

**BYLAWS  
OF  
NEW YORK COUNCIL, NAVY LEAGUE OF THE UNITED STATES, INC.  
A Non-Stock Non-Profit Corporation Organized Under  
The New York Not-for-Profit Law**

## **ARTICLE I**

### **Name and Purpose**

**Section 1 Name.** The name of the corporation is New York Council, Navy League of the United States, Inc. (“Council”). The Council shall be a local council chartered by the Navy League of the United States (“Navy League”).

**Section 2 Purpose.** The Council, formed in 1902 and incorporated in 2017 as a not-for-profit corporation, is a civilian organization dedicated to furthering the aims and objectives of the Navy League. The Council’s purpose is to inform the American people and their government that the United States of America is a maritime nation and its national defense and economic well-being are dependent upon strong sea services – United States Navy, United States Marine Corps, United States Coast Guard and United States-flag Merchant Marine. This purpose is accomplished through: (i) education of national leaders and the nation of the importance of strong sea services; (ii) support of the men and women of the sea services, including units, individual personnel and their families; and (iii) development of the next generation of leaders through youth programs. The Council shall be non-partisan and neither its name nor its influence shall ever be used, directly or indirectly, in connection with partisan politics. No declaration of policy shall be made without the approval of the Board of Directors (“Board”) (as defined in Article III).

## **ARTICLE II**

### **Membership and Meetings**

**Section 1 Eligibility.** Membership in the Navy League provides those concerned with the national security and economic prosperity of the United States an opportunity to educate the public about these issues. It is an organization dedicated to advocacy on behalf of the maritime services to serve the men and women of the Sea Services through a range of Council activities. Membership in the Council comes by meeting the requirements of the Navy League.

**Section 2 Delinquency.** The rights and privileges of membership in the Council will be terminated upon notice from the Navy League of the termination of membership for nonpayment of dues.

**Section 3 Right to Vote and Hold Office.** All members of the Council in good standing are entitled to vote and are eligible to serve on the Board or on the Advisory Committee (as defined in Article V, Section 2(v)), or as an Officer of the Council (as defined in Article IV). Members are considered in good standing with the Council when they meet the membership requirements established by the Navy League and all dues have been paid.

**Section 4 Prohibitions.** No Officer or member of the Council shall undertake in the name of the Council any action intended to prejudice the aims or established policies of the Council.

**Section 5 Termination by Board.** The Board may terminate any membership for violation of these Bylaws by majority vote.

**Section 6 Annual Meeting.** There shall be an annual meeting (“Annual Meeting”) of the membership of the Council for election of members of the Board, for receiving the annual reports of the Officers, directors and committees, and the transaction of other business. The President, with the approval of the Board, shall designate the date and place for the Annual Meeting. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address and via electronic transmission to the last recorded electronic mail address of each member no more than 30 days before the time appointed for the meeting. The record date for any meeting of the members shall be the date of such meeting.

**Section 7 Special Meetings.** Special meetings of the membership to consider specific subject(s) may be called by the Board or the Executive Committee (as defined in Article VI, Section 2(i)) at its discretion or upon the written request of at least 20 members. Notice for any special meeting is to be given in the same manner as for the Annual Meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the membership.

**Section 8 Quorum.** The presence in person or by proxy of 10% of the members of the Council entitled to vote as of the date designated by the Board when the meeting date is set shall be necessary to constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a date not more than ten days later.

**Section 9 Voting.** Each member of the Council shall be entitled to one vote. In all questions, the manner of deciding which is not otherwise prescribed shall be decided by a majority vote of the members present in person or by proxy.

**Section 10 Proxy Voting.** Every member of the Council entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing, valid at the designated meeting and revocable at the pleasure of the member executing it. The proxy form, in the absence of any specific proxy designation, shall authorize the person designated by the President to cast an affirmative vote for the election of the nominated slate of directors or for any proposition to be presented at such meeting.

**Section 11 Notices.** All notices of meetings shall set forth the place, date, time and purpose of the meeting and each shall be accompanied by a proxy form as needed for the purpose of the meeting.

## ARTICLE III

### Board of Directors

**Section 1 Number.** The management of the affairs and funds of the Council shall be invested in its Board of Directors consisting of 15 to 25 Directors.

**Section 2 Election and Term of Directors.** Of the Directors specified under Article III Section 1, one-third of Directors will be elected each year for a three-year term at the Annual Meeting. The new Board shall take office immediately upon election.

**Section 3 Nomination of Directors.** Not less than 45 days before the Annual Meeting, the Nominating Committee shall nominate a slate of candidates for consideration in accordance with the procedures outlined in Article VI Section 2(ii). Notice of the names of those nominated shall be sent to the members together with the notice of the Annual Meeting. Additional candidates may be designated by petition of ten members of the Council, filed with the Secretary thereof not less than ten days before the Annual Meeting. The names of such candidates shall be included in the voting of the members at the Annual Meeting.

**Section 4 Director Responsibilities to the Council.** The Board shall establish the level of activities required for each Director to remain in good standing at a regular Board meeting prior to the election of the Board at the Annual Meeting or a special meeting called for that purpose. Those activities are to include, but are not limited to, all or combination of the following:

- (i) Minimum level of donations (either cash or the value of in-kind donations) caused to be donated during the Council's fiscal year;
- (ii) Minimum number of volunteer hours of service to the Council beyond attending; Council-sponsored events or Board meetings; participation on committees of the Council will be included in these hours;
- (iii) Minimum attendance at Board meetings;
- (iv) Minimum attendance at Council-sponsored events.

Failure to maintain good standing may result in removal of the Director from the Board. Changes to these requirements will be effective for all Board members following Board installation. The Secretary will maintain records of the compliance of each Director with the above activities and provide a report to the Board and the Nominating Committee for each Board meeting.

**Section 5 Duties and Authorities of the Board of Directors.** The following are the duties and authorities of the Board:

- (i) The Board shall have full power and it shall be its duty to carry out the purposes of the Council according to these Bylaws as well as the Constitution and Bylaws of the Navy League.
- (ii) The Board shall elect the Officers and the Advisory Committee of the Council at its

regular meeting immediately following or in conjunction with the Annual Meeting.

- (iii) The Board may remove any Officer, with or without cause, by vote of two-thirds of the Directors present at a regular or special meeting of the Board called for that purpose. All vacancies in any office shall be filled by the Board without undue delay at a regular meeting or special meeting of the Board called for that purpose.
- (iv) The Board shall audit bills and disburse the funds of the Council.
- (v) The Board shall devise and carry into execution such other measures as it deems necessary or desirable to promote the objectives of the Council.
- (vi) The Board will approve all policies and will review and approve each policy on an annual basis.

**Section 6 Meetings of the Board of Directors.** Regular meetings of the Board of Directors shall be held immediately following or in conjunction with the Annual Meeting and at such other times as the Board shall determine, but no less than quarterly. Notice of the meeting, signed by the Secretary, shall be sent via electronic transmission to the last recorded electronic mail address, and mailed to the last recorded address if requested, of each Director at least ten days before the time appointed for the meeting. The President may, when they deem necessary, or the Secretary shall at the request in writing of five members of the Board, issue a call for a special meeting of the Board upon five days' notice. No business other than that specified in the meeting notice shall be transacted at any special meeting.

**Section 7 Quorum.** 50% plus one of the Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. In the absence of the President, Executive Vice President or any other Officer, the quorum present may choose a Chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a date not more than ten days later.

**Section 8 Voting.** At every meeting of the Board, each Director shall be entitled to one vote on all matters properly before the Board. All actions to be taken by a vote of the Board shall be authorized by a majority of the votes cast at a meeting of the Board, except as otherwise required by law or these Bylaws.

**Section 9 Resignation.** Any Director may resign from office at any time by delivering written notice of such resignation to the President and the Secretary at the Council's principal office or via electronic delivery to said Officers. Such notice shall be effective immediately upon delivery or at a later time specified therein without the need for acceptance; the President or Secretary shall present the notice of resignation at the first meeting of the Board following their receipt thereof.

**Section 10 Removal.** Any Director may be removed, with or without cause (i) by a vote of two-thirds of the members present at a special meeting called for that purpose or (ii) by a vote of two-thirds of Directors provided there is a quorum of not less than a majority of Directors present at a regular or special meeting of the Board at which such action is taken.

**Section 11 Vacancies.** Whenever any vacancy occurs in the Board, by death, resignation or otherwise, and as a result of such vacancy the Board of Directors shall be reduced below 15, the vacancy shall be filled without undue delay by a majority vote of the members of the Board present at a regular or special meeting of the Board called for that purpose. The person so chosen shall hold office for the remainder of the term of the vacancy.

**Section 12 Action without a Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if the Directors serving on the Board or committee, as the case may be, consent in writing or by electronic transmission to the adoption of a resolution authorizing such action. Any such resolution shall be filed with the minutes of the proceedings of the Board.

**Section 13 Meetings by Means of Telecommunication.** Any member of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference or other similar communications equipment as available permitting all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 14 Compensation and Expenses.** Directors shall not receive any compensation for their service as Directors, but may be reimbursed for all reasonable, direct expenses incurred in serving the Council. The Board will approve a policy governing expense reimbursement to Directors in lieu of individual votes, with the Treasurer reporting such reimbursements to the Board on a quarterly basis. Nothing herein shall be construed to preclude any Director from serving the Council in any other capacity as an agent or otherwise and receiving reasonable compensation for any personal services that are reasonable and necessary to carry out the Council's exempt purposes.

**Section 15 Rules and Regulations.** The Board may, from time to time, adopt such policies and regulations as it may deem advisable to carry out the Council's affairs.

**Section 16 Advisory Committee.** The members of the Advisory Committee elected by the Board to support the work of the Council shall receive notice of all meetings of the Board and shall have the right to be present at such meetings and to participate in discussions but shall not have the right to vote. The number of members of the Advisory Committee shall be fixed by the Board of Directors and vacancies shall be filled by the Board.

## **ARTICLE IV**

### **Officers, Employees, Agents and Representatives**

**Section 1 Number.** The Officers of the Council shall be a President and five Vice Presidents, a Treasurer, a Secretary, a Judge Advocate General and a Chaplain (collectively, "Officers"). The President may appoint a Parliamentarian, with the approval of the Board.

**Section 2. Election and Term of Officers.** The President shall be elected by the Board and shall serve a term of two years with eligibility for re-election for one additional year. The remaining Officers shall be elected by the Board and shall serve for a term of one year for a maximum of three consecutive terms in that office. Should no qualified candidate be available,

the Board may waive the term limitation rule in one-year increments. The term of all offices shall commence on January 1 of the year following election.

**Section 3. President.** The President is the head of the Council and the Chair of the Board. The President is to integrate the Navy League mission into the Council goals and objectives, then monitor progress towards goal attainment. The President shall preside over all meetings of the Board and membership, and further has the authority to conduct meetings, formulate ideas, consummate plans and delegate responsibility. The President shall at the Annual Meeting and such other times as they deem proper communicate to the Board or the membership such matters and make such suggestions as may tend to promote the welfare of the Council. The President shall appoint the Chair of all committees unless otherwise specified in these Bylaws and all committee members for the upcoming year as soon after their election as may be practical and shall be an ex officio member, with vote, of all committees unless otherwise noted. The President is responsible for upholding the Council's policies and procedures and for handling issues among Directors and members. The President is responsible for having the Council's Annual Report submitted to the Navy League as and when required by the Navy League headquarters. This report is critical to the proper functioning of the Council and will summarize the year's activities during his term in the format as specified by the Navy League; the outgoing President is responsible for the Annual Report submission covering their term of office. The President shall remain current with all new information and policies within the Navy League and coordinates the dissemination of this information to pertinent members. The President shall be the primary spokesperson and point of contact for the Council.

**Section 4 Vice Presidents.** The Vice Presidents shall assist the President in the performance of his duties, with one Vice President each being appointed and having responsibilities for the Council's efforts in the following roles:

- (i) *Education & Advocacy Programs:* To inform the general public on the importance of strong sea services and to advocate to our national and local leaders on the importance of strong sea services
- (ii) *Fleet Support Programs:* To support of the men and women of the sea services, including units, individual personnel and their families
- (iii) *Youth Programs:* To develop the next generation of leaders through youth programs
- (iv) *Development:* To coordinate all fundraising efforts of the Council as approved by the Board
- (v) *Membership:* To grow and maintain the membership of the Council

Duties will include the annual recommendation of strategies to the Board, execution of the approved strategies, and budget proposal submissions to the Treasurer and the Executive Director for consideration by the Board as part of the annual budget process. One of the Vice Presidents will be designated the Executive Vice President by the President with Board approval to assume duties of the President in the event of absence or vacancy. The President may adjust the responsibilities of the Vice Presidents as needed with the approval of the Board.

**Section 5 Secretary.** The Secretary shall ensure all Council records are accurately collected, retained and regularly maintained, including these Bylaws and submission of filings with federal, state and local agencies to maintain the Council’s incorporation, tax-free status and as required by law or regulation. The Secretary shall ensure the proper execution of all correspondence with the Board and membership to include notice of all regular and special meetings, preparation of the meeting agenda and distribution of material, and the recording and maintenance of minutes to include all decisions and voting results.

**Section 6 Treasurer.** The Treasurer is responsible for the stewardship of the Council’s funds, recommends fiscal policies to the Board and directs the implementation of approved policies. The Treasurer is responsible for the budget proposal submitted annually for Board approval as well as adjustments proposed throughout the fiscal year. The Treasurer is responsible for maintaining account of all monies received and expended for use by the Council as approved by the Board during the budget process, for all investments of the Council and as noted under Article VIII Contracts, Funds, Checks and Investments. The Treasurer will make reports concerning the financial position and activity of the Council funds as well as the performance of all investments at the Annual Meeting and all Board meetings except special meetings called for other purposes. The Treasurer is responsible for all tax and financial statement filings. The Treasurer may recommend, with the concurrence of the President, to the Board for approval the designation of an Assistant Treasurer, whose responsibilities are designated by the Treasurer.

**Section 7 Judge Advocate.** The Judge Advocate shall be the legal officer of the Council, and shall advise the Board, Officers and committee Chairs on legal matters affecting the Council. Further, the Judge Advocate will assist and coordinate in the preparation and review of contracts, employment agreements and other legal documents as may be required, as well as the effect of Council activities on its tax-exempt status as determined under Section 501(c)(3) of the Internal Revenue Code (“Code”). The Judge Advocate will act as Parliamentarian if the Parliamentarian is absent or one has not been appointed by the President. The Judge Advocate shall be licensed to practice law in the State of New York.

**Section 8 Chaplain.** The Chaplain shall deliver the invocations at all meetings of the Council and shall perform such other duties as may be delegated to this position from time to time by the President or the Board.

**Section 9 Parliamentarian.** The Parliamentarian is the principal consultant to the President or to the Executive Vice President in the absence of the President on matters of parliamentary procedures in the conduct of the business of the Council. The Parliamentarian will be familiar with these Bylaws and Roberts Rules of Order. The Parliamentarian will assist the Secretary in the counting of all votes at membership and Board meetings.

**Section 10 Executive Director.** The Executive Director is responsible for overseeing the execution of the daily administration of the staff, programs and the strategic plan of the Council, with key duties to include, but not limited to event planning, marketing and community outreach, as well as other such duties and authority as designated by the President

and the Board. The Executive Director will be hired based on the recommendation of the President and with the approval of the Board. The position reports directly to the President.

**Section 11 Collaboration with the Council Staff.** The success of the Council is enhanced by the work of the Council's staff. All Officers and committees shall work in collaboration with the Executive Director and other staff as appropriate in the execution of their responsibilities.

**Section 12 Honorary and Emeriti Officers.** The Board may in its discretion elect such number of Honorary and Emeriti Officers as it may deem proper. No such Honorary or Emeritus Officer shall possess or exercise any functions or powers concerning the affairs, property, funds or administration of the Council.

**Section 13 Other Officers, Employees, Agents and Representatives.** Other than the Officers previously specified in Section 1 of this Article and the Executive Director specified in Section 11 of this Article, the Council may have such other Officers, employees, agents, and representatives as the Board may from time to time determine.

**Section 14 Removal.** Any Officer, agent or representative of the Council may be removed, with or without cause, by a majority vote of the Board. Removal of an employee must be done in accordance with employment laws of the State of New York and any employment contract.

**Section 15 Resignation.** Any Officer, employee, agent or representative may resign from office at any time by delivering written notice of such resignation to the President, with a copy to the Secretary at the Council's principal office or via electronic mail. Such notice shall be effective immediately upon delivery or at a time specified therein and agreed to by the President. The President will notify the Board via electronic mail as soon as possible upon receipt of the letter of resignation. In the event of the resignation of the President, the written notification will be to the Executive Vice President and Secretary, who will inform the Board as proscribed above.

**Section 16 Vacancies.** If any office of the Council becomes vacant, a majority vote of the Directors may elect an individual to fill such vacancy, and the individual so elected shall hold office and serve until the regular election and qualification of a successor, as provided herein.

**Section 17 Compensation of Officers, Employees, Agents and Representatives.** The following subsections govern compensation to the Officers, employees, agents and representatives of the Council:

- (i) Officers' compensation and expense reimbursement shall be consistent with those of Directors as discussed in Article III Section 14.
- (ii) Employees of the Council will be compensated for their services and may be reimbursed for all reasonable, direct expenses incurred in serving the Council as approved by the Board.



- (iii) Agents and representatives may be compensated for services as approved by the Board, taking into consideration the requirements of Section 4941(d)(2)(E) of the Code, and the regulations promulgated thereunder.

## ARTICLE V

### Committees

**Section 1 General Instructions.** The Board may establish standing, operating and special committees and provide for their membership, powers and duties. The President shall appoint all Chairs of the committees, unless specified in these Bylaws and will serve as an ex officio member, with vote, of all committees unless otherwise noted. Committee membership is open to all members of the Council in good standing as well as Directors unless otherwise noted; Directors are expected to be members of committees. Committee Chairs will establish a charter for the committee that specifies its purpose and the roles and responsibilities of its members; the charters are to be reviewed annually and approved by the Board. Chairs will also submit any budget requests to the Treasurer and the Executive Director for approval by the Board as needed to execute its responsibilities as part of the annual budget process.

**Section 2 Standing Committees.** Standing committees are permanent committees established by the Board to do work on an ongoing basis.

- (i) *Executive Committee.* The Executive Committee will consist of the following voting members: President, the five Vice Presidents, Secretary and Treasurer; the Judge Advocate is a non-voting member. The President will chair the Executive Committee. The Executive Committee is empowered to act on behalf of the Council between Board meetings, keeping records of its actions and reporting the same at the next scheduled Board meeting. The Executive Committee will review and recommend to the Board the annual budget presented by the Risk, Budget & Finance Committee as well as adjustments proposed throughout the fiscal year prior to submission to the Board for approval. The Executive Committee will meet at least monthly between Board meetings and as needed ahead of scheduled Board meetings.
- (ii) *Governance Management Committee.* The Governance Management Committee is established to ensure the Council's Board has the skills and competencies necessary to perform at the highest level. The Committee will be chaired by the Council Secretary. The Chair shall recommend five Committee members, each to serve a one-year term, to be approved by the Board. All Committee members will be Directors; the President is an ex-officio member of the Committee with vote but shall be excluded from Committee responsibilities and voting during the nominating process.

The Governance Management Committee will review the Board's composition and identify, recruit and recommend candidates for Director and Advisory Committee membership, as well as review and recommend the President and other Officers in

accordance with the nominations process outlined below. The Governance Management Committee will also review and monitor annually each Director's compliance with Board policies; procure and oversee orientation, training, education, mentoring and assessment programs for Directors; review periodically and make recommendations to the Board regarding the size, structure, charters, processes and practices of the Board and Board committees; review periodically the Corporation's bylaws, conflicts of interest policy, record retention policy, and other governance policies and practices and make recommendations to the Board as appropriate; and shall be responsible for compliance and regulatory related requests from the Staff and Executive Committee.

*Director, Officer and Advisory Committee Nominations Process:*

1. At the Board meeting prior to 90 days before the Annual Meeting, the Nominating Committee will recommend to the Board for approval (i) the levels required under Director's Responsibility to the Council and (ii) the criteria for nominee qualifications to include, but not limited to, membership time with the Navy League and the Council, prior participation in and support for Council activities, and current and prior leadership roles.
  2. At least 120 days prior to the Annual Meeting, the Nominating Committee will solicit nominations for the Board, Advisory Committee and Officers from the members.
  3. At least 60 days before the Annual Meeting, the Nominating Committee shall meet to review and nominate for the ensuing year nominees for:
    - open positions on the Board, including those for re-election to a consecutive term;
    - nominee for President if the position is open, including for re-election to a one-year consecutive term, or vacant;
    - nominees for all other Officer positions and the Advisory Committee as authorized by the Board.
  - At least 45 days prior to the Annual Meeting, the lists of all such nominees, with the appropriate background information, shall be delivered to the President and Secretary, with a copy provided to the Executive Director to be mailed to the members of the Council together with the notice of the Annual Meeting as specified under Article II Section 6.
- (iii) *Audit Committee.* The President shall appoint three Directors to serve on the Audit Committee; the President, Treasurer and members of the Risk, Budget & Finance Committee cannot be members of the Audit Committee. The Audit Committee shall be responsible for meeting with and receiving the annual and the interim financial reports of the Treasurer and for receiving the final audit report and meeting with the Council's external audit firm on the results of their audit. The Audit Committee shall

report the results of the audit to the Board annually upon completion of the audit and at such other times as it deems appropriate or when requested to do so by the Board, and will work with the President, Treasurer and Council staff to respond to any and all findings of the external auditors. The Audit Committee shall also be responsible for recommending the hiring, supervision and release of the Council's external audit firm for approval by the Board and shall recommend to the Board annually for their approval the continued engagement or replacement of the external auditors.

- (iv) *Risk, Budget & Finance Committee.* The President shall appoint at least four Directors or members in addition to the Treasurer to serve on the Risk, Budget & Finance Committee; the Treasurer will serve as Chair. The Risk, Budget & Finance Committee shall be responsible for reviewing the Council's financial and budgeting activities, systems and practices, investment portfolio performance and strategy, enterprise risk management, and insurance positions. Annually, the Risk, Budget & Finance Committee will prepare and present to the Executive Committee for review and recommendation the following year's budget, review of the investment portfolio performance and recommendations for modifications in strategy, assessment of the Council's risk environment and review of all insurance policies, with subsequent review and approval by the Board.
- (v) *Advisory Committee:* The Advisory Committee assists the Board in carrying out its responsibilities by providing expertise and advice in relevant areas. The Board will determine the number of members on the Advisory Committee, which will consist of non-Director members who may participate in all Board meetings and are eligible for other committee memberships (unless such committee membership is restricted to Directors), but do not have voting rights concerning Board decisions. No Chair is appointed for the Advisory Committee.

**Section 3 Operating Committees.** Operating committees are committees established by the Board to support and sustain the mission of the Council and the responsibilities of the Board and Officers, and in particular, the Vice Presidents in the performance of their responsibilities. While operating committees are intended to continue each year, the Board may decide to eliminate a committee or establish a new one as needed. The following are the operating committees of the Council:

- (i) *Education & Advocacy Programs Committee:* Chaired by the Vice President, Education & Advocacy Programs, the Education & Advocacy Programs Committee (i) supports the Council's efforts to inform the general public on the importance of strong sea services through planning and execution of various activities, events and other measures and (ii) plans and executes the Council's efforts, in conjunction and coordination with the Navy League's national efforts, to advocate to our national and local leaders on the importance of strong sea services.
- (ii) *Fleet Support Programs Committee:* Chaired by the Vice President, Fleet Support Programs, the Fleet Support Programs Committee coordinates and executes the

Council's efforts in support of the men and women of the sea services, including units, individual personnel and their families. The Fleet Support Programs Committee takes the lead on Fleet Week planning and execution, with support from other Committees as appropriate.

- (iii) *Youth Programs Committee*: Chaired by the Vice President, Youth Programs, the Youth Programs Committee supports the Council's activities to develop the next generation of leaders through youth programs.
- (iv) *Development Committee*: Chaired by the Vice President, Development, the Development Committee coordinates all fundraising efforts of the Council as approved by the Board; the Treasurer is an ex officio member, with vote, of the Development Committee.
- (v) *Membership Committee*: Chaired by the Vice President, Membership, the Membership Committee is tasked with growing and maintaining the membership of the Council.

**Section 4 Special Committees.** The President may, at any time, appoint other committees on any subject for which there are no Standing Committees.

**Section 5 Collaboration with the Council Staff.** The success of the Council is enhanced by work of the Council's staff. All committees shall work in collaboration with the Executive Director and other staff as appropriate in the execution of their responsibilities.

**Section 6 Committee Quorum.** A majority of any committee's members shall constitute a quorum for the transaction of business.

**Section 7 Committee Reports.** A report of the activities of each committee of the Council, together with any minority report, shall be submitted in writing to the Secretary and the Executive Director at least ten days before each regular meeting of the Board and before any special meeting called to consider the same.

## ARTICLE VI

### Indemnification

**Section 1 Indemnification.** The Council shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that they or a person for whom they are the legal representative, is or was a Director, Officer, employee, agent or representative of the Council, or is or was serving at the request of the Council as a Director, Officer, employee, agent or representative of another Council or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees reasonably incurred by such person, if such person acted in good faith for a purpose such person believed to be in, or in the case of service for any other

Council or any partnership, joint venture, trust, enterprise, non-profit entity or employee benefit plan, not opposed to, the Council's best interests, if the acts upon which such actual or threatened proceeding is based did not constitute fraud, willful misconduct or gross negligence, and, with respect to a criminal action or proceeding, if such person had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that such person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the Council's best interests, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

**Section 2 Insurance.** The Council shall purchase and maintain insurance on behalf of any person who is a member, Director, Officer, employee, agent or representative of the Council, or who, while acting as a member, Director, Officer, employee, agent or representative of the Council, serves at the request of the Council as a Director, Officer, employee, agent or representative of another Council or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against liability asserted against or incurred by such person serving in such capacity or arising from such person's status as a Director, Officer, employee, agent or representative of the Council, whether or not the Council would have the power to indemnify or advance expenses to such person under the provisions of this Article or otherwise.

**Section 3 Limitation.** The Council shall not indemnify any person, or purchase or maintain insurance on behalf of such person, if doing so would constitute an act of self-dealing within the meaning of Section 4941 of the Code or the regulations promulgated thereunder.

## ARTICLE VII

### Office and Books

**Section 1 Office.** The Council shall have offices at such places, either within or without the State of New York, as the Board may from time to time determine.

**Section 2 Books and Records.** There shall be kept at the office of the Council correct and complete books of account of the activities and transactions of the Council, including a minutes book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and the minutes of all meetings of the Board. All records, except those required by law or regulation, may be kept electronically including accounting and other financial records with appropriate back-up of files and with physical support maintained in accordance with Federal or New York State laws and regulations.

## ARTICLE VIII

### Contracts, Funds, Checks and Investments

**Section 1 Checks, Notes and Contracts.** The Board may authorize any Officer or Officers, in the name of and on behalf of the Council, to enter into any contract. The Board may authorize any Officer, Officers and/or the Executive Director to execute and deliver any

instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances. The Board will establish such policies to govern the execution of contracts and the expenditure of funds.

**Section 2 Depositories of Funds.** All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in such banks, trust companies or other depositories as the Board may select, or as may be selected by any Officer or Officers of the Council to whom such power may be delegated by the Board.

**Section 3 Investments.** The funds of the Council may be retained in cash or may be invested and reinvested from time to time in such investments including stocks, bonds or other securities, as the Board may deem desirable through its Investment Policy Statement.

**Section 4 Stock of Other Corporations.** Unless otherwise ordered by resolution of the Board, the President shall have full power and authority on behalf of the Council to vote, either in person or by proxy, at any meetings of stockholders of any Council in which the Council may hold stock and at any such meeting may possess and exercise any and all rights and powers incident to the ownership of such stock, which, as the owner thereof, the Council may have possessed and exercised if present. The Board may confer like powers upon any person or persons from time to time and may revoke any such power as granted at its pleasure.

## **ARTICLE X**

### **Fiscal Year**

The fiscal year of the Council shall be the calendar year, running from January 1st to December 31st of each year.

## **ARTICLE X**

### **Seal**

The Seal of the Council shall be that of the Navy League with such modification as shall be approved by the Board of Directors.

## **ARTICLE XI**

### **Waivers of Notice**

Any member, Director, or Officer may waive any notice required to be given by law, the Certificate of Incorporation, or these Bylaws. Notice of a meeting need not be given to any member, Director, or Officer who submits a signed waiver of notice of the meeting, in person or by proxy (if permitted by law), whether before or after the meeting. The attendance of any member, Director, or Officer at a meeting shall constitute a waiver of notice of such meeting, except when such person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the members, Directors or Officers need be specified in any written waiver of notice.

## **ARTICLE XII**

### **Amendments**

Unless otherwise provided in the Certificate of Incorporation or the New York Not-for-Profit Corporation Law, these Bylaws may be amended, repealed or altered in whole or in part, after ten days' notice of the proposed change, by a majority vote at any Annual Meeting, regular meeting or special meeting of the membership or of the Board, or without prior notice, by a two-thirds vote at any such meeting of the members or the Board of the Council. No such amendment or alteration of these Bylaws shall be effected that would result in the denial of tax-exempt status to the Council under Section 501(c)(3) of the Code.

## **ARTICLE XIII**

### **Winding Down**

If, for any reason, it shall be in the best interests of the Council to dissolve, such dissolution shall occur pursuant to the provisions of the Certificate of Incorporation, and the net assets of the Council shall be distributed in accordance with such provisions.

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