

**BYLAWS
of the
NAVY LEAGUE OF THE UNITED STATES - COLORADO SPRINGS COUNCIL (NLCSC)
Revised 2016**

Article I – GENERAL

Section 1. The Council is a 501 (c) 3 tax-exempt, non-profit, charitable, civilian corporation. The name of the Council is "Navy League of the United States - Colorado Springs Council (NLCSC)," hereinafter called "the Council." Navy League of the United States is hereinafter called "NLUS."

Section 2. These Bylaws are supplemental to the constitution, bylaws and regulations governing local councils as promulgated by NLUS. In order to be amended or revised, a majority of a quorum of the Board must approve an amendment or revision at a meeting called for that purpose and a majority of a quorum of the membership present at a meeting called for this purpose must so approve. Timely notice of such meetings (normally 30 days) must be given, stating that an amendment or revision is to be considered. Any amendments or revisions become effective immediately upon such approval.

Section 3. The geographical area served by the Council shall be the southern half of the State of Colorado, defined as El Paso County, Pueblo County and all counties east, west and south of said counties. Membership in the Council by any eligible person outside this area will be accepted if said person so requests.

Section 4. The principal office of the Council shall be the office or domicile of the current President. The mailing address of the Council is PO Box 2035, Colorado Springs, CO, 80901.

Article II - MISSION

Section 1. The Navy League is a civilian organization dedicated to informing the American people that the United States of America is a maritime nation and that its national defense and economic well-being are dependent upon strong sea services: U.S Navy, U.S Marine Corps, U.S. Coast Guard, and U.S.-flag Merchant Marine. In support of the NLUS mission, the Council's mission is to:

- Inform Congress and the American public on the importance of strong sea services;
- Support sea service organizations, men and women of the sea services, and their families.
- Support youth through programs that expose young people to the values of our sea services.

Article III - MEMBERSHIP

Section 1. Council members are members of Navy League of the United States who are assigned to our Council and, except for Honorary Members, are entitled to vote on matters put to a membership vote. Members of NLUS in good standing (dues-paying) are eligible to hold any office or position within the Council.

Section 2. Categories of membership are premium membership, e-membership, and community affiliate.

Section 3. Persons may become Honorary Members of the Council by being nominated by a member and obtaining an affirmative vote of a majority of the membership present at a regular meeting. Honorary Members shall be privileged to attend all regular meetings but will not be assessed dues and shall not be eligible to vote or hold office.

Section 4. Council Dues are not assessed on members of the Council.

Article IV – MEETINGS

Section 1. Council Membership meetings shall be called by the President or three other Board Members and shall normally be held at least once per quarter. The time and place of meetings shall be announced on the Council website, and by e-mail, phone or mail.

Section 2. An Annual Meeting of Members shall be held in the last quarter of the calendar year for the purpose of conducting Council business such as elections, raising dues, etc.

Section 3. Board of Directors Meetings shall be held at least once each quarter at a time and place designated by the President. If the President fails to call a meeting, three other Board Members may call a meeting.

Section 4. A Quorum for the transaction of ordinary business at any Council membership meeting shall consist of those present unless otherwise specified by this document. A Quorum for a Board meeting shall consist of 1/3 or three of the elected Officers/Immediate Past President, whichever is more.

Section 5. Voting shall be by a show of hands (except as discussed under "Elections"); a simple majority carries the motion. Voting by proxy is not permitted. Voting on Board matters may be conducted by electronic means (email).

Section 6. The President shall preside at all meetings or, in his absence, an Officer shall preside according to the following order of succession: Programs, Membership, Finance, Legislative Affairs, Youth Programs, Public Relations, Secretary, Immediate Past President.

Section 7. Minutes of all meetings at which business is conducted shall be recorded by the Secretary or, in his absence, an acting secretary. Copies shall be made available at Board meetings and to any member upon request.

Section 8. "Roberts Rules of Order" shall apply at all meetings except where they are inconsistent with these bylaws or any special rules of order the Council may adopt.

Article V - BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors shall include Elected Officers as set forth below and the Immediate Past President, and may also include such Appointed Officials as the President deems necessary. All board members must be members in good standing of both NLUS and the Council.

Section 2. Elected Officers include: President; Vice President of Programs; Vice President of Membership; Vice President of Finance/Treasurer, Vice President of Legislative Affairs, Vice President of Youth Programs, Vice President of Public Relations, and Secretary (total of 8). Additional Officer positions may be added, as the need arises, by amendment to the Bylaws. Elected Officers have voting rights on the board.

Section 3. The Immediate Past President automatically remains an Officer of the Board for one year after his last elected term as president and retains voting rights on the board during his term as Immediate Past President.

Section 4. Appointed Officials may include a Judge Advocate (legal advisor), Chaplain, a Webmaster, a newsletter Editor and other officials appointed by the President and confirmed by the Board. As Appointed Officials are not elected board members, they do not have voting rights on the Board.

Section 5. Officers shall be elected at the members' Annual Meeting held in the last quarter of the calendar year. Installation of Officers and Appointed Officials shall be conducted at the next scheduled membership meeting held in January or sooner. Terms shall commence in January and be for one year. No person shall hold more than two elected offices at a time. The President shall not serve more than two consecutive one-year terms or more than a total of four terms. Service as President beyond two successive one-year terms must be approved by the Region President.

Section 6. In the event that the President is unable to serve due to illness, resignation, or other sufficient cause, succession to the presidency shall be in the following order: Vice President of Programs; Vice President of Membership; Vice President of Finance/Treasurer, Vice President of Legislative Affairs, Vice President of Youth Programs, Vice President of Public Relations, Secretary, Immediate Past President.

Section 7. The President may appoint a member to fill any vacancy that occurs on the Board, subject to confirmation by the Board at its next meeting. Mid-term appointments expire upon installation of the next board.

Officer mid-term appointees shall have the same voting rights as elected Officers. Appointed Official mid-term appointees do not.

Article VI - RESPONSIBILITIES OF ELECTED OFFICERS

Section 1. The Elected Officers are responsible for the management and control of Council affairs. The Board may recommend changes to these bylaws and set dues amounts for approval by a majority of a quorum of the membership. The Board shall have control of Council's assets as well as any assets provided by the Council to any sea service youth program. Officers of the Board of Directors should attend at least 75% of regular Board meetings. Vice Presidents may appoint assistants and committee members to assist them in their duties as needed.

Section 2. The President shall perform the following duties: Direct the activities of the Council. Call for and preside at all meetings except those of committees. Appoint chairmen of operating and ad hoc committees as necessary. Ensure the Council is in compliance with NLUS bylaws and regulations governing local councils. Submit the Council's Annual Report and other reports as requested by higher authority. Retain Council records. Represent the Council in public affairs and in NLUS, Regional and State organizational affairs. The President may designate another Officer to represent the Council at events that the President cannot attend.

Section 3. The Vice President of Programs is responsible for organizing programs to be presented to the membership at regular Council meetings, especially guest speakers and timely topics in support of our mission and purpose. Programs should normally be planned two months in advance in order to be publicized to all Council members and local media. The VP shall arrange the venue and ensure that any special equipment (projector, etc.) required by the speaker will be available. The VP shall also promote appropriate outreach programs in support of the NLUS mission as suggested by NLUS.

Section 4. The Vice President of Membership is responsible for developing and executing plans to increase membership and retain members. Emphasis shall be placed upon recruiting members from the civilian community including those from the fields of education, civil administration, industry, and manufacturing. Local Naval Reservists and spouses of active duty personnel should also be solicited. The VP shall maintain a roster of members and contact members to encourage membership renewal and payment of dues. An increase in membership each year shall be the minimum goal.

Section 5. The Vice President of Finance shall serve as Treasurer and perform the following duties: Maintain all financial records of the Council and monitor financial records of Naval Sea Cadet Corps units, including all receipts and expenditures. Establish and maintain the Council's bank accounts and sign Council checks. (Checks payable in amounts greater than \$2000 shall be co-signed by another Board Member. A regular single-signature check may be used, but with two signatures.) Prepare the Council's annual budget for the next fiscal year, submit it to the Board for approval in October, and present it for Council approval at the Annual Membership Meeting. Oversee the Council's budget.

Submit a monthly report to the President and an annual report to the membership in the first quarter of each calendar year. Prepare the financial portion of the Council's Annual Report to NLUS. File appropriate tax reports with the IRS, State and local authorities as required within the prescribed time. The VP shall request and coordinate a review of the Council's financial condition annually before 1 March. The results of this review shall be reported to the President and the Board. A committee of three members will be selected by the Board to conduct the annual financial review. Two of the committee members should, preferably, be non-Board members.

Section 6. The Vice President of Legislative Affairs is responsible for promoting a successful legislative affairs program. This individual reports to the Regional Vice President for Legislative Affairs as well as to the Council President. A productive legislative affairs program includes calls on members of the legislature, attendance by city, state or national legislators at Council meetings, the provision of educational information about the sea services to members of legislative staffs, and participation in the NLUS Grassroots Legislative Initiative.

Section 7. The Vice President of Youth Programs shall support the following youth programs:

NJROTC programs: The VP is responsible for establishing regular, personal contact with NJROTC units of southern Colorado (as defined in these Bylaws). He should offer assistance to the Naval Science Instructors in any capacity of which the Council is capable. Personal attendance by the VP or his representative at Annual Awards Ceremonies, Annual Cadet Balls, and other NJROTC public events is encouraged. If Council funds are

donated to NJROTC units, the VP shall ensure that the funds were used to enhance NJROTC activities and to further their official mission.

Naval Sea Cadet Corps (NSCC) programs: The VP shall work with the NSCC Regional Director to recruit NSCC unit Commanding Officers and is the recommending authority for the Council when such appointments are to be made by the Regional Director. He shall oversee the training of NSCC adult leaders by the NSCC Regional Director. He shall monitor the operations of the unit throughout the lifetime of the unit. He shall ensure that all unit funds and, in particular, Council funds donated to the unit are properly used to further the official mission of the NSCC unit. He shall routinely review unit expenditures and income statements.

NROTC programs. The VP may work with university NROTC unit(s) in Colorado to assist in their mission. If Council funds are donated to the unit(s), he is responsible to monitor and determine that such funds are properly used to further the mission of NROTC.

Section 8. The Vice President of Public Relations shall perform duties such as: Publicize the activities of the Council within the community. Submit appropriate and timely press releases, photos and articles about Council activities to local military publications, public affairs officers and *Seapower* magazine. Invite the media to appropriate sea-service-related events. Assist the editor of the newsletter as required.

Section 9. The Secretary shall record minutes of each Board of Directors meeting, Annual Meeting, and any meeting at which business is conducted; record actions taken by the Board or committees or members; and handle correspondence as requested by the President. The Secretary shall retain minutes of meetings, election results, and correspondence records.

Article VII – STANDING OPERATING COMMITTEES

Section 1. The Advisory Committee shall include all past Council Presidents who are still members of the Council in good standing. The Committee may elect a chairman and meet at its discretion. Its purpose is to offer advice to the President as it deems appropriate. Its advice is strictly advisory in nature. Additional members may be recruited from non-member community leaders as desired.

Section 2. A Navy Birthday Ball Committee may be appointed by the President and may lead, assist and/or comprise the local Navy Birthday Ball Committee as necessary to plan, promote and stage an annual Navy Birthday Ball. The Council's primary role shall be facilitation of fund-raising utilizing the Council's non-profit status.

Article VIII - AD HOC COMMITTEES

Section 1. Chairmen of Ad Hoc Committees will be appointed by the President as required. The Chairman of each committee shall appoint committee members in such numbers as may be required to accomplish the tasks assigned. The committee will be dissolved upon completion of its assigned tasks

Section 2. A Nominating Committee for Elected Officers shall be established by the President annually no later than 1 September. It shall be comprised of a minimum of three members, preferably non-Board Officers. Notice of the composition of the committee shall be made to the membership at least 30 days before the Annual Meeting. The Nominating Committee shall solicit nominations/self-nominations from the membership, identify candidates for each position, determine their eligibility, determine if incumbents desire to continue serving, interview new candidates to determine suitability and willingness to serve, and create a slate of nominees. To be eligible, candidates must be members of both NLUS and the Council. The slate should name at least one nominee for each office to be filled.

The President shall submit the Nominating Committee's slate of nominees to the membership at least 15 days before the Annual Meeting and again during that meeting. Additional nominations from members shall be solicited in advance of the election meeting. Following each annual election, the Nominating Committee is dissolved.

Article IX - ELECTIONS

Section 1. Election of Officers shall be conducted each year at the regular Annual Meeting. To be eligible, candidates must be members of both NLUS and the Council. The President shall solicit additional nominations

from the floor prior to voting. Voting on elected Officers shall be by secret written ballot unless there is only one nominee for each office. In that case, a motion may be made and seconded to accept the entire slate by acclamation. A unanimous voice vote to approve the motion constitutes the election of the slate.

Article X - NEWSLETTER

Section 1. The Council Newsletter, *The Halyards*, will be posted on the council website and/or distributed by email to members – and may be distributed by printed copy to members without computers. Members who chose to subscribe to a printed copy may be charged an annual fee. The newsletter should be informative, educational, and reflect the missions and activities of the Council. It shall not contain political or controversial material. The newsletter will inform the membership of upcoming meetings and events and may be used by the Board to publish reports.

Section 2. The Editor will be appointed by the President and shall serve during the term of the elected officers.

Article XI - ANNUAL REPORT

Section 1. The Annual Report covering the previous calendar year must be submitted to the NLUS President (with copies to the appropriate State and Regional Presidents) no later than the date specified by NLUS. The current Council President is responsible for submitting this report and shall accumulate the required data from the preceding year President and the current and preceding year Board members. Failure to submit this report on time will result in the withholding of Council dues rebates by NLUS Headquarters. Late reports will not reinstate the issuance of these funds. Required format and content are available from NLUS.

Article XII - Prohibitions

Section 1. Notwithstanding any other provision of these articles, the Council shall not conduct any activities not permitted to be conducted by (a) an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (b) an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code. The Council shall not disseminate propaganda or otherwise attempt to influence legislation, and the Council shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Section 2. No money shall be expended and no obligation incurred in the name of or on behalf of the Council beyond the money actually on hand, appropriated, and set aside for that purpose.

Section 3. No part of the net earnings of the Council shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Board may authorize reasonable reimbursements for expenses and compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein.

Section 4. The Navy League name, logo, seal, or other symbol or indicia of NLUS, and lists of members' names and addresses shall not be used for any purpose other than direct fulfillment of the mission of the Navy League.

Article XIII – MISCELLANEOUS

Section 1. The Council fiscal year shall conform to that of NLUS: 1 January through 31 December.

Section 2. Permanent records including the following documents shall be retained at the council's principal address: Charter, Articles of Incorporation, Bylaws, Board meeting minutes, records of action taken by the Board, and resolutions. The following shall be retained for at least three years: appropriate accounting records, including financial statements for the past three years; minutes of members' meetings, if any; records of action taken by members without a meeting, if any; written communications to members generally as members. Documents pertaining to current or pending official investigation, audit or litigation shall not be destroyed.

Section 3. Whenever the masculine form is used herein, the feminine form is included.

Section 4. These Bylaws shall be reviewed at least every two years and revised or amended as necessary.

Section 5. Upon dissolution of the Council, assets shall be distributed to NLUS. If NLUS does not exist at that time, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by the Court of Common Pleas of the County 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.

The original version of these Bylaws was approved by a majority of the Board of Directors and the membership in a regular meeting on 16 December 1987.

Revision1:

Approved by Board of Directors: 10 February 1995

Approved by Membership: March 1995

Revision 2:

Approved by Board of Directors: February 2003

Approved by Membership: March 2003

Revision 3:

Approved by Board of Directors: February 2003

Approved by Membership: April 2003

Revision 4:

Approved by Board of Directors: February 2014

Approved by Membership: March 2014

Revision 5:

Approved by Board of Directors: October 2016

Approved by Membership: November 2016