



NAVY LEAGUE of the UNITED STATES

FOUNDED 1902

Citizens in Support of the Sea Services

**PHILADELPHIA
COUNCIL
BYLAWS**

Amended and Restated

May 2021

Where there is no law, but every person does what is right in their own eyes, there is the least of real liberty.

Henry M. Robert

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ARTICLE I – NAMES AND ADDRESSES

Section 1 - Names.

The name of the Council shall be the Navy League of the United States, Philadelphia Council (herein referred to as “Council”). The Navy League of the United States, including its national headquarters, is referred to herein as “Navy League.”

Section 2 - Addresses.

The official address for the Council shall be the address of the Council President, unless otherwise specifically indicated. The official address of the Navy League is 2300 Wilson Boulevard, Suite 200, Arlington, Virginia 22201-5424.

ARTICLE II - OBJECT AND GENERAL PROVISIONS

Section 1 - Object.

This Council is organized and shall be operated exclusively to follow the objectives of the Navy League, which is educational and to that end to acquire and spread before the citizens of the United States and international friends and allies information as to the conditions of the naval and maritime forces and equipment of the United States, and to awaken interest and cooperation in all matters tending to aid, improve or develop their efficiency, and any other purpose which is legal under the provisions of Section 501(c)(3) of the Internal Revenue Code and any provisions of the Commonwealth of Pennsylvania’s Not for Profit Code. The Council shall make no declaration of policy in contravention of the policy of Navy League. In all matters of policy, the Council shall carry out the aims and purposes of the Navy League as established by the Navy League Board of Directors.

Section 2 - General Provisions.

These Council Bylaws, and any amendments thereto, must be consistent with the Navy League Bylaws and with the policies, purposes and objectives of the Navy League. In addition to supplementing the Council’s Articles of Incorporation, these Bylaws are intended to supplement the Navy League Bylaws and regulations governing local Councils as promulgated by the Navy League.

ARTICLE III - MEMBERSHIP

Sections 1 - Classes of Membership.

Classes of membership are as established in the Navy League Bylaws. To be eligible for membership in this Council, one must be a member of the Navy League. No person shall be denied membership due to age, sex, race, color, religion, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state or local laws.

Section 2 - Dues.

Dues shall be in the amount set by the Navy League for each established class of membership; such dues are to be paid directly to the Navy League. Council dues may be established by the Council Board of Directors and shall be collected by the Council Treasurer.

Section 3 - Members in Good Standing.

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 - Termination of Membership.

An individual's membership shall be terminated for failure to pay required dues within forty-five (45) days of the due date. In addition, a member may resign by forwarding a resignation notice in writing (email is acceptable) to the Navy League Secretary, with a copy to the Council President. A resignation shall be effective when received by the Navy League unless otherwise indicated in the resignation notice.

Section 5 - Honorary Membership.

Any outstanding person who has shown and expressed unusual interest in this Council and who has performed great service in the United States Navy 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 hold regular office in the Council.

ARTICLE IV - PROHIBITIONS

Section 1 - Actions in Name of Council.

No Council member 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. Also, no Council 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 Navy League President.

Section 2 - Use of Council and Navy League Names.

No use may be made of the Council or Navy League names, logos, seals, or other symbols or indicia, including lists of members' names, addresses or other personal information, for any purpose other than direct fulfillment of the mission of the Council or Navy League.

Section 3 - Political Activities.

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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4 - Other Activities.

Notwithstanding any other provision of these Bylaws, the Council shall only conduct activities permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (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 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE V – DIRECTORS AND OFFICERS

Section 1 – Board of Directors.

The Board of Directors shall consist of not less than seven (7) and not more than twenty-five (25) elected persons.

Section 2 – Officers.

The Council shall have the following elected Officers: President, one or more Vice Presidents, Secretary, Treasurer and Judge Advocate. As proposed by the President, additional Vice Presidents may be elected for functional areas as necessary or required.

Section 3 – Terms of Service.

3.1 - Directors.

Council Directors shall serve for a term of three (3) years or until their successors are elected. As nearly as possible, an equal number of terms shall expire each year.

3.2 – Officers.

Council Officers shall serve for a term of one year or until their successors are elected. The President shall not be elected for more than four (4) consecutive one-year terms unless approved by the Board of Directors.

Section 4 – Vacancies and Elections.

4.1 - Directors.

The President shall have the authority to fill a vacancy on the Board of Directors subject to the ratification of the Directors at the next Council meeting. The President may also propose to the Board any new Directors for approval at a Council meeting. Directors may also be elected at the Annual Meeting.

4.2 - Officers.

An Officer vacancy shall be filled by approval of the Board of Directors with a candidate proposed by the President at the next Council meeting. Officers may also be elected at the Annual Meeting.

4.3 - Election Procedures.

Directors and Officers shall be elected by secret ballot by a majority of those members present and voting at a Council meeting unless there is but one candidate for an office in which case election may be by voice vote.

4.4 - Installation of Directors and Officers.

Installation of new Officers and Directors shall follow the elections.

Section 5 - Resignation of Director or Officer.

Any Director or Officer may resign their position at any time by submitting a resignation notice in writing (email is acceptable) to the Council President. A resignation shall be effective when received by the President unless otherwise indicated in the resignation notice. Acceptance of the resignation shall not be required to make it effective.

Section 6 - Leave of Absence.

Upon written request to the Board setting forth good and sufficient cause, a leave of absence may be granted for up to twelve (12) months excusing a Director from attending Council meetings. A leave of absence will terminate at the end of the requested period or upon written notification by the absent Director to the Board. A leave of absence does not cause a vacancy on the Board and, instead, the number of Board members is reduced by one in determining whether a quorum is present.

Section 7 - Removal of Director or Officer.

Any Director or Officer may be removed from office by a vote of a majority of all the Directors at any duly convened meeting of the Board provided that written notice is provided to the individual being considered for removal in accordance with Article VIII, Section 1.5. No Director shall be removed without having the opportunity to be heard at a meeting but no formal hearing procedure need be followed.

Section 8 - Director Emeritus.

A member of the Board of Directors who has served with distinction as a Director may be designated a Director Emeritus. Designation of Director Emeritus requires a vote of two-thirds (2/3) majority of the Directors present at any duly convened meeting provided that written notice of the intention to consider the designation has been included in the meeting notice. Upon approval of such designation, the Director Emeritus shall be considered an ex officio member of the Board and shall have a voice at all Board meetings but may not vote. Election as Director Emeritus is for lifetime.

ARTICLE VI - DUTIES OF DIRECTORS AND OFFICERS

Section 1 - Board of Directors.

The control and management of this Council's assets and affairs shall be vested in a 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.

Section 2 - President.

The President shall: direct the activities of the Council; preside at Council meetings including those of the Board of Directors; appoint committee chairpersons; assure compliance with Navy League Bylaws and regulations; submit the Council's Annual Report and any other reports requested by the Navy League; and represent the Council in public affairs and in national, regional, state and local activities.

Section 3 - Vice President(s).

Vice President(s) shall assist the President as approved by the Board of Directors. The President may designate a Vice President to serve on his/her behalf in the absence of the President. A second Vice President may be designated if necessary and may serve in the absence of the first Vice President. Vice President(s) may serve as a chairperson of committees, represent the Council at events, and generally be understudying the duties of the Council President.

Section 4 - Secretary.

The Secretary shall be responsible for maintaining Council records including, but not limited to, bylaws, meeting minutes, election results and a membership roster. The Secretary shall also be

responsible for preparing and/or handling all Council correspondence including providing meeting notices.

Section 5 - Treasurer.

The Treasurer shall be responsible for maintaining all financial records of the Council including, but not limited to, recording all Council receipts and expenditures and overseeing the Council's bank account. The Treasurer shall also be responsible for preparing: the Council's budget; monthly reports to the Board of Directors; and the financial portion of the Council's Annual Report. Additionally, the Treasurer shall be responsible for arranging and coordinating an annual audit of the Council's financial matters as set forth in Article IX.

Section 6 - Judge Advocate.

The Judge Advocate shall advise the Council Board and Officers on all legal issues and matters affecting the Council as well as interpret the Council and Navy League Bylaws and other regulations.

Section 7 - Executive Director.

The Executive Director shall be responsible for overseeing the execution of the daily administration of the Council including its members, programs and strategic plan, with key duties to include, but not be limited to, event planning, marketing and community outreach, as well as other such duties and authority as designated by the President and the Board of Directors. The Executive Director will be hired based on the recommendation of the President and with the approval of the Board. The Executive Director position is the only paid position of the Council based on an amount approved by the Board and paid on a quarterly basis. The position reports directly to the President.

ARTICLE VII - COMMITTEES AND BOARDS

Section 1 - Standing Committees.

1.1 - Executive Committee.

An Executive Committee shall be appointed by the President as necessary. The President shall be the Chairman of the Executive Committee. The Vice President(s), Secretary, Treasurer and Judge Advocate shall also be members of the Executive Committee. The Executive Committee shall handle emergency problems in the operations of the Council and shall exercise all the powers of the Board of Directors when the Board is not in session subject to ratification by the Board at its next meeting.

1.2 - Nominating Committee.

A Nominating Committee shall be established as necessary and shall comprise at least three (3) Board members. A primary function of the Nominating Committee is to interview individuals being considered for Board and Officer positions, and to provide the President with a summary of the individuals' strengths and weaknesses as they relate to the positions for which the individuals are being considered. The Nominating Committee shall also perform other functions at the President's request including, for example, conducting searches in an effort to identify individuals to fill various Council positions. No member of the Nominating Committee shall be eligible for Board or Officer nomination at the time of the election meeting.

1.3 - Finance Committee.

A Finance Committee shall be responsible for providing assistance to the Council in the preparation of the Council's budget and other fiscal matters incidental to the operation of the Council. The Finance Committee shall be appointed by the President and approved by the Board of Directors.

1.4 - Standing Committee(s).

The President may appoint Directors from time to time to a Standing Committee or Committees with such powers and duties as may be delegated by the Board of Directors. Each Standing Committee shall determine its own rules of procedure subject to approval by the Board of Directors.

Section 2 - Special Committee(s).

The President may appoint Council members to a Special Committee or Committees as may be necessary or required from time to time with such powers and duties as may be delegated by the Board of Directors. Each Special Committee shall determine its own rules of procedure subject to approval by the President.

Section 3 - Advisory Committee.

The Board of Directors may create an Advisory Committee in order to benefit from the experience, background and special talents of certain individuals or to recognize individuals who have rendered outstanding and conspicuous support of the Council's objective. Council membership, although preferred, is not a prerequisite for appointment to an Advisory Committee. Appointment as an Advisory Committee member requires a vote by a majority of the Directors present at a Council meeting provided that written notice of the intention to consider an Advisory Committee membership has been included in the meeting notice. Advisory Committee members serve at the pleasure of the Board of Directors and may attend all open sessions of the Board of Directors, but will not have a vote.

ARTICLE VIII - MEETINGS

Section 1 - Board of Directors Meetings.

1.1 - Regular Board Meetings.

The Board of Directors shall meet at least once each quarter upon call by the President.

1.2 - Special Board Meetings.

Upon written request to the President by any three (3) members of the Board of Directors, the President shall call, within three weeks, a Special Meeting of the Board of Directors. Should the President fail to call the meeting within three weeks, the requestors may issue such call reciting the President's failure to do so and any meeting held pursuant to such call shall be a legal meeting, and its acts and proceedings shall be valid and binding as though such meeting had been called by the President.

1.3 - Board Quorum.

One half of all of the Board of Directors shall constitute a Quorum at all Board of Director meetings.

1.4 - Teleconference Meetings.

One or more Directors may participate in Board or Committee meetings by means of a conference telephone or similar communications equipment (e.g., Zoom, Skype, Teams) so long as all persons participating in the meeting can hear each other.

1.5 - Notice.

Whenever written notice of a meeting is required to be given to a person, it may be given to such person either personally or by sending the notice by mail (first class or express, postage prepaid), facsimile transmission or electronic mail (e-mail) to the person's address, facsimile number or e-mail address appearing in the Council's records. Notice shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, deposited with a courier service for delivery to the person or, in the case of e-mail or facsimile, when dispatched. The meeting notice shall specify a reason for the meeting, the location, day and hour of the meeting, and any other information that may be required by these Bylaws.

1.6 - Waiver of Notice.

Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving notice. A person's attendance at a meeting shall constitute a waiver of notice, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 2 - General Membership Meetings.

2.1 - Regular Member Meetings.

The general membership of this Council shall be invited to meet at least once each quarter upon call by the President.

2.2 - Annual Meeting.

The Annual Meeting of Council members shall be held during the last quarter of the fiscal year. The President shall submit the Council's Annual Report to the members at the Annual Meeting. Copies of the Annual Report must be sent to the Navy League with copies, if required or requested, to the appropriate Navy League Regional President. Election of Council Directors and Officers may be held at the Annual Meeting.

2.3 - Quorum.

The quorum for General Membership Meetings will be in accordance with the rules for general membership meetings as stipulated in Section 4 of this Article.

Section 3 - Meeting Minutes.

Minutes of all Council meetings, including Board of Directors and General Membership Meetings, will be recorded by the Secretary, or an acting Secretary, and copies thereof provided upon request.

Section 4 - Parliamentary Authority.

The rules set forth in the current edition of Robert's Rules of Order Newly Revised shall govern the Council's actions but only to the extent they are not inconsistent with these Bylaws and any special rules of order that the Council may adopt.

ARTICLE IX - FISCAL YEAR AUDITS

The Council's fiscal year shall conform with that of the Navy League (currently January 1 through December 31). An audit of the Council's financial matters shall be conducted annually by a qualified financial expert (e.g., CPA). The Board of Directors shall approve the expert annually and no later than ninety (90) days prior to the close of the fiscal year. The expert shall be retained by the Council no later than thirty (30) days after the close of the fiscal year. The expert shall provide the Council a signed financial audit report setting forth the documents reviewed, findings and conclusions no later than ninety (90) days after the close of the fiscal year. The expert shall not be a Council Director or Officer but may be a Council member.

ARTICLE X – EXPENDITURES

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 XI – GENDER

Whenever the masculine form is used herein, the feminine and other forms are intended to be included.

ARTICLE XII – AMENDMENTS

These Bylaws shall not be amended unless the amendment(s) has been approved by the Board of Directors and subsequently confirmed by a two-thirds vote of the members present at a Council meeting. The meeting notice shall state that amendment(s) to the Bylaws will be voted upon at the meeting and all voting members must review the proposed amendment(s) to the Bylaws prior to the meeting.

ARTICLE XIII – MISCELLANEOUS

No part of the funds 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 rendered and make payments and distributions in furtherance of Section 501(c)(3) purposes.

ARTICLE XIV - DISSOLUTION

In the 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 Navy League all funds remaining in the Council's treasury at the time it ceased to exist.

ARTICLE XV – RATIFICATION

These Bylaws have been adopted by vote of the Navy League of the United States, Philadelphia Council on May 19, 2021.

William C. Youngblood, Council President
John Pilat, Council Secretary