

The Young Marines of the Marine Corps League, Incorporated

National By Laws

Article I – ORGANIZATION

- A. **Name** – The name of the organization is THE YOUNG MARINES of the MARINE CORPS LEAGUE, INCORPORATED, hereinafter referred to as “the Young Marines.”
- B. **Seal** – The Corporate Seal is located in the Director’s Office.
- C. **Change Name** – The Young Marines may change its name by a vote of the membership body.
- D. **Authorization** – The Young Marines operates as a not-for-profit organization under Internal Revenue Service Code 501(c)(3), with contributions to the Young Marines being tax deductible by the donor.
- E. **Location** – The location of the principal offices of the Young Marines shall be at 17739 Main Street, Suite 250, Dumfries, Virginia or at any location that may in the future be prescribed as the location of the National Headquarters of the Young Marines.
- F. **Fiscal Year** – The Young Marines fiscal year will be 01 October – 30 September.

Article II – PURPOSES: The following are the purposes for which the Young Marines has been organized:

- A. **Mission** – The mission of the Young Marines is to positively impact America’s future by providing quality youth development programs for boys and girls that nurture and develop its members into responsible citizens who enjoy and promote a healthy, drug-free lifestyle.
- B. **Objectives** – The Objectives of the Young Marines are to:
 - 1. Promote the physical, moral, and mental development of its members.
 - 2. Advocate a healthy, drug-free lifestyle through drug prevention education.
 - 3. Instill in its members the ideals of honesty, fairness, courage, respect, loyalty, dependability, attention to duty, a love of their God, and fidelity to our country and its institutions.
 - 4. Stimulate an interest in and respect for academic achievement and the history and traditions of the United States of America.
 - 5. Promote physical fitness through the conduct of physical activities, including participation in athletic events and close order drill.

ARTICLE III – MEMBERSHIP

- A. **Classes of Membership**
 - 1. **Adult Members**
 - a. Must be at least 18 years of age. Members must be registered and insured with National Headquarters. No adult is permitted to routinely work with Young Marines unless they are properly registered with Young Marines Headquarters and placed as an “active” registered adults.
 - b. **Elected members** – elected members are registered adults elected to positions of Unit Commanders and as their Executive Officer. Elected members must be a minimum of 25 years of age.

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- c. Appointed Members – appointed members are registered adults who are appointed to be division, or regimental commanders or as their executive officer.
 - d. Unit Staff – unit staff are registered adults appointed by commanders to positions such as adjutant, financial manager, training officer, female staff advisor, or other such positions as the commander may deem necessary.
 - e. Support Staff – support staff are all other registered adult members not otherwise holding a position as an elected or unit staff member.
2. Non-registered adults are considered:
- a. Adults who are not registered with the Young Marines hold no rights of membership.
 - b. Subject matter experts who may be utilized for training (i.e., Local law enforcement drug resource officers, Marines, or other service branch members, educators, ...etc.). However, they must be supervised at all times by a registered adult.
 - c. Parent Support Groups that may be utilized for fundraising and event support; however, they must not be in a position where they have unsupervised interaction with Young Marines. Supervision must always be provided by a registered adult member.
3. Youth Members: Membership shall be open to all youth ages eight through eighteen or completion of high school, but not to exceed the age of twenty. Parental/guardian consent is required for all minors to join the program.

B. Qualification For Membership: Adult Members – Current adult members, or applicants for adult membership, must meet the following qualifications:

Meet the necessary moral and ethical requirements and present a positive attitude toward program standards and qualifications promoting those activities among Young Marines.

1. Agree to abide by the By Laws, Rules, Regulations, and Policies that govern the Young Marines.
2. Pay all fees and dues as may be prescribed by the Young Marines.
3. Must agree to annual background checks and never have been convicted of a felony or convicted of a misdemeanor involving weapons or child abuse.
4. Must submit all documentation in accordance with the Registered Adult Manual.

C. Rights of Membership

1. Registered Adults
 - a. Registered adults may correspond with or request an audience with the National Executive Director via the appropriate chain of command.
 - b. Registered adults may communicate directly with a board member at any time.
 - c. Registered adults have the right to see all financial records.
 - d. Registered adults have the right to communicate to the program Headquarters Staff to voice concerns over staff behavior, child endangerment, or inappropriate handling of finances. They may have a legal duty to report suspected child abuse, based on State laws.

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- e. Registered adults have the right to expect that their personal files will remain confidential.
 - f. No registered adult will be discriminated against on the basis of race, creed, color, national origin, religion, gender or disabilities.
 - g. All registered adults have the right to contact National Staff for clarification of Rules, Regulations, Policies, or intent of same.
2. Young Marines
- a. Young Marines may correspond with or request an audience with the National Executive Director via the appropriate chain of command.
 - b. Young Marines may communicate directly with a board member at any time.
 - c. Young Marines have the right to review their records at any time by accessing the database through the web site.
 - d. Young Marines have the right to communicate to the program Headquarters Staff to voice concerns over staff behavior, child endangerment, or inappropriate handling of finances.
 - e. Young Marines have the right to expect that their personal files will remain confidential.
 - f. No Young Marine will be discriminated against on the basis of race, creed, color, national origin, religion, gender or disabilities.
3. Non-Discrimination. It is the policy of the Young Marines to serve all individuals who are eligible for membership in the program without regard to any non-merit factor. The Young Marines does not tolerate discrimination against adults and children by its employees or volunteers. Such discrimination shall not occur when serving individuals who are eligible for its programs based on any non-merit factor, including race, national origin, color, religion, sex, sexual orientation, gender identity, disability, age, or status as a parent.

ARTICLE IV – GOVERNANCE

- A. **Governance Policy and Style** – The purpose of the Board of Directors (BOD) is to provide fiduciary oversight, governance policy, and fundraising oversight for the Young Marines Program.
- B. **Board of Directors (BOD).** The Young Marines shall be governed by its Board of Directors –
- 1. Composition. The BOD will be comprised of up to fourteen voting members and will consist of:
 - a. Chairman of the Board
 - b. Vice Chairman of the Board
 - c. Board Secretary
 - d. Board Treasurer
 - e. National Executive Director. Ex Officio Member with voting rights.
 - f. General Counsel
 - g. Marine Corps League (MCL) Liaison Officer
 - h. Directors – A minimum of two and up to seven additional

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2. Assignment
 - a. Directors. Directors shall be appointed by the Chairman and approved by the BOD.
 - b. Board Officers. All Board Officers will be assigned from Directors. The Chairman and Vice Chairman will be elected by the BOD. The Secretary and Treasurer will be appointed by the Chairman and approved by the BOD. A Parliamentarian shall be appointed from among the board members for the purpose of ensuring proper conduct of the board in accordance with the latest publishing of Robert's Rules of Order.
 - c. Invited Members. Ex-Officio Non-Voting Members may be invited by the Chairman. Invited members may include: Corporate Officers, Corporate Staff, Division Commanders, National Foundation Officers and Deputy General Counsel.
 3. Board Application Process. The Board of Directors shall determine the requirements and procedures for the application, vetting and approval process of Independent Directors.
- C. Removal from the Board of Directors**: Any BOD member absent from two meetings they are required to attend, in any twelve-month period, is automatically terminated. The Chairman has the discretion to waive the removal of a Board member based on the reasons for said absences. If such a member requests reinstatement within two months, the BOD may reinstate the member. This reinstatement provision may not be used more than once for any single BOD member.
- D. Vacated Board Seats**: Vacated seats may be filled by a temporary appointment to the BOD by the Chairman.
- E. Terms of Office**: Invited and Appointed members of the Board serve at the pleasure of the Chairman and the BOD.
- F. Meetings**
1. Quarterly Meetings – The BOD will meet on a quarterly basis. Meetings will be called and scheduled by the Chairman.
 2. Contingency Meetings – The Chairman may call for a meeting of the BOD where the presence of the members is necessary to affect a major decision relating to policy, budget, or oversight. Contingency meetings may be convened via telephonic or electronic means.
 3. Action by Written Consent – If a majority of the BOD voting membership shall vote in favor of a resolution using written format, to include electronic means, the resolution shall pass. This vote shall be recorded in the meeting minutes of the next scheduling meeting.
 4. Ex Officio Members – Ex Officio members shall be invited to BOD meetings by the Chairman.
- G. Duties, Responsibilities, and Authority of the Board of Directors**. The BOD will establish policy, provide direction, and maintain oversight within the Young Marines program. The BOD has the authority to perform any act necessary and appropriate to promote the objectives and purpose of the Young Marines, including the authority to delegate specific duties, as appropriate, to the National Executive Director.

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1. Authority of the BOD:
 - a. Fiscal Responsibility – All matters pertaining to budget management/oversight are the responsibility of the BOD. This includes the disposition of property and investments.
 - b. Communication – The BOD will write, publish and distribute policy directives, regulations, procedures, reports and other publications deemed appropriate and necessary. All communications will be promulgated by National Headquarters.
 - c. Administrative Authority – The BOD will establish policies, rules and regulations governing the general administration of the Young Marines Program to include appropriate insurance coverage and bonding.
 2. Specific Duties – The Chairman, Vice Chairman, Board Secretary, Board Treasurer and National Director will fulfill the duties and responsibilities as outlined in the Board Manual or Position Description.
 3. Code of Conduct – The BOD shall establish a policy, or policies, regarding conduct of personnel and units in the Young Marines Program. The BOD will establish procedures for investigating and resolving conduct issues deemed inappropriate and detrimental to the Young Marines Program. The BOD shall delegate this action to the National Executive Director.
 4. Conflict of Interest – Each Board member, whether invited, appointed, or Ex Officio will sign a BOD approved conflict of interest statement. Any violation of the conflict-of-interest statement, and confirmed by the BOD, will be cause for dismissal from the BOD.
 5. Board Committees – Standing and/or Special Committees shall be appointed as required by the BOD.
 6. Compensation – No Board Member shall receive compensation for their services to the board. Reimbursement for travel and budgeted expenses incurred directly in connection with Young Marines activities is authorized and payable upon presentation and verification of receipts in accordance with the Young Marine BOD memorandum on Administration Policy Procedures.
 7. Board Voting – All voting will be in accordance with the most recently published *Robert's Rules of Order*. At all times, a quorum must be present before a vote may be taken on any board or committee related matter. A quorum will consist of 50% plus one of the total number of voting members or committee members.
- H. Appointment of Division, Assistant Division, and Regimental Commanders.** The National Executive Director shall appoint Division Commanders. Division Commanders shall select their Assistant Division Commander, staff, and Regimental Commanders. Regimental Commanders shall select their staff. Division Commanders will either represent their division to the BOD, when invited by the Chairman, or specify a representative in his or her absence.
- I. Election of Unit Commanders.** Elections will be held in accordance with the rules and regulations as outlined in the Adult Volunteer Manual.
- J. Advisory Council.** An Advisory Council may be established on the recommendation of the Chairman of the Board and on majority consent of the BOD.

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1. Purpose. To review issues and concerns of the BOD and to provide recommendations.
2. Composition. The Advisory Council will consist of both previous serving board members and subject matter experts, recommended, and approved by the BOD.
 - a. Appointed members. The Advisory Council will normally consist of not more than 7 members but no less than 3 members.
 - b. The Advisory Council shall be headed by a Chairman which shall be appointed by the Chairman of the Board and approved by a majority consent of the BOD.
3. Meetings. Members of the Advisory Council shall meet annually or as directed by the Chairman of the Board of Directors.
 - a. Members of the Advisory Council may, at the discretion of the Chairman, be invited to attend Board of Director meetings as ex officio non-voting members.
 - b. Minority opinions. Advisory Council recommendations presented to the BOD will include both majority and minority opinions.
 - c. Authorization to utilize funds for travel and lodging shall be approved by the Chairman of the Board.
4. Terms of Office. Members of the Advisory Council shall serve at the pleasure of the Chairman of the Board.

ARTICLE V – AUDITS: An independent auditor selected by the BOD, on recommendation of the National Headquarters, shall audit the financial records and accounts of the Young Marines National Headquarters annually. The auditor shall report the findings of the audit to the BOD and National Headquarters.

ARTICLE VI – AMENDMENTS: By Laws may be repealed, modified, altered, amended, or adopted at any regular or special meeting of the BOD by a majority vote of the members present.

ARTICLE VII – PARLIAMENTARY AUTHORITY: The rules contained in the latest published copy of *Robert's Rules of Order* shall govern the Young Marines in all cases consistent with these By Laws and any special Rules of Order that the Young Marines may adopt. All BOD voting members will have one vote.

ARTICLE VIII – DISSOLUTION: Should the Young Marines entity be dissolved, the Marine Corps League National Headquarters shall hold all non-grant funds and assets remaining (after payment of outstanding obligations) in a trust account for one year. At the end of that year, subject assets, subject to the expressed intent/consent of the donor, will become the property of the Marine Corps League National Headquarters. Large donors desiring the return of their contributions will be handled on a case-by-case basis.

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ARTICLE IX – INDEMNIFICATION: The Young Marines shall, to the extent legally permissible, indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the Young Marines to procure a judgment in its favor) by reason of the fact that he or she was or is a representative of the Young Marines, or is or was serving at the request of the Young Marines as a representative of another partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case by the BOD on the advice of independent counsel that such indemnification is proper in the circumstances because the person acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Young Marines and, in the case of a criminal action, in addition, had no reasonable cause to believe that his or her conduct was unlawful. The Young Marines may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under the District of Columbia Non-Profit Corporate Law and the laws of Virginia.

These By-Laws were adopted by a quorum of the Board of Directors on the 12th day of February 2022.



William L. Smith

Chairman, Board of Directors
Young Marines of the Marine Corps League