

BY-LAWS
Navy League of the United States
St. Augustine-Palm Coast Council, Inc.

ARTICLE I - GENERAL PROVISIONS

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

Section 2 The name of this organization shall be Navy League of the United States, St. Augustine-Palm Coast Council, Inc. hereafter referred to as the "Council" a not-for profit organization.

ARTICLE II - MEMBERSHIP

Section 1 Classes of membership are as established in the National By-Laws. 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, religion or national origin.

Section 2 Dues shall be in the amount set by the national organization for each established class of membership, such dues to be paid directly to the National Treasurer. Council dues may be established by the Council Board of Directors and these Council dues shall be paid to the Council Treasurer by January 31st 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 local council membership shall be subject to termination for failure to pay required local council 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 in any service of the U.S. military 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 member's names and addresses, for any purpose other than direct fulfillment of the mission of the Navy League.

Section 3 No proper name of an individual or company will be used to designate a Council sponsored event or activity. All Council or co-sponsored events will be in the name of Navy League of the United States, St. Augustine-Palm Coast Council, Inc.

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 six elected Directors. During the year, the President may propose to the Board any new Director 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 or until his/her successor is duly elected.

Section 4 Officers and Directors shall be elected by a majority of those members present and voting 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 Directors 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.

ARTICLE V - OFFICERS & DIRECTORS DUTIES

Section 1 The control and management of the Council's assets and affairs shall be vested in the Board of Directors. The Board may adopt By-laws and regulations or delegate its authority to the elected Officers and such other Council members as it so desires. Council By-laws and amendments must be consistent with National By-laws 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 By-laws and Regulation 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 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 By-laws, 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 of the Council 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 portion 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 By-laws 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.

Notice of membership of this Committee shall be announced sixty days in advance of the Annual Meeting and a report of the Committee shall be made to the membership at least thirty 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 Chairman who shall recruit the members to his/her committee 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 their 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 a call, reciting the President's failure, and any meeting held pursuant to such call shall be a legal meeting, and its acts and proceedings 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. Ten Percent (10%) of the membership shall constitute a quorum. The Annual Meeting of Members shall be held during the first quarter of the fiscal year. At the 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 of the appropriate State 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 and Acting Secretary, and copies thereof provided upon request.

Section 4 The rules set forth in the current edition of Roberts 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 By-laws and 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)

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 for is intended to be included.

ARTICLE XI - AMENDMENTS

Section 1 These By-laws 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 - BOARD GUIDELINES

Section 1 The Board of Directors may set forth guidelines for the various permanent and special committees for the Council. These may establish the day to day operation of the Council and such other matters as the Board shall determine to be appropriate.

ALL BY-LAWS DATED PRIOR TO JUNE 10, 2019 ARE RESCINDED.

DATE: _____

Patrick McCormack
President

ATTEST: _____

Sally Watson
Secretary