



Navy League of the United States Minnesota Council

Bylaws
September 27, 2018



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ARTICLE I

GENERAL PROVISIONS

1.1 Supplements

These Bylaws ("Council Bylaws") are intended to supplement the Articles of the Navy League of the United States Minnesota Council ("Council Articles"), as well as the Navy League of the United States National Bylaws ("National Bylaws") and regulations governing local councils as promulgated by the Navy League of the United States.

1.2 Membership

Classes of membership are as established in the National Bylaws. No person shall be denied membership due to sex, race, color, or religion.



ARTICLE II

MEMBERSHIP

2.1 Eligibility

Every bona fide member of the National Navy League (whether individual, corporate, or a designated representative of a corporate member) whose current national dues are fully paid is eligible for membership in this Council. No person shall be denied membership due to sex, race, color, or religion.

2.2 Admissions to Membership

Each eligible person shall be admitted to membership without the necessity for either application for such membership or an acceptance thereof, apart from the application for membership in the National Navy League.

2.3 Membership Dues

Dues shall be in the amount set by, and paid directly to, the National Headquarters for each established class of membership. Council dues may be established by the Council Board of Directors ("Council Board") and shall be paid to the Council Treasurer on the due date established by the Council Board.

2.3 Members in Good Standing

Members whose dues are current shall be considered Members in Good Standing and shall have all resulting rights and privileges of membership, including the right to vote and capability to serve on the Council Board.

2.4 Termination

An individual's membership may be terminated for failure to pay dues or assessments within 30 days of the due date. In addition, a member may resign by forwarding a resignation in writing to the National Headquarters, with a copy to the Council President. Such resignations shall be effective when received by the National Headquarters, unless otherwise indicated in the letter of resignation.



ARTICLE III

PROHIBITIONS

3.1 In General

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, and the established policies, of the Council or the Navy League. 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.

3.2 Symbols or Indicia

No use may be made of the Navy League name, logo, seal, or other symbol or indicia of the League, including lists of members' names and addresses, for any purpose other than direct fulfillment of the mission of the Navy League.



ARTICLE IV

COUNCIL OFFICERS AND DIRECTORS

4.1 Officer Composition

This Council shall have the following elected Officers: President, Vice Presidents, Secretary, Treasurer, and Judge Advocate. At a minimum, the Council Board should fill the following Vice President roles: Vice President for Membership, Vice President for Communications, Vice President for Events, and Vice President for Community Outreach.

Additional Vice Presidents may be elected for functional areas as required and as proposed by the Council President. During the year, the Council President may propose to the Council Board any new Vice President required. Subject to Council Board approval, a confirmation by membership vote at the next meeting shall be required.

4.2 Board Composition

The Council Board shall consist of the Officers, the immediate past President and up to 15 elected Directors drawn from membership. During the year, the President may propose to the Council Board any new Directors required. After Council Board approval, a confirmation by membership vote is required at the next meeting. The Council Board shall also consist of the Chairs of any standing committee operating under the Council, selected by the Council President and with the approval of the Council Board.

4.3 Term

The Officers and Directors of this Council shall be elected for a term of three years or until their successors are elected. The Council Board should make every effort to stagger the officer terms.

4.4 Board of Directors Elections

Officers and Directors shall be elected by a majority of those members present and voting by secret ballot unless there is but one candidate for an office, in which case election may be by voice vote. Elections will be held at the Annual Meeting and can also be assisted by electronic balloting. Installation of new Officers and Directors will follow the elections at the Annual Meeting or be conducted at a subsequent meeting or event. The President shall have the authority to fill a vacancy should one arise, subject to ratification by the Council Board at its next meeting.



ARTICLE V

DUTIES OF OFFICERS AND DIRECTORS

5.1 Management

The control and management of this Council's assets and affairs shall be vested in the Council Board. The Council Board or Council Bylaws may delegate its authority to the elected Council Officers and such other Council members. Council Bylaws and amendments thereto must be consistent with National Bylaws and with the policies, purposes, and objectives of the Navy League. The officers shall have the usual powers and duties assigned to officers of non-profit corporations provided they are consistent with Minnesota statutes.

5.2 Council President

The President shall direct the activities of the Council; preside at meetings including those of the Council Board; appoint committee chairs; assure compliance with National Bylaws and regulations governing local councils; submit the Council's annual report and other reports requested by higher authority; represent the Council in public affairs and in national, regional, and state organizational activities.

5.3 Vice Presidents

Vice Presidents shall assist the President as approved by the Council Board. Vice Presidents may serve as chairs of committees, represent the Council at events that the President is unable to attend, and generally be understudying the duties of the President.

5.4 Secretary

The Secretary shall maintain Council records such as the Council Articles and Bylaws, meeting minutes, election results, an accurate membership roster; prepare an annual report to the Council membership; handle correspondence as designated by the President; and provide appropriate notice of meetings.

5.5 Treasurer

The Treasurer shall maintain all financial records of Council funds; establish the Council's bank accounts and serve as a co-signer with another designee (where this is practical) on checks for all disbursements; prepare and oversee the council's budget; submit a quarterly report to the Council Board and an annual report to the Council's members; and prepare the financial section of the Council's annual report.



5.6 Judge Advocate

The Judge Advocate shall advise the Council President and officers on legal matters affecting the Council and on the interpretation of the Council Bylaws and regulations.

5.7 Vacancy

In the event of the death, resignation, or removal of an officer, such vacancy shall be filled by approval of the Council Board with a candidate proposed by the President at the next regular meeting of the Council Board or at a special meeting called for that purpose.

5.8 Removal

Any Council Director may make a motion to remove a Council Officer from his or her position, with good cause. Such a motion requires majority approval of the Council Board to pass.



ARTICLE VI

COMMITTEES

6.1 Nominating Committee

The Council President and Council Board shall establish a Nominating Committee. The Nominating Committee shall propose the slate of officers and directors based on nominations submitted by the membership. Any member in good standing may nominate any member in good standing for open positions.

Notice of membership of this Committee shall be announced 60 days in advance of the annual meeting and a report of the Committee shall be made to the membership at least 30 days prior to the annual meeting. The Nominating Committee shall select at least one nominee for each office and nominations may be made from the floor at the election meeting. No member of the Nominating Committee shall be eligible for nomination to any elective office. Voting may occur by electronic ballot and by secret ballot in person at the annual meeting.

6.2 Special Committees

With the approval of the Council Board, the Council President may create other standing or special committees with such powers and duties as may be delegated by the Council Board. Each Committee shall determine its own rules of procedure, subject to majority approval of the Council Board. The Chairs of these committees must be members of the Council and become Council Directors in accordance with Article IV, Section 4.2.

6.3 Advisory Committee

The Council Board may create an Advisory Committee of representative citizens to support the work of the Council.

6.4 Ex-Official Member

The Council President shall be an ex-officio member of all committees.



ARTICLE VII

MEETINGS

7.1 Annual Meeting

An annual meeting of the Council Board shall be held without notice immediately after, and at the place of, the annual meeting of the membership. The Council Board may provide, by resolution, the time and place for the holding of additional regular meetings.

7.2 Quorum

One-third of the Council Board shall constitute a quorum.

7.2 Board Meetings

The Council Board shall meet at least once per quarter. If a quorum does not exist at any such meeting, the Directors present may adjourn the meeting without notice. If a quorum does exist, then the acts of the Directors shall be acts of the Council Board.

7.3 Request to Hold a Board Meeting

Upon written request by two Council Directors, the President shall call a meeting of the Council Board. If the President does not call a meeting within six weeks, the requestors may call for a meeting.

7.4 Conduct at Annual Meeting

At the Council's annual meeting, 10 active members, present in person or by proxy, shall constitute a quorum of the membership. The annual meeting of the membership should be held in March, or as soon thereafter as practical, at any date and time set by the Council Board. At this meeting, the President, Treasurer, and Secretary shall submit their annual reports to the members. Copies of these reports must be sent to National Headquarters with copies to the appropriate National representatives. Elections for Council Officers and Directors for the subsequent fiscal year also shall be held at this meeting, as required.

7.5 Special Meetings

The Board of Directors at their discretion may call special meetings of the membership. Additionally, the Council Board, upon the written request of 20% of the membership, shall promptly call a special meeting of the membership.



7.6 Notice and Waiver – Annual and Special Meetings

For annual and special meetings of the membership, at least 10 days' notice must be given to the membership electronically in writing. Any member may waive, at any time, written notice of any annual or special meeting of the membership, provided that the waiver is in writing. A member's attendance at, and participation in, in the action taken at said meeting, shall be determined to have waived notice thereof.

7.7 Notice and Waiver – Council Board Meetings

Except where notice is waived in the manner provided by the Council Bylaws, notice of regular and special meetings of the Council Board shall be given to all Directors electronically in writing, or in person at least three days in advance of the regular or special meeting.

7.8 Minutes

The Secretary shall record minutes of all meetings, and copies thereof shall be provided in a reasonable amount of time upon a written request by any member in good standing.

7.9 Robert's Rules of Order

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

7.10 Vote

Any action that could be taken at a meeting of the Council Board may be taken without a meeting when authorized in writing by vote of a quorum of the Directors.



ARTICLE VIII

VOTING

8.1 Majority Vote – Board of Directors

Except as otherwise provided in these Bylaws, all actions of the Council Board shall be determined by majority vote of those Directors present at the meeting.

8.2 Majority Vote – Active Members

Except as otherwise provided in these Bylaws, all actions of the active members shall be determined by majority vote of those members present at a meeting.

ARTICLE IX

FISCAL YEAR AND AUDITS

9.1 Fiscal Year

The fiscal year of the Council shall begin on the first day of April and shall end on the thirty-first day of March.

9.2 Right to Inspect

Any member in good standing shall have the right to inspect all books and records for any proper purpose at any reasonable time or as otherwise may be afforded by law.

9.3 Audits

An annual fiscal audit shall be performed to validate all fiscal transactions carried out by the Council Board in any given fiscal year. Such audits shall be performed by at least two Council Directors and shall be assisted by the Council Treasurer, who shall provide all needed materials for the auditors.



ARTICLE X EXPENDITURES

10.1 Expenditures

No member is authorized to expend money or obligate the Council in any way beyond the money actually in hand, appropriated, and set aside for the purpose, as designated by the Council Board. However, that the Council President or Treasurer may spend up to \$500.00 without prior authorization of the Council Board.

10.2 Loans

No loan shall be incurred on behalf of the Council unless authorized by the Council Board.

10.3 Signature for Payments

All checks or other orders for payment of money on behalf of the Council shall be signed by the Council President or Treasurer or by any other officer duly designated by the Council Board.

10.4 Depositing Funds

All Council funds shall be deposited in a timely manner in such bank as the Council Board may select.



ARTICLE XI

INDEMNIFICATION

11.1 General Indemnification

The Council shall defend and indemnify, to the full extent permissible under applicable Minnesota law any person made or threatened to be made a party of any civil or criminal action or proceeding by reason of his or her involvement as a Council Director against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees incurred as a result of such action or proceeding, or any appeal therein, if such Director was, in good faith, acting in his or her duties as a Council Director and for a purpose which he or she reasonably believed to be in the best interest of the Council; and in criminal actions or proceedings, the Council Director must have had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE XII

GENDER

12.1 Universal Application of Gender

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

ARTICLE XIII

AMENDMENTS

14.1 Authority to Amend

The Council Board, by a two-thirds vote of the entire membership of the Council Board, may amend the Council Bylaws.

14.2 Notice and Review and Comment Period

Members shall be notified of all changes to the Council Bylaws approved by the Council Board. Changes shall not be implemented prior to the completion of a 30-day review and comment period. Any concerns raised by members must be addressed prior to implementing the proposed changes. If no concerns are raised, the change shall be effective at the completion of the review and comment period.



ARTICLE XIV

RATIFICATION

These Bylaws have been adopted by majority vote of the Navy League of the United States, Minnesota Council on _____, and a copy has been placed in the minutes and records of the Council.

President:

Signature _____ Date: _____

Print Name _____

Secretary:

Signature _____ Date: _____

Print Name _____