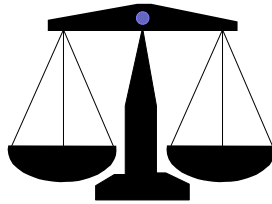


**ATTACHMENT ONE**

**SAMPLE COUNCIL ARTICLES AND BYLAWS**  
(As referenced from page 68 & 72)



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## SAMPLE COUNCIL ARTICLES AND BYLAWS

This attachment includes samples of Council Articles and Council Bylaws and is intended as guidance only for councils drafting new articles and/or bylaws, or revising those currently in existence. The samples may be modified in order to meet the requirements of an individual council. Such modifications, however, may not conflict with state laws or Navy League National Bylaws, policies, or other authorized directives.

Because council Articles and Bylaws may have legal consequences, it is advisable to have any drafts or revisions reviewed by a qualified attorney admitted to practice in your state.

**NOTE: National HQ has been advised that in order to meet both state and IRS requirements for tax-exempt status, councils should have articles (of incorporation or association) that are separate from bylaws. Accordingly, this attachment has been revised to contain samples of both. The determination as to whether the "articles" referred to herein should be Articles of Incorporation or Articles of Association should be made in consultation with the council Judge Advocate and/or an attorney knowledgeable in such matters.**

## SAMPLE COUNCIL ARTICLES

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**SAMPLE COUNCIL ARTICLES**

**NAVY LEAGUE OF THE UNITED STATES, \_\_\_\_\_ COUNCIL**

**ARTICLE I - NAME AND ADDRESS**

- Section 1     The name of the council shall be the Navy League of the United States, \_\_\_\_\_ Council.
- Section 2     The principal office of the council shall be located in the State of \_\_\_\_\_, County of \_\_\_\_\_, and City of \_\_\_\_\_.

**ARTICLE II - OBJECTIVE AND PURPOSE**

- Section 1     This council is organized and shall be operated exclusively for educational purposes including, for such purposes, the making of distributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law. In carrying out the foregoing purposes, the council shall have the power to acquire and disseminate to citizens of the United States information concerning the condition of the naval forces and equipment of the United States and to increase interest and cooperation in all matters tending to improve maritime efficiency. The council shall make no declaration of policy in contravention of the policy of Navy League National Headquarters. In all matters of policy, the council shall carry out the aims and purposes of the Navy League as established by the National Board of Directors.
- Section 2     No part of the net earnings of the council shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the council shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as stated in these Articles. No substantial part of the council's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the council shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- Section 3     Notwithstanding any other provision of these Articles, the council shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any future United States Internal Revenue law, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or the corresponding provisions of any future United States Internal Revenue law.

**ARTICLE III - MEMBERS AND DIRECTORS**

Section 1 The council shall have members. They shall be elected in the manner provided in the Bylaws.

Section 2 The council shall have Directors. The number of Directors and their manner of selection shall be provided in the Bylaws.

Section 3 The names and addresses of the persons who shall be the initial Directors of the council are:

Name \_\_\_\_\_ Address \_\_\_\_\_

Name \_\_\_\_\_ Address \_\_\_\_\_

Name \_\_\_\_\_ Address \_\_\_\_\_

**ARTICLE IV - AMENDMENTS**

Section 1 These articles shall not be amended unless the amendment has been approved by the Board of Directors and subsequently confirmed by a two-thirds vote of the members present at a general meeting, in the call for which notice of the proposed amendment has been included.

**ARTICLE V - DISSOLUTION**

Section 1 In case of revocation of the council charter, or dissolution of the council for any reason, the Council President shall cause to be transferred to the National Treasurer all funds remaining in the treasury of the council at the time it ceased to exist, provided that the National Headquarters is in existence at that time and is then exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

In the event that the National Headquarters has ceased to exist at the time of the dissolution or is not then exempt, all remaining assets of the council shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law, or shall be distributed to the Federal Government, or to a state or local government, exclusively for public purposes.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the district in which the principal office of the council is then located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

These Articles have been adopted this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ by vote of the council and a copy placed in the minutes and records of the Navy League of the United States, \_\_\_\_\_ Council. A true, correct, and complete copy.

\_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary

**SAMPLE COUNCIL BYLAWS**

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## **SAMPLE COUNCIL BYLAWS**

**NAVY LEAGUE OF THE UNITED STATES, \_\_\_\_\_ COUNCIL**

### **ARTICLE I - GENERAL PROVISIONS**

- Section 1 In addition to supplementing the Council Articles, these bylaws are intended to supplement the National Bylaws of the Navy League, and regulations governing local councils as promulgated by the Navy League of the United States.

### **ARTICLE II - MEMBERSHIP**

- Section 1 Classes of membership are as established in the National Bylaws. To be eligible for membership in this council, one must be a member of the national organization. No person shall be denied membership due to sex, race, color, or religion.
- Section 2 Dues shall be in the amount set by the national organization for each established class of membership; such dues are to be paid directly to the National Headquarters. council dues may be established by the council Board of Directors and these council dues shall be paid to the council Treasurer on \_\_\_\_\_ (date) of each year.
- Section 3 Members whose dues payments 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 to serve as council Officers and/or on the council Board of Directors.
- Section 4 An individual's membership shall be terminated for failure to pay required 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 Corporate Secretary, with a copy to the council President. Such resignations shall be effective when received by the National Corporate Secretary unless otherwise indicated in the letter of resignation.
- Section 5 Any outstanding person who has shown and expressed unusual interest in this council and who has performed great service to the United States Navy, Marine Corps, Coast Guard, or U.S.-flag Merchant Marine shall be eligible for honorary membership upon unanimous approval of the council members present at a regular monthly meeting. No dues shall be assessed against such honorary members. Honorary members are privileged to take part in all social activities of the council, but shall not be eligible to vote or to hold regular office in the council.

### ARTICLE III - PROHIBITIONS

- Section 1 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 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 council President and the National President.
- Section 2 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 - OFFICERS AND DIRECTORS

- Section 1 This council shall have the following elected Officers: President, one or more Vice Presidents, Secretary, Treasurer, and Judge Advocate. Additional Vice Presidents may be elected for functional areas as required. During the year, the President may propose to the Board any new Vice President required. After Board approval, a confirmation by membership vote at the next meeting will be required.
- Section 2 The Board of Directors shall consist of the Officers, the immediate past President and a minimum of ten (10) elected Directors. During the year, the President may propose to the Board any new Directors required. After Board approval a confirmation by membership vote at the next meeting will be required.
- Section 3 The Officers and Directors of this council shall be elected for a term of one year or until their successors are elected. The President shall not be elected for more than two consecutive terms.
- Section 4 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. Installation of new Officers and Director and may 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 Board of Directors at its next meeting.

**NOTE: Some councils follow the national practice of having the membership elect the Directors, who then elect the Officers. Either method is acceptable.**

## **ARTICLE V - DUTIES OF OFFICERS AND DIRECTORS**

- Section 1     The control and management of this council's assets and affairs shall be vested in the Board of Directors. The Board may adopt Bylaws and regulations or delegate its authority to the elected Officers and such other council members as it so desires. council Bylaws and amendments must be consistent with national Bylaws and with the policies, purposes and objectives of the Navy League.
- Section 2     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; represent the council in public affairs and in national, region, and state organization activities.
- Section 3     Vice Presidents shall assist the President as approved by the Board of Directors. Vice Presidents may serve as chairmen of major committees, represent the council at events, which the council President is unable to attend, and generally be understudying the duties of the council President.
- Section 4     The 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; handle correspondence as designated by the President; and provide appropriate notice of meetings.
- Section 5     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 monthly report to the Board of Directors and an annual report to the membership; and prepare the financial section of the council's annual report.
- Section 6     The Judge Advocate shall advise the council President and Officers on legal matters affecting the council and interpret Bylaws and Regulations.
- Section 7     In the event of the death, resignation, or removal of an officer, such vacancy shall be filled by approval of the Board of Directors with a candidate proposed by the President at the next regular meeting of the Board or at a special meeting called for that purpose.

## **ARTICLE VI - COMMITTEES**

- Section 1 A Nominating Committee shall be established annually. It shall be comprised of the following:
- a. A member appointed by the President;
  - b. two members selected by the Board of Directors; and
  - c. two members elected by a vote of the membership.

Notice of membership of this Committee shall be announced sixty (60) days in advance of the annual meeting and a report of the Committee shall be made to the membership at least thirty (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.

- Section 2 The President shall appoint the members of such standing committees as may be provided for 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.
- Section 3 The Board of Directors may, at its discretion, create an Advisory Committee of representative citizens to support the work of the council.

## **ARTICLE VII - MEETINGS**

- Section 1 The Board shall meet at least once each quarter upon call by the President. One-third of the Board of Directors shall constitute a quorum. Upon written request to the President by any three members of the Board of Directors, the President shall call, within three weeks, a meeting of the Board of Directors. Should the President fail to call such meeting so requested within the prescribed time, the requestors may issue such call, reciting the President's failure, and any meeting held pursuant to such call shall be a legal meeting, and its acts and proceedings will be considered as valid and binding as though such meeting had been called by the President.
- Section 2 The general membership of this council shall meet at least once each quarter upon call by the President. At least \_\_\_% of the membership shall constitute a quorum. The Annual Meeting of Members shall be held during the last quarter of the fiscal year. 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 Area and Region Presidents.) Elections for council Officers and Directors for the subsequent fiscal year also shall be held at this meeting.

- Section 3 Minutes of all meetings of the Board and general membership will be recorded by the Secretary, or an Acting Secretary, and copies thereof provided upon request.
- Section 4 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 these Bylaws and/or any special rules of order that the council may adopt.

#### **ARTICLE VIII - FISCAL YEAR AND AUDITS**

- Section 1 The fiscal year of the council shall conform to that of the Navy League of the United States National Headquarters (the calendar year).

**NOTE: If a council holds an IRS tax exemption, in order to change the fiscal year, it should file Form 990 for the short year and then file for the full twelve months each year thereafter. The transition year must be less than 12 months. The new full year should be the calendar year. The council may change its fiscal year not more often than once every 10 years without prior IRS permission. (For assistance, the council should call or write to the Senior Director of Finance at National Headquarters.)**

#### **ARTICLE IX - EXPENDITURES**

- Section 1 No money shall be authorized to be expended and no contract or obligation incurred in the name of or on behalf of this council beyond the money actually in hand, appropriated, and set aside for the purpose.

#### **ARTICLE X - GENDER**

- Section 1 Whenever the masculine form is used herein, the feminine form is intended to be included.

#### **ARTICLE XI - AMENDMENTS**

- Section 1 These Bylaws shall not be amended unless the amendment has been approved by the Board of Directors and subsequently confirmed by a two-thirds vote of the members present at a general meeting, in the call for which, notice of the proposed amendment has been included.

**ARTICLE XII - ADDRESS**

Section 1 The council shall at all times maintain a post office box as its official address for the receipt of mail.

**NOTE: The above provision is optional for those councils paying rent for an office and having at least one paid employee, and those councils that are not participating in the group exemption program.**

**ARTICLE XIII - RATIFICATION**

Section 1 These Bylaws have been adopted by vote of the Navy League of the United States  
\_\_\_\_\_ council on \_\_\_\_\_.  
NAME DATE

Section 2 A copy of these Bylaws has been placed in the minutes and records of the council.

SIGNED \_\_\_\_\_  
PRESIDENT

A true, correct, and complete copy.

ATTEST \_\_\_\_\_  
SECRETARY

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