

REVISED AND RESTATED BYLAWS  
OF THE  
SAN DIEGO COUNCIL, NAVY LEAGUE OF THE UNITED STATES  
A CALIFORNIA NON-PROFIT CORPORATION

Revised by BOD on: August 5, 2021

## TABLE OF CONTENTS

### ARTICLE 1 – NAME AND OBJECTIVES

- 1.1 Name
- 1.2 Objectives

### ARTICLE 2 – OFFICES OF THE CORPORATION

- 2.1 Principal Office
- 2.2 Other Offices

### ARTICLE 3 – PURPOSES AND LIMITATIONS

- 3.1 General Purpose
- 3.2 Specific Purposes
- 3.3 Policy
- 3.4 Limitations

### ARTICLE 4 – MEMBERS

- 4.1 Membership
- 4.2 Eligibility
- 4.3 Admissions to Membership
- 4.4 Classification of Memberships and Members' Rights
- 4.5 Annual Meeting
- 4.6 Regular Meetings
- 4.7 Special Meetings
- 4.8 Notice of Meeting
- 4.9 Quorum
- 4.10 Voting Rights
- 4.11 Termination of Memberships
- 4.12 Honorary Members
- 4.13 Action without Meeting by Email or Written Ballot
- 4.14 Record Date Determined by Board
- 4.15 Record Date for Actions
- 4.16 Adjournment

### ARTICLE 5 – DIRECTORS

- 5.1 Number and Qualifications
- 5.2 Nomination and Election
- 5.3 Term
- 5.4 Powers and Duties
- 5.5 Regular Meetings
- 5.6 Special Meetings
- 5.7 Telephonic Meetings
- 5.8 Notice of Meetings

- 5.9 Quorum
- 5.10 Action without Meeting
- 5.11 Attendance by Members
- 5.12 Removal
- 5.13 Vacancies

#### ARTICLE 6 – OFFICERS AND CHAIRS

- 6.1 Number and Title
- 6.2 Nomination and Election
- 6.3 Term of Office
- 6.4 Removal
- 6.5 Vacancies
- 6.6 Duties of Officers – General
- 6.7 President
- 6.8 First Vice President
- 6.9 Vice Presidents
- 6.10 Secretary
- 6.11 Treasurer
- 6.12 Committee Chairs
- 6.13 Compensation
- 6.14 Executive Director (ED)

#### ARTICLE 7 – COMMITTEES

- 7.1 Executive Committee
- 7.2 Committees of the Board
- 7.3 Special Committee
- 7.4 Nominating Committee

#### ARTICLE 8 – DUES AND FINANCE

- 8.1 Dues
- 8.2 Annual Budget
- 8.3 Disbursements
- 8.4 Reports
- 8.5 Financial Review
- 8.6 Business Pursuits
- 8.7 Fiscal Year

#### ARTICLE 9 –ADVISORY COMMITTEE

- 9.1 Advisory Committee
- 9.3 Power and Duties

#### ARTICLE 10 – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- 10.1 Right of Indemnity

10.2 Insurance

ARTICLE 11 – SAN DIEGO NAVY LEAGUE FOUNDATION

11.1 San Diego Navy League Foundation

ARTICLE 12 – RECORDS AND REPORTS

- 12.1 Maintenance of Corporate Records
- 12.2 Maintenance and Inspection of Articles and Bylaws
- 12.3 Inspection by Directors
- 12.4 Annual Financial Report

ARTICLE 13 – AMENDMENTS

- 13.1 Amendment by Board
- 13.2 Changes to Number of Directors
- 13.3 High Vote Requirement
- 13.4 Members' Approval Required
- 13.5 Amendment by Members

ARTICLE 14 – MISCELLANEOUS

- 14.1 Rules of Order
- 14.2 Interpretation
- 14.3 Loans, Guarantees, and Advances
- 14.4 Effective Date
- 14.5 Gender, Tense, and Interpretation
- 14.6 Definitions

ARTICLE 15 – CERTIFICATE OF SECRETARY



## ARTICLE 1

### NAME AND OBJECTIVES

#### 1.1 Name

The name of the Corporation shall be SAN DIEGO COUNCIL, NAVY LEAGUE OF THE UNITED STATES (and may be referred to herein as "Council" and/or "Corporation").

#### 1.2 Objectives

The objectives of the Council shall be those set forth in its Articles of Incorporation.

## ARTICLE 2

### OFFICES OF THE CORPORATION

#### 2.1 Principal Office

The principal office for the transaction of the activities and affairs of the Corporation ("principal office") is located at 2115 Park Blvd, in San Diego, California 92101-4792. The Board of Directors ("Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary of these Bylaws opposite this section, or this section may be amended to state the new location.

#### 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

## ARTICLE 3

### PURPOSES AND LIMITATIONS

#### 3.1 General Purpose

This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Laws of the State of California.

#### 3.2 Specific Purposes

The Council is organized under the authority of the Navy League of the United States (referred to herein as "Navy League") to further the purpose and objectives of the Navy League, which are stated in the National Bylaws as follows:

The object and purpose of the Navy League shall be educational and to that end to acquire and spread before the citizens of the United States, 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 the National Operations manual..

#### 3.3 Policy

3.3.1 The Council adheres to the policy of the Navy League which is stated in the National Bylaws as follows:

The Navy League shall be strictly non-partisan, and neither its name nor its influence shall ever be used, directly or indirectly, in connection with party politics.

#### 3.3.2 National Bylaws and Nation Operations Manual

These bylaws are subject to the provisions of the National Bylaws, and National Operations Manual of the Navy League, as from time to time amended, and in the event of any conflict therewith, National Bylaws, and National Operations Manual shall prevail.

3.3.3 The Council will only engage in lobbying on behalf of legislation not affecting the Sea Services.

3.3.4 Further, the Council shall be strictly non-commercial, and non-sectarian. The Council shall follow California and Federal anti-discrimination laws.

3.4 Limitations

The Council is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 and Sections 5000 et seq. of the California Corporations Code. Notwithstanding any other provisions of the Bylaws, this Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) in the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by Corporation contributions which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

## MEMBERS

### 4.1 Membership

This Council shall be a membership corporation pursuant to Chapter 3 of the Non-Profit Benefit California Corporation Code, or its successor provisions. Status of membership shall be as per National Bylaws.

### 4.2 Eligibility

4.2.1 Every bona fide member of the Navy League (individual, or corporate whose dues are paid is eligible for membership in the Council.

4.2.2 Every person otherwise eligible in accordance with Section 4.2.1 above shall be eligible for membership.

### 4.3 Admissions to Membership

All eligible person shall be admitted to membership without the necessity for either application for such membership or an acceptance thereof, apart from the application for membership in the Navy League.

#### 4.3.1

All members are expected to represent the high ideals and values of the Navy League of the United States and the San Diego Council including, but not limited to, equality, non-discrimination, patriotism, and mutual respect. No member should use their affiliation to advance their own personal agenda or personal profit from said affiliation. Any member whose behavior or actions reflects negatively on the Navy League shall have their membership revoked by the Board of Directors.

### 4.4 Classification of Members and Memberships and Members' Rights

Refer to National Operations Manual.



#### 4.5 Annual Meeting

The annual membership meeting of the Council shall be held in December. The date, time and place of the annual membership meeting shall be scheduled by the Board of Directors. At the annual membership meeting, Directors shall be elected and any other proper business may be transacted as per the call of the meeting

#### 4.6 Regular Meetings

The Board of Directors may, in its discretion, from time to time schedule the date, time and place of any other regular membership meetings. In the spirit of efficiency and time management, every effort should be made to synchronize the scheduled Regular and Annual Meetings simultaneously to ensure maximum participation in attendance.

#### 4.7 Special Meetings

Special meetings of the members for any lawful purpose may be called by (1) the President (2) the Board of Directors or (3) by 5% or more of the current members. The person(s) calling the special meeting shall schedule the date, time, place, and any lawful purpose for any such special meeting. No other business than which was set forth in the notice of the special meeting may be transacted at any special meeting.

#### 4.8 Notice of Meeting

Whenever members are permitted or required to take any action at a meeting, the Secretary shall provide written notice electronically or mail to each member listed at the email address shown, on the then current membership roll of the Council not less than ten (10) days prior to the scheduled meeting date. The notice shall include the place of location, date, and hour of the meeting, and (a) for a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or (b) for an annual meeting or regular meeting, those matters that the Board of Directors intends to present for action by the members.

The notice of any meeting at which Directors are to be elected shall include the names of all nominees.

#### 4.9 Quorum

A quorum to transact business of the membership shall consist of the number of the members present in person or by approved electronic means for a properly notified meeting. The only matters that may be voted on are those of which notice of their general nature was given in the notice of the meeting.

#### 4.9 Voting Rights

Each member entitled to vote is entitled to one (1) vote on all issues presented at a membership meeting or by email. Cumulative voting is prohibited and members may not vote or act by proxy. When deemed appropriate by the Board of Directors, voting may be conducted by email or other electronic means if it can be assured all members were provided the opportunity to vote in such a manner. When a vote is held during a meeting, the vote may be made by voice, written ballot, or any other reasonable means as determined by the chair of the meeting at their discretion. Election of Directors must be by secret ballot if demanded by any member at the meeting before the voting begins.

#### 4.10 Termination of Memberships

An individual's membership with National Navy League, and thereby the Council, shall be terminated for failure to pay dues within thirty (30) days of the due date. If desired, a member may resign their National Membership by forwarding a resignation in writing to National Navy League Membership, with a copy to the Council President/Secretary. Such resignations shall be effective when received by National Navy League Membership or when indicated in the letter of resignation. Resignations may not be rescinded by the member. Once resigned, they may initiate a new membership if they so desire.

#### 4.11 Honorary Members

Any outstanding person who has shown and expressed interest in the Council, and who has performed great services for the United States Navy, the United States Marine Corps, United States Coast Guard and/or the Maritime Services, shall be eligible for the honorary membership

upon unanimous approval of the Board of Directors at a regular 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 office in the Council.

#### 4.12 Action without Meeting by Email or Written Ballot

Any action, which may be taken at any regular or special meeting of the members, may be taken without a meeting if the Council distributes an email or written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval by email, or written ballot, of any proposal, and provide a reasonable time of not less than 10 days within which to return the ballot to the Council. Approval by email or written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals a majority of votes. A majority of the votes cast will be determinative. For the purposes of this section, a quorum, is as defined in Section 4.9. Ballots shall be distributed to the members at their most current address listed in the records maintained by the Council. All ballots distributed in accordance with this Section shall indicate the number of responses needed to meet the quorum requirement. All written ballots distributed in accordance with this Section shall specify the time and date by which the ballot must be received in order to be counted. Any ballot received after the time and date specified shall be invalid.

#### 4.13 Record Date Determined by Board

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to vote by email or written ballot, the Board may, in advance, fix a record date of no more than thirty (30) days or not less than ten (10) days.

#### 4.14 Record Date for Actions



If not scheduled by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts a resolution relating to that action or the 30<sup>th</sup> day before the date of that action, whichever is later.

#### 4.15 Adjournment

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of members present at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, additional notice need not be given of the adjourned meeting.

## ARTICLE 5

### DIRECTORS

#### 5.1 Number and Qualifications

5.1.1 The Board of Directors shall be composed of all Officers, Committee Chairs, and elected Directors.

5.1.2 Directors shall be members of the Council. The Board will be a minimum of 10 and maximum of 25.

5.1.3 Directors must be actively serving on at least one committee during their tenure.

5.1.4 Directors may not have 2 or more unexcused absences from BOD meetings per year. All requests for excused absence must be sent via email to the President within three days of the absence. Requests for excused absence should include reason in support of request. Should the President deny a request for excused absence the Director may appeal the denial to the BOD and, by a majority vote, the denial shall be reversed.

5.1.5 Directors must pay an annual Directors' fee of \$100 no later than the end of February each year they serve. The amount of this fee shall be established by a two-thirds vote of the Board of Directors and announced annually prior to December 31. Failure to pay the Directors' fee by the end of February each year will result in immediate dismissal from the Board of Directors without the ability to serve on the Board for a period of two years following the year of non-payment. If the dismissed director should desire to be re-elected to the Board following a two year absence, they must be nominated and elected in accordance with procedures in accordance with Section 7.4 of these Bylaws.

## 5.2 Nomination and Election

5.2.1 One-third of the Director positions shall stand for election annually at the annual membership meeting. The positions open for election shall be those just completing the three year term.

5.2.2 The Directors shall be elected from the slate prepared by the Nominating Committee in accordance with Section 7.4 of these Bylaws. In addition to the slate prepared by the Nominating Committee, any member present at the annual meeting may nominate one or more qualified candidates for election as a Director and nominations may be made in accordance with California Corporations Code section 5521.

5.2.3 If the number of candidates exceeds the number of vacancies on the Board of Directors, each candidate shall be given the opportunity to make a five minute presentation regarding their qualifications and reasons for seeking election.

5.2.4 If there is more than one person running for the same office, election will be conducted by secret ballot.

5.2.5 If there is only one qualified person running for a specific office, the candidate may be elected by acclamation of members present.

5.2.6 Should the tabulation of ballots result in a tie vote, the members will be required to vote a second time. Following a second ballot, should the result be a tie vote, the tie will be decided by the President.

## 5.3 Term

5.3.1 A director shall hold office for a three (3) years or until they resign, or be removed or otherwise disqualified to serve, or their successor shall be elected, qualified and assumes office, with one-third of the Directors being elected each year.

5.3.2 Directors are eligible to be re-elected for one additional three year term. A termed out member of Board of Directors is eligible to be elected following one year not serving on the Board.

5.3.3 The Directors shall assume office as of January 1 of the year following their election.

5.3.4 Past Presidents have the option to be on the Advisory Committee. The immediate past president, if willing and able, will serve on the Executive Committee for one year after their term as President.

#### 5.4 Powers and Duties

The Board of Directors shall have the power and duty of control and management of the affairs, activities, and policies of the Council. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the Non-Profit Public Benefit Corporation Law of the State of California as to action to be authorized or approved by members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Council shall be controlled by, the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, determine the amount of annual fee for members of the Board of Directors, to select and remove all agents, employees, and contractors and to fix reasonable compensation therefore, to authorize and empower Officers or agents to enter into contracts and other commitments on behalf of the Council, and to appoint and delegate responsibilities and authority to committees, Officers, and agents.

#### 5.5 Regular Meetings

Regular meetings of the Board of Directors shall be held at such date, time, and place as scheduled by the Board of Directors. In the absence of such designation, meetings shall be held at the principle office of the Corporation. There shall be at least six regular meetings of the Board of Directors per year. One meeting shall be held in December of each year to elect Officers and Board



of Directors.

#### 5.6 Special Meetings

The President or any three members of the Board of Directors may call special meetings of the Board of Directors. The date, time, place, and purpose of a special meeting shall be designated in the call, and the Secretary shall cause notice of such meeting to be given as specified in the call.

#### 5.7 Zoom or Meetings via Electronic Means

Members of the Board may participate in a meeting through the use of a virtual conference via Zoom or telephone/similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through use of Zoom, telephone or similar communications equipment shall construe presence in person at such meeting.

#### 5.8 Notice of Meetings

The Secretary shall notify via email, or personally, of the date, time, and place of each regular meeting, or special meeting, to be given to each director not less than ten (ten) days prior to the scheduled meeting date for regular meetings, and seven (7) days prior to the scheduled date of a special meeting. In most urgent circumstances, the President is authorized to call for a meeting with a minimum of 24 hours notice to all members.

#### 5.9 Quorum

The presence in person or by telephone or other electronic means of a simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of

Incorporation. The Directors present at a duly called and held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum. No action other than to adjourn or recess for a short period of time in an attempt to gain quorum shall be taken at a meeting at which a quorum does not exist or shall not have existed.

#### 5.10 Action without Meeting

Any action, required or permitted, taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent by email or in writing to such action. Such email or written consent(s) shall be filed in the minutes of the proceedings of the Board. Such action by email or written consent shall have the same force and effect as unanimous vote of Directors and in accordance with Section 4.13.

#### 5.11 Attendance by Members

Any member may attend any meeting of the Board of Directors as a silent observer unless for good cause the President elects to exclude any member(s) on the grounds that their presence at such meeting would materially jeopardize the interests of the Council. Council members who are not Directors may only speak at Board of Director meetings upon invitation of the President or by majority vote of the Board of Directors.

#### 5.12 Removal

Subject to the provisions of the Non-Profit Public Benefit Corporation Law of the State of California, elected Directors may be removed in the same manner as elected Officers, as provided in these Bylaws. Directors may choose to resign in accordance with procedures of Section 4.10.

#### 5.13 Vacancies

All vacancies in the Board of Directors that occur between annual membership meetings shall remain unfilled unless required to fill an elected Officer or Chair. The newly elected Director may be elected to fill the unexpired term of the vacant position.

## ARTICLE 6

### OFFICERS AND CHAIRS

#### 6.1 Number and Title

6.1.1 There shall be five elected Officers, to wit: President, Vice President, Secretary, Treasurer and Programs. Unless waived by the board, to be a candidate, for officer the candidate has to be a member of the Board of Directors at the time of election. To be a chair, though desirable, the candidate does not have to be a member of the Board of Directors at the time of election.

6.1.2 The President shall appoint a Judge Advocate and a Chaplain with the approval of the Board of Directors.

6.1.3 The same person may hold no more than two offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

There shall be eight elected Council Committee Chairs: Membership, Legislative Affairs, Communication, Fundraising, Sea Services, Scholarships, Welcome Home, Youth Programs. The Membership, Legislative Affairs, Communication, and Fundraising Chairs. All Council Chairs will report to the Vice President. See Diagram below;

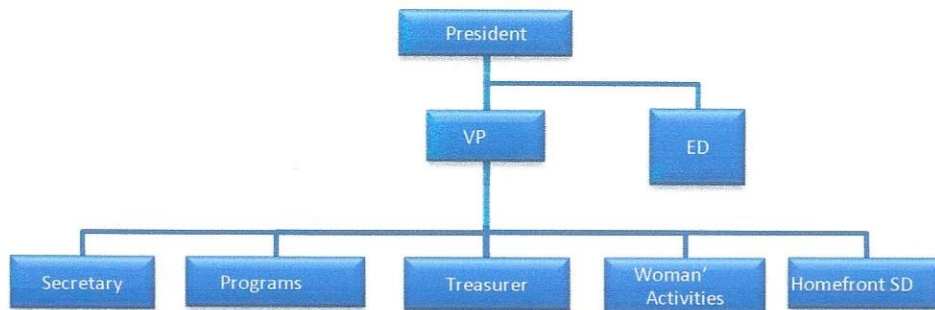


Diagram 1

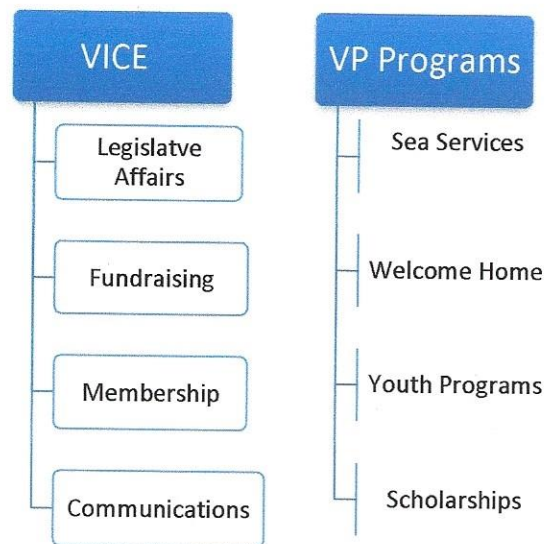


Diagram 2

## 6.2 Nomination and Election

6.2.1 The elected Officers and Chairs shall be chosen annually at the first meeting of the Board of Directors on or after January 1<sup>st</sup>. The election shall be by a majority vote of the Directors at said meeting. The Directors eligible to vote shall be those who have one or more years of unexpired term to serve

6.2.2 The nomination of the Officers and Chairs shall be in accordance with Section 7.4 of these Bylaws.

6.2.3 If the number of candidates exceeds the number that can be elected to a particular position, each candidate for that position shall be given the opportunity to make a 5 minute presentation regarding the candidate's qualifications and the reasons for seeking election.

## 6.3 Term of Office

Elected Officers and Chairs shall assume office after January 1 of each year. Each elected officer shall hold office for one year or until they shall resign or shall be removed or otherwise disqualified to serve, or until their successor shall be elected, qualified, and assumes office. The



President shall serve no more than two elected consecutive one year terms. Should no appropriate candidate be available this restriction may be waived.

#### 6.4 Removal

6.4.1 Any elected Officer or Chair may be removed from office for cause by a majority vote of the Board of Directors, at a duly called meeting with a quorum being present, provided ten days notice, and an opportunity to be heard prior to such removal shall be given to such officer. Notice shall be in writing and must specify the reasons for the proposed action against the member. The President may remove an appointed officer at any time with or without cause.

6.4.2 Any Officer or Chair may resign at any time by giving written notice to the Board of Directors, or to the President, or Vice President of Council. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once received no resignation may be rescinded without unanimous consent of the Board of Directors.

#### 6.5 Vacancies

The Board of Directors may, by majority vote, fill a vacancy of any Officer or Chair that results from death, resignation, removal, disqualification, or any other cause at any time thereafter.

#### 6.6 Duties of Officers - General

In addition to the specific duties prescribed in these Bylaws, each officer shall perform such duties as may from time to time be prescribed by the Board of Directors.

#### 6.7 President

6.7.1 The President shall be the Chief Executive Officer of the Council and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Council. The President shall preside at the meetings of the members and of the Board of Directors and shall

otherwise exercise the usual functions of a President. The President or the Executive Director shall have the power and authority to sign contracts, deeds, and other legal documents on behalf of the Council. The President shall prepare an annual report to National Headquarters in a form as may be required by the National Headquarters. A copy of this annual report will be kept at the Council's principal office for review by members.

6.7.2 Must have at least a minimum of one current year experience as a board member of the council in the Navy League prior to assuming the office of President. Experience should include serving as a Board Member, or participation on an active Council Committee. Should no appropriate candidate with this qualification be available, the Board of Directors may suspend this section of the bylaws in order to fill the office of President by election or appointment.

#### 6.8 First Vice President

6.8.1 The First Vice President shall be the primary assistant to the President and in the President's absence shall assume the duties of the President. The Vice President will assist the President in any other assigned areas by the President.

6.8.2 Must have at least one year experience in the Navy League of San Diego Council to be Vice President. Experience should include serving as a Board Member, or participation on an active Council Committee. Should no appropriate candidate with this qualification be available, the Board of Directors may suspend this section of the bylaws in order to fill the office of Vice President by election or appointment.

6.8.3 Oversee Committee Chairs and report on status of Committees' actions to President.

#### 6.9 First Vice President

6.9.1 The First Vice President shall assist the President as the President shall from time to time prescribe.

6.9.2 Vice Presidents shall provide all Committee Member names for each Committee they oversee, and submit written minutes received from the Committee Chairs they oversee to the Secretary and President at least 7 days prior to the Board Meeting.

6.10 Secretary

6.10.1 The Secretary shall be responsible for maintaining the original copy of these Bylaws, as amended or otherwise altered to date, all minutes of the meetings of the Board of Directors, Executive committees and membership, and other pertinent records of the council and ensure they are available at the Council's principle office.

6.10.2 The Secretary shall record the minutes of proceedings of members, the Board of Directors and Executive Committee. The minutes of meetings shall include the time and place that the meeting was held, the type of meeting, the notice given, the names of those present, and the number of members present at member's meetings, all proposed action and the disposition of all motions. The Secretary shall type the minutes of said meeting within five business days and forwarded to the President for review.

6.10.3 The Secretary shall be responsible for preparing and preserving correspondence, documents, and records of the Council and shall otherwise perform the usual duties of a Secretary.

6.10.4 The Secretary shall maintain, at the Council's principal office, an accurate and current roster of the Council Board of Directors.

6.11 Treasurer

The Treasurer shall perform the usual duties of a Treasurer, including, but not limited to the following:

6.11.1 Assist in the preparation of and administer Council's annual budget;

6.11.2 Maintain an accounting of all financial transactions;



6.11.3 Prepare monthly and year to date financial reports and the annual financial report as required by these Bylaws;

6.11.4 Consult with San Diego Navy League Foundation on investments of all idle operational funds and other funds as directed by the Board of Directors and Executive Committee.

6.11.5 Review all requests for disbursements of funds and disburse funds in accordance with Section 8.3 of these Bylaws;

6.11.6 Oversee the administration of a property and liability insurance program at the direction of the Board of Directors;

6.11.7 Receive and deposit all Council's funds;

6.11.8 Prepare payroll, including federal and state tax reporting compliance.

6.11.9 Submit annual Budget inputs requests from Officers and Committee Chairs no later than 15 October. Submit a Council Budget request for the following fiscal year to the President no later than 1 December.

6.12 Committee Chairs

6.12.1 Committee Chairs shall be responsible to lead their designated Committee.

6.12.2 They may designate as many Committee Members needed to support their Committee without approval from the Vice President that oversees their Committee. However, all Committee Members must be Individual Members at a minimum and a list of Committee Members must be provided to the President, Vice President and Executive Director for situational awareness.

6.12.3 Report all Committee Member names to the Vice President that oversees their Committee.

6.12.4 Hold at least three Committee meetings per fiscal year.

6.12.5 Provide written minutes of the Committee Meetings to their respective Vice President within five business days of the meeting.

6.12.6 Provide annual budget inputs to the Vice President that oversees their Committee no later than 15 November.

6.13 Compensation

Officers and Board of Directors shall serve without compensation.

6.14 Executive Director (ED)

The President, with the approval of the Executive Committee shall have the authority to appoint an Executive Director. The Executive Director shall carry out the policies of the Council under the direction of the Council President. The ED also shall have responsibility and authority for the day-to-day administration of the Council including the staffing and financials affairs of the Council publications, and execution of contracts, under the supervision and direction of the Council President. The ED shall support the Council Vice President and Treasurer in the execution of their programs and financial responsibilities. The ED shall be appropriately compensated for scope of his duties, responsibilities and authority. A separate employee position description shall be maintained on file with the Secretary for the purpose of identifying the basic work requirements for the job. The President may recommend removal of the Executive Director, who shall be removed upon the approval of the Executive Committee.

## ARTICLE 7

### COMMITTEES

#### 7.1 Executive

An Executive Committee, of which the President shall be the Chairman, shall be appointed by the President. The immediate past President, Vice Presidents, Secretary, Treasurer and Judge Advocate shall be members of the executive Committee. The Executive Committee shall handle emergency problems in the operations of the Council. They 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. The Executive Committee shall make available copies of the approved minutes of its meetings at least 72 hours prior to the board of Directors.

#### 7.2 Committees of the Board

The Board, by resolution, may create one or more committees, each consisting of at least one Director and/or Officers of the Corporation and other members to serve at the pleasure of the Board. The Committee Chair may appoint one or more persons, up to three, as alternate members of any such committee, who may replace any absent member at any meeting.

Procedural rules governing meetings and members of the Board also govern meetings and minutes of the committees of the Board. Each Committee shall have a Chairperson that reports to the President via the Vice President as directed in 6.1.4. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provision of these Bylaws concerning meeting and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined by Committee Chair. The committee meeting minutes will be forwarded to the Executive Director and shall be kept and shall be filed with the corporate records.

### 7.3 Special Committees

Special Committees may be established by the President from time to time as the President deems desirable. The President shall appoint the Chairs of Special Committees and members who shall serve at the President's pleasure.

### 7.4 Nominating Committee

7.4.1 The Nominating Committee shall consist of five members who shall be appointed each year as follows: the Immediate Past President if available, or an appointee by the president, from the council of the council shall be the chairman of the Nominating Committee; the incumbent President shall appoint one additional member; the Board of Directors shall appoint three members of the Nominating Committee. No member of the Nominating Committee may be a nominated by the Committee for an elective office.

7.4.2 The Nominating Committee shall prepare a slate of not more than two nominees for each expiring director's position and shall present the slate to the members prior to the annual membership meeting.

7.4.3 The Nominating Committee shall prepare a slate of not more than two nominees for each elective office and shall present the slate in time for it to be published in the October Blue and Gold notice of the November annual meeting. There shall also be opportunity for members present at the annual meeting to make nominations in accordance with California Corporations Code section 5521.



## ARTICLE 8

### DUES AND FINANCE

#### 8.1 Dues

Dues for membership in the Navy League shall be handled in accordance with the National Bylaws and National Operations Manual.

#### 8.2 Annual Budget

Council activities which involve the expected receipt and/or expenditure of funds shall be governed each fiscal year by the annual budget. The annual budget shall be approved by the Board of Directors no later than January 31 for the fiscal year beginning January 1. The annual budget may be amended from time to time during the fiscal year by the Executive Committee with approval from the Board of Directors being necessary only when there is an increase in total appropriations.

No money shall be authorized to be expended and no contract or obligation incurred of any kind or nature and no authority given to incur any obligation involving the payment of money in the name or on behalf of the Council beyond the money actually on hand, appropriated by the Board of Directors and set aside for the purpose. Any member incurring unauthorized expenditures shall be personally liable therefore.

#### 8.3 Disbursements

8.3.1 All disbursements of funds of the Council shall be made by an instrument signed by one of the following officers: the President; Vice President; or the Treasurer. Process to disperse funds is 1) submit pay request and 2) after approval, the funds will be dispersed. No disbursements shall be made except as authorized in the budget.

8.3.2 Restricted accounts are managed by the Vice President or Committee Chair. Accounts shall not be merged and/or closed without a majority vote of the Council BOD.



#### 8.4 Reports

The Treasurer shall prepare and present monthly financial reports to the Executive Committee and reports to the bi-monthly meetings of the Board of Directors. In addition, the Treasurer shall prepare and submit an annual financial report in accordance with section 12.4 of these bylaws. A copy of this annual report will be kept at the Council's principal office for review by the members.

#### 8.5 Financial Review

The financial affairs of the Council may be reviewed if the Board of Directors determines that a review is necessary or appropriate. The review shall be conducted by a special committee of members or Directors selected for the purpose by the Board of Directors, who shall not be affiliated with or related directly or indirectly to any of the Officers designated to disburse funds in Section 8.3 of these bylaws. Any report of the review shall be attached to and become a part of the Treasurers annual financial report.

#### 8.6 Business Pursuits

The Council shall not engage in any business pursuits or otherwise take any action that would jeopardize the exempt status of the Council pursuant to federal or state tax laws.

#### 8.7 Fiscal Year

The fiscal year of the Council is January 1 through December 31.

## ARTICLE 9

### ADVISORY BOARD

#### 9.1 Advisory Board

The Council 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 our mission. Council membership, although preferred, is not a prerequisite for consideration for appointment to the Advisory Committee. A vote of a majority of the Directors, at any duly convened meeting of the Board of Directors, provided that written notice of the intention to consider the Advisory Committee membership has been included in the notice of the meeting, will elect the proposed Advisory Committee member. Advisory Board 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.

#### 9.2 Power and Duties

The Advisory Committee shall be a supplemental aide to the Board of Directors, the Officers, Chairs and Committees of the Council.

## ARTICLE 10

### INDEMNIFICATION OF DIRECTORS, OFFICERS, CHAIRS, EMPLOYEES AND OTHER AGENTS

#### 10.1 Right of Indemnity

To the fullest extent permitted by law this Corporation shall indemnify its Directors, Officers, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formally occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

#### 10.2 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, against any liability asserted against or incurred by any Officers, Directors, employees or agents in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

## ARTICLE 11

### SAN DIEGO NAVY LEAGUE FOUNDATION

#### 11.1 San Diego Navy League Foundation

The Council shall maintain a Navy League Foundation (hereafter referred to as the "Foundation"). Any proceeds for the Foundation shall be deposited in a separate bank account and managed according to the provisions of the Foundation Bylaws.

## ARTICLE 12

### RECORDS AND REPORTS

#### 12.1 Maintenance of Corporate Records

The Corporation shall keep:

12.1.1 Adequate and correct books and records of account;

12.1.2 Written minutes of the proceedings of its members, Board and committees of the Board; and

12.1.3 A record of each member's name, address and class of membership.

#### 12.2 Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at any reasonable times during office hours.

#### 12.3 Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of any kind, physical properties and the records of each of its subsidiaries. The inspection shall be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

#### 12.4 Annual Financial Report

The Board shall cause an annual financial report to be available to the members and Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail for the fiscal year;

12.4.1 The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

12.4.2 The principal changes in assets and liabilities;

12.4.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;

12.4.4 The expenses or disbursements of the Corporation for both general and restricted purposes;

12.4.5 The annual financial report shall be accompanied by a report from an independent certified public accountant or, if there is no such report, by certification of the treasurer of the corporation that such statements were prepared without audit from the corporation's books and records.



## ARTICLE 13

### AMENDMENTS

#### 13.1 Amendment by Board

Subject to the rights of members under these Bylaws and the limitations set forth below, the Board, by a majority vote of those present at a duly called meeting with a quorum being present may adopt, amend or repeal these Bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. The Board may not extend the term of a director beyond that for which the director was elected.

#### 13.2 Changes to the number of Directors

The Board may not, without the approval of the members, specify or change any Bylaw provision that would:

13.2.1 Fix or change the authorized number of Directors;

13.2.2 Fix or change the minimum or maximum number of Directors, or

13.2.3 Change from a fixed number of Directors to a variable number of Directors or vice-versa.

#### 13.3 Members' Approval Required

Without the approval of the members, the Board may not adopt, amend or repeal any Bylaws that would increase or extend the term of Directors.

#### 13.4 Amendment by Members

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of the voting members present and attending at a properly notified meeting. Any provision of the members that otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number

## ARTICLE 14

### MISCELLANEOUS

#### 14.1 Rules of Order

All parliamentary rules and procedures of the members and the Board of Directors shall be determined and governed by Roberts Rules of Order, latest revision, except to the extent these Bylaws are contrary thereto.

#### 14.2 Interpretation

The interpretation of and power to implement these Bylaws and all rules and regulations authorized thereby shall be vested in the Board of Directors, whose decision, made by majority vote at a duly called meeting with a quorum being present in that respect shall be final.

#### 14.3 Loans, Guarantees, and Advances

The Council shall not make any loan of money or property to or guarantee the obligation of any director or officer, or any member upon the security of memberships in the Council, except as is expressly allowed under the Non-Profit Public Benefit Corporation Law of the State of California.

#### 14.4 Effective Date

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors or members of the Council in adopting them provide that they are to become effective at a later date.

#### 14.5 Gender, Tense, and Interpretation

As used in these Articles, the masculine, feminine or neutral gender, and the singular or plural number, shall be deemed to include the others whenever the context so indicates. The headings in this instrument are inserted for convenience of reference and are not intended to be considered in the construction thereof.



14.6 Definitions

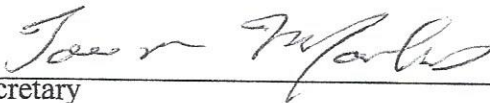
Unless the context requires otherwise, definitions in the California Nonprofit Corporation law shall govern.

ARTICLE 15

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the SAN DIEGO COUNCIL, NAVY LEAGUE OF THE UNITED STATES, a California Non-Profit Public Benefit Corporation, that the above Bylaws are the current and proper Bylaws of this Corporation as adopted by the Board of Directors on August 5, 2021, and that they have not been changed or modified since that date.

Executed on August 5, 2021, at San Diego, California.

 2/2/2022  
Secretary