws may be amended only at a meeting of the Board of Directors, and by a two-thirds (2/3) vote, provided however, that the Board of Directors shall be given notice of the substance of any proposed amendment to the Bylaws in writing at least (30) days prior to the next meeting of the Board of Directors after having been reviewed and placed in proper form

16.2 Procedure for Review

A proposed amendment to the Bylaws shall be submitted in writing to the National President at least ninety (90) days prior to the next meeting of the Board of Directors. The National President shall submit the proposed amendment to the National Judge Advocate who in turn shall submit the proposed amendment to the Bylaws Committee for review of form and substance. The review shall be completed within thirty (30) days following submission to the National Judge Advocate by the National President. The National President shall then submit the proposal to the Steering Committee and the Executive Committee for their review and recommendations at the next regular meeting of these Committees. The proposal will then be submitted to the Board of Directors for consideration at their next regular meeting.

16.3 Quorum for Bylaws Amendments

The quorum for amending the Bylaws shall be two-fifths of the total number of Directors.

17 Gender

Whenever the masculine form is used herein, the feminine form is intended to be included.

18 Regulations Governing Local Councils

18.1 Council Handbook

The Executive Committee shall cause a Council Handbook to be established and maintained as a part of the Operations Manual for the governance of Local Councils.

18.2 Observance

The Local Councils shall conduct their business in accordance with the Council Handbook.