

## BYLAWS of the NAVY LEAGUE OF THE UNITED STATES – NORTHERN VIRGINIA COUNCIL

### ARTICLE I – NAME AND ADDRESS

The name of this Council of the Navy League shall be Navy League of the United States – Northern Virginia. The Council’s address shall be established by the Board of Directors.

### ARTICLE II – MEMBERSHIP

Sec. 1 – Qualifications: To be eligible for membership in this Council one must be a member of the National Organization.

Sec. 2 – Dues: National dues shall be in the amount set by the National Organization and payable to the National Treasurer. Council dues may be established by the Board of Directors and, if so established, will be payable ~~on a date also set by the Board of Directorsto the Council Treasurer on July 1 of each year.~~

Sec. 3 – Members in Good Standing: Members in good standing shall be defined as those who have not allowed their membership to lapse, on the National level or the Council level, due to failure to pay dues.

Sec. 4 – Right to Vote and Hold Office: All members in good standing are entitled to vote and are eligible to serve on the Board of Directors or as Officers.

Sec. 5 – Resignations: The resignation of members shall be made in writing to the President of the Council and such resignations shall be effective when received.

Sec. 6 – Prohibitions:

~~(a)~~ (a) No officer or member of the Council shall undertake in the name of the Council or the Navy League any action intended to prejudice the aims of and the established policies of the Council or the Navy League.

~~(a)(b)~~ (b) ~~and n~~ 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 Council President and the National President.

~~(b)(c)~~ (c) No use may be made of the Navy League name, logo, seal or other symbol or indicia of the League, including lists of member’s names and addresses, for any purpose other than direct fulfillment of the mission of the Navy League.

### ARTICLE III – OFFICERS AND DIRECTORS

Sec. 1 – Officers: This Council shall have the following elected officers: President, ~~President-Elect~~ Executive Vice President, ~~Administrator~~ Secretary, Treasurer and Judge Advocate. The office of ~~Administrator~~ Secretary may be divided into the office of Recording ~~Administrator~~ Secretary and Corresponding ~~Administrator~~ Secretary. ~~Additional~~ Vice Presidents may be elected for functional areas as required. During the year the President may propose to the Board any new Vice Presidents required. After Board approval, a confirmation by a majority of members ~~hip~~ vote present at the next meeting will be required.

Sec. 2 – Board of Directors: The Board of Directors shall consist of the Officers, immediate Past President, and a minimum of ten elected ~~and~~ Directors (which include the Vice Presidents). During the year the President may appoint Directors with the confirmation of the Board.

Sec. 3 – Term of Office: The Officers and Directors of this Council shall be elected for a term of ~~one~~ two years or until their successors are elected and qualified. The President, President-Elect, Judge Advocate and about half the Directors shall be elected to start their term in odd years. The Administrator, Treasurer, and the other Directors shall be elected in to start their term in even years. The President shall not be elected for ~~more than two~~ consecutive terms and not more than an aggregate of ~~four~~ two terms.

Sec. 4 – Elections: Officers and Directors shall be elected by a majority vote, of the total votes cast by Council members voting at the Election Meeting (the meeting before the Annual Meeting) added to votes received by email and mail (if made available) for 30 days after the Election meeting. Elections ~~results~~ shall be ~~announced~~ held at the Annual Meeting. The President shall have authority to fill a vacancy, should one arise, subject to ratification by a majority of the Board of Directors, at its next meeting or by email before its next meeting. ~~In the case of the election of any officer other than Vice President, when two or more persons have been nominated, the vote shall be by secret ballot. This timing is to enable compliance with the National organization’s requirement to name officers for the coming year in the January Annual Report and the timing may be changed by vote of a majority of the Board of Directors in order to maintain compliance.~~

#### Sec. 5 – Meetings

(a) Board of Directors – The Board shall meet at least once each quarter upon the call of the President. One-third of the Board of Directors shall constitute a quorum.

(b) General Membership – The general membership of this Council shall meet at least once each quarter upon call by the President. ~~The~~ thirty members present shall constitute a quorum. The Annual Meeting shall be held in the first quarter of each fiscal year. At this meeting, the President, ~~Treasurer and Secretary~~ shall provide the Annual Report submitted to National Headquarters annual reports to the members. ~~Copies of these reports shall be sent to National Headquarters with copies to the appropriate State and Regional President.~~

(c) Minutes – Minutes (which may be the official Agenda, with notes of actions taken) of all meetings of the Board and General Membership will be recorded by the ~~Administrator~~ Secretary, or an Acting ~~Administrator~~ Secretary, and copies thereof provided to members upon request.

d) Procedure – “Robert’s Rules of Order” shall govern except in matters expressly provided for otherwise in the current Constitution and Bylaws of this Council.

#### ARTICLE IV – DUTIES OF OFFICERS

Sec. 1 – President: The President shall direct the activities of the Council; preside at meetings including those of the Board of Directors; appoint committee chairmen; assure compliance with national Bylaws and Regulations Governing Local Councils; submit the Council’s annual report and other reports requested by higher authority; and represent the council in public affairs and in national, regional and state organization activities.

Sec. 2 – ~~Executive Vice~~ President-Elect: In the absence of the President, the ~~Executive Vice~~ President-Elect shall preside at meetings and perform all other duties of the President, specifically to represent the Council at events, which the President is unable to attend as the official representative of the Council. Further, the ~~Executive Vice~~ President-Elect shall work with the President, understudying the duties of the office.

In the event of the death, incapacity, or resignation of the President, the ~~Executive Vice~~ President-Elect shall automatically succeed to the office of President. The term of service in the office of President as a result of automatic succession shall not be considered to be a term of office for purposes of the limitation on terms provided by Article III, Sec. 3.

Sec. 3 – ~~Administrator~~Secretary – The ~~Administrator~~Secretary shall maintain Council records such as bylaws, minutes of meetings, election results and an accurate membership roster; ~~prepare an annual report to the council membership to be included in~~ contribute to the Council's annual report to National Headquarters; handle correspondence as delegated by the President; and provide appropriate notice of meetings.

Sec. 4 – Treasurer – The Treasurer shall be responsible for the custody and disbursement of all Council funds; prepare and oversee the Council's budget; ~~reporting to the President and the Board of Directors,~~ and to the general membership at the Annual meeting; and submit an annual report on finances as part of the Council's Annual Report to National Headquarters.

Sec. 5 – Judge Advocate – The Judge Advocate shall advise the Council President and Officers on legal matters affecting the Council; and interpret the Bylaws and Regulations.

## ARTICLE V – COMMITTEES

Sec. 1 – Executive Committee:

- (a) An Executive Committee, of which the President shall be Chairman, shall ~~include~~be appointed by the President. ~~The~~ Immediate Past President, ~~Executive Vice~~ President-Elect, ~~Secretary~~Administrator(s), Treasurer, ~~Vice Presidents~~ and Judge Advocate shall be members of the Executive Committee.
- (b) The Executive Committee shall handle emergency problems in operations of the Council. They shall exercise all powers of the Board of Directors when the Board is not in session subject to ratification by a majority of the Board, at its next meeting or by email before its next meeting.

Sec. 2 – Nominating Committee

- (a) The Nominating Committee shall consist of the following:
  1. An appointee of the President
  2. An appointee of the Board of Directors
  3. A person elected by majority vote of the Membership present at the General Meeting held before the Election Meeting
- (b) Notice of the membership of this Committee shall be announced at least ~~(sixty)~~ ninety days in advance of the ~~Election~~Annual Meeting.
- (c) Report of the Nominating Committee shall be made available to the membership by email at least ~~(thirty)~~ sixty days prior to the ~~Election~~Annual Meeting.

- (d) The Nominating committee shall select at least one nominee for each office.
- (e) Nominations may be made from the floor at the Election Meeting.

Sec. 3 – Other Committees:

- (a) The President shall appoint the members of such other standing committees as may be provided by the Board of Directors from time to time with such powers and duties as may be delegated by the Board of Directors. Each committee shall determine its own rules of procedure, subject to approval by the Board of Directors.
- (b) The Board of Directors may at their own discretion create an Advisory Committee of representative citizens to support the work of the Council.

ARTICLE VI – FISCAL YEAR

The fiscal year shall conform with that of the National Navy League of the United States.

ARTICLE VII – CHARTER REVOCATION

Sec. 1 – Disposition of Council Funds: In the case of a Charter Revocation or disbanding of this Council, the Council President shall cause all funds remaining in the treasury of the Council at the time it ceased to exist to be disposed of in accordance with the provisions of Article VII of the Constitution of this Council.

Sec. 2 – Disbandment: If the membership of this Council falls below twenty-five members, application shall be made to the National Board of Directors for revocation of Charter.

ARTICLE VIII – AMENDMENTS

These Bylaws shall not be amended unless the amendment has been approved by the Board of Directors and subsequently confirmed by a majority of the total votes cast by two-thirds vote of the Council members present at a General Meeting added to votes received by email and mail (if made available) for 30 days after the meeting at which the vote was held, in the call for which notice of the proposed amendment has been included. Proposed amendments must be provided in writing to members by email or mail, before they vote.