

Amendment History

Revision 2: Approved by Board of Directors on September 9, 2025. *Sets forth modification to board of directors' amendment process and amends council expenditures limit to \$5,000.*

Revision 1: Approved by Board of Directors on April 17, 2025

Approved April 17, 2025

BYLAWS

Navy League of the United States
Sarasota-Manatee Council

The name of the council shall be the "Navy League of the United States, Sarasota-Manatee Council." Herein the Council may be referred to as the "Sarasota-Manatee Navy League Council," or simply "the Council."

A. Mission and Purpose.

1. The Council is organized and shall be operated in pursuit of the objectives of the Navy League of the United States. A basic function of the League is educational, and to that end the Council's mission is to acquire and spread widely information as to the conditions of the naval and maritime forces and facilities of the United States. These forces, collectively referred to herein as the Sea Services, include the U.S. Navy, U.S. Marine Corps., U.S. Coast Guard, and the U.S. Flag Merchant Marine.

2. This mission includes encouragement and development of interest and cooperation in all matters tending to aid and improve the efficiency and effectiveness of the Sea Services, as well as related functions and activities. Specifically, in addition to educating citizens of the United States and members of Congress and other units of Government regarding the need for strong Sea Services to protect the economy and security of our maritime nation, we will support Sea Services-oriented youth groups and organizations, recognize Sea Services units and organizations making notable contributions to our mission, and to the extent feasible assist the families of members of the Sea Services in times of need.

3. This mission will be pursued within the requirements of federal law (including section 501(c)(3) of the Internal Revenue Code) and any provisions of the laws of the State of Florida applicable to non-profit organizations.

In pursuit of its mission, the Council shall make no declaration of policy in contravention of the policy of the Navy League of the United States. In all matters of policy, the Council shall remain consistent with the aims and purposes of the Navy League of the United States, and with the regulations governing local councils as promulgated thereby.

B. Membership In The Council

1. To be eligible to be a Member of this Council, applicants must be a member of the national organization of the Navy League. In considering membership, the Council will

not deny any person membership due to sex, race, color, religion, or national origin. Membership may be obtained by applying to the Council Secretary and upon approval by the Board of Directors (hereafter also "Board").

2. National membership dues shall be set by the national organization for each established category of membership; such dues are to be paid directly to the National Headquarters. Council dues shall be established by the Council Board of Directors, and shall be assessed by and paid to the Council Treasurer. Ordinarily, dues will be payable on the Council's fiscal (calendar) year basis.

3. Members whose dues payments are current shall be considered Members in good standing and shall have all rights and privileges of membership, including the right to vote and to serve as Council Officers and on the Council Board of Directors. A Member for good cause shown and after notice and hearing before the Board of Directors may have membership suspended or terminated by two-thirds vote of the Board. For purposes of recordkeeping, a Member who wishes to resign should send notice of resignation to the National Corporate Secretary, with a copy to the Council President. A resignation shall be effective when received by the National Corporate Secretary unless otherwise indicated in the notice of resignation.

C. Meetings of Members

1. Annual Meeting. A meeting of the Members of the Council shall be held annually, with reasonable notice and at a time and place determined by the Board on advice of the President. This meeting shall be referred to as the Annual Meeting of Members, or simply the Annual Meeting. Ordinarily the Annual Meeting shall be held during the last quarter of the fiscal year. Elections for members of the Board of Directors shall be held at this meeting.

At this meeting, the President, Treasurer, and Secretary shall submit their annual reports to the Members.

2. Special Meetings of Members. The President, with the advice of the Board, may call special meetings of the Members, with proper notice as the circumstances may permit, at such times and places as may be determined. The notice to the Members of a special meeting shall include an agenda setting forth the issue(s) to be considered. At the meeting no other issues except those identified in the notice shall be in order.

3. Quorum. The Members present in person or by proxy at an Annual Meeting or Special Meeting and entitled to vote shall constitute a quorum for purposes of voting. The affirmative vote of a majority of the Members present shall be the act of the membership.

4. Limitations on Members' activities. No 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 on general policy matters with any department of the United States Government or any official thereof in the name of the Navy League without authorization from the Council President or the National President. No use may be made of the Navy League name, logo, seal, or other symbol or indicia of the League, including lists of

Members' names and addresses, for any purpose other than direct fulfillment of the mission of the Navy League.

D. Board of Directors

1..The control and management of the Council's assets and affairs shall be vested in a Board of Directors. The Board of Directors shall consist of a minimum of five (5) or more Directors elected by the Members, the specific number to be determined by the Board prior to the Annual Meeting.

2. The Board shall meet in person or electronically at least once each quarter upon call of the President. One-half of the full 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 promptly call a meeting of the Board of Directors. Should the President fail to call such meeting within a reasonable time, the requestors may issue such call, giving reasonable notice to the full Board and reciting the President's failure. A meeting held pursuant to such call shall be a legal meeting and its acts and proceedings shall be considered as valid and binding as though such meeting had been called by the President.

3. Term of Office. The Directors of the Council shall be elected for a term of two years or until their successors are elected. Any Board member may be re-elected for successive terms.

4. Election of Board of Directors. Board members shall be elected by a majority of those Council members present and entitled to vote, at a properly-called meeting for that purpose. Elections shall be by secret ballot, unless there is only one candidate for an office in which case election may be by voice vote. Installation of new Directors may follow the election at the meeting, or be conducted at a subsequent meeting or event.

5. Vacancies on the Board . In the event of the death, resignation, or removal of a Board member, such vacancy shall be filled by nomination of the President and upon approval of the Board of Directors. Board consideration shall be at the next regular meeting of the Board or at a special meeting called for that purpose.

E. Officers

1. At a meeting of the Board of Directors held shortly after the Annual Meeting, the following Officers shall be elected by the Board, from among the members of the Board, with the duties as specified below:

The President; First Vice President; Secretary; Treasurer; Judge Advocate. When deemed desirable, the Council President, with the approval of the Board, may designate from among the Members one or more additional Vice Presidents for functional activities, who if not already shall become members of the Board.

a. President. The President of the Council shall direct the activities of the Council; preside at meetings, including both the Council and the Board; appoint committee chairs and members; assure compliance with National Bylaws and regulations governing local councils; submit the Council's annual report and other reports requested by higher authority; represent the Council in public affairs and in Navy League national, region, and state organization activities.

b. Vice Presidents. The First Vice President shall assist the President and in the absence or disability of the President shall perform the duties and exercise the powers of the President, subject to review and ratification by the Board. Other Vice Presidents shall have such duties as may be assigned by the Council or President.

c. Secretary. The Secretary shall maintain the Council records and official documents, including the Bylaws, minutes of meetings, election results, and an accurate membership roster; prepare an annual report to the Council membership; handle correspondence as designated by the President; and provide appropriate notice of meetings.

d. Treasurer. The Treasurer shall maintain all financial records of the Council including a record of all receipts and expenditures of Council funds; establish the Council's bank account; prepare and, when approved, oversee the implementation of the Council's budget; provide to the Board regular reports on the finances of the Council; and submit to the membership an annual report on the finances of the Council.

e. Judge Advocate. The Judge Advocate shall advise the Council President and other officers on legal matters affecting the Council; advise the officers and Board of the meaning and requirements of the Bylaws, including proposed amendments thereto; and advise regarding other documents important to the Council; serve as Parliamentarian for the Council; and serve such other functions as the Board or President may request.

The rules set forth in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all its units and activities in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order that the Council may adopt.

2. Term of Office. With the exception of the Treasurer, whose term shall be two years, the Officers shall be elected for a term of one year or until their successors are elected. Any Officer may be re-elected for successive terms. Any Officer may be removed from office by a two-thirds vote of the Board.

3. Vacancies. In the event of the death, resignation, or removal of an Officer, such vacancy shall be filled by nomination of the President and upon approval of the Board of Directors, for the remainder of the vacant term. Board consideration shall be at the next regular meeting of the Board or at a special meeting called for that purpose.

F. Committees

1. In addition to those specified in these Bylaws with the powers and duties as noted, the President shall appoint the members of additional standing and ad hoc committees as may be established by the Board of Directors from time to time, with such powers and duties as may be assigned by the Board of Directors. Each Committee shall determine its own rules of procedure, subject to approval by the Board of Directors. The terms of service on a committee shall be one year, renewable, unless otherwise specified herein, or by the Board, or as determined by the President.

2. Nominating Committee - standing. A Nominating Committee shall be established for each election to be held for Board positions. It shall be comprised of three to five members appointed by the President with the concurrence of the Board; ordinarily no more than two members of the Committee should be members of the current Board. Notice of the membership of this Committee shall be announced well in advanced of the Annual Meeting, and a report of the Committee shall be made to the membership prior to the Annual Meeting. The Nominating Committee shall select at least one nominee for each vacant Board position; nominations may be made from the floor at the time of the election meeting.

3. Investment Committee - standing. The Investment Committee is charged with oversight of the Council's investment accounts. The committee shall consist of no less than three members of the Board of Directors. The President shall nominate the members of the committee, one of whom shall be designated as chair. Upon approval by the Board of Directors, the committee members shall have terms of two years, renewable. The Council Treasurer shall not serve as a member of the Investment Committee but may offer advice and counsel as requested.

The Investment Committee shall prepare an Investment Policy Statement (IPS), which shall be subject to approval by the Board. Thereafter, the committee shall negotiate its contents with potential investment firms. The committee then shall select an investment firm and an investment manager/advisor, subject to approval by the Board. The approved Investment Policy Statement, which lays out investment objectives, risk tolerance, duties and responsibilities of both the Committee and the investment manager/advisor, will guide the Committee's interaction with the investment firm. Board approval is required for the withdrawal of funds from the investment account.

3. Advisory Committee. The Board of Directors may create an Advisory Committee of representative citizens to support the work of the Council.

G. Bylaws

The Board is responsible for maintaining the Bylaws of the Council, and shall administer the affairs of the Council in accordance with the rules set forth therein. The Bylaws may be amended by the Board upon a two-thirds vote of the then-voting members of the Board. A proposed amendment shall be submitted to the Board, after notice on the agenda, at two separate meetings - the first for initial approval, and the second for final approval.

The Bylaws and amendments thereto must be consistent with national bylaws with the policies, purposes, and objectives of the Navy League of the United States. Copies of the Council Bylaws shall be freely available to the Members, and the members shall be advised whenever the Bylaws are substantively amended.

H. Fiscal Matters.

1. Fiscal Year. The fiscal year of the Council shall be the calendar year, in conformance with that of the Navy League of the United States National Headquarters.

2. Financial Reviews. The Board shall ensure that the financial books and accounts of the Council are audited or otherwise reviewed each year.

3. Expenditures. No money shall be expended and no contract or obligation incurred in the name of or on behalf of the Council except in accordance with the approved budget of the Council, or pursuant to an amendment to the budget in a specific appropriation by the Board. Any expenditure made pursuant to the above that is in excess of \$ 5,000 shall require the concurrence of a second member of the Board; the President shall designate one or more members of the Board authorized to act in that capacity.

I. General Provisions.

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

Dissolution. In case of revocation of the Council charter, or dissolution of the Council for any reason, the Council President shall cause to be transferred to the National Treasurer at the national headquarters of the Navy League of the United States all funds remaining in the treasury of the Council at the time it ceased to exist. Dissolution must follow the Dissolution Article contained in the Council's Articles of Incorporation.

J. Ratification

These Bylaws have been adopted by vote of the Council of the Navy League of the United States, Sarasota-Manatee Council, on April 17, 2025

Signed: Gene Moran President

Attest: qf. M. Rerman Secretary
Jay Plager

Approved and certified to be a true, correct, and complete copy:

Jay Plager Judge Advocate
Jay Plager (Apr 20, 2025 16:40 EDT)










Executed by GM_Bylaws apprvd 4.17.25

Final Audit Report

2025-04-20

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