

NAVY LEAGUE OF THE UNITED STATES, HONOLULU COUNCIL
BY-LAWS

Note: These were approved by the Board at the annual 2006 meeting and the changes to the previous amendments were filed on 3/09/2006 with the State of Hawaii DCCA.

Revised and approved by the Board of Directors on May 10, 2017

Revised and approved by the Board of Directors on March 19, 2019.

ARTICLE I

MEMBERSHIP

Section 1. QUALIFICATIONS: Any citizen of the United States desiring to support and help further the aims and purposes of the Navy League of the United States (“National”) is eligible for membership in the Navy League of the United States, Honolulu Council (the “Council”).

Section 2. CLASSES OF MEMBERSHIP: The Council shall have such classes of membership as shall be established in the National Bylaws. The Council shall also have such other classes of special membership as determined by the Board of Directors from time to time.

Section 3. DUES: Membership dues shall be as prescribed by National for all classes of membership established by National. The Board of Directors of the Council shall determine the membership dues for special classes of membership established by the Council.

Section 4. HONORARY MEMBERS: Honorary Memberships may be conferred at the discretion of the Board of Directors.

Section 5. RIGHT TO VOTE AND HOLD OFFICE: Each member who is a natural person (excludes non-human entities such as corporations) and whose current dues are paid shall be entitled to one vote on each matter submitted to a vote of the members and shall be eligible to serve on the Board of Directors or as an officer. All other members (such as corporations) whose current dues are paid may designate a representative who shall be entitled to one vote on each matter submitted to a vote of the members and who shall be eligible to serve on the Board of Directors or as officers.

Section 6. RESIGNATIONS: The resignation of members shall be made in writing to the President or Executive Director and such resignation shall become effective when received or as specified therein. There shall be no refund of dues paid.

Section 7. **TERMINATION OF MEMBERSHIP:** The Board of Directors may expel or suspend any member upon not less than fifteen (15) days prior written notice of the expulsion or suspension and the reasons therefor. Prior to the effective date of the expulsion or suspension, any member who has received notice of expulsion or suspension may request a hearing before the Board of Directors, which request shall suspend the expulsion or suspension until the later of the date originally set for expulsion or the date on which a final determination is reached under the terms of this Section. The Board of Directors shall, upon receipt of a request for a hearing, permit the member to appear before it and to present argument and evidence on the member's own behalf at least five (5) days before the effective date of the expulsion or suspension. The Board of Directors shall consider such information and shall notify the member of its decision in writing.

Section 8. **PROHIBITIONS:** No officer or member shall undertake in the name of the Navy League any action intended to prejudice the aims of and the established policies of the Navy League and no member of the Navy League 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 Board. No use may be made of the Navy League name, seal, logo, or other symbol or indicia of the Navy League, including lists of members' names and addresses, for any purpose other than direct fulfillment of the mission of the Navy League without the consent of the Board of Directors previously had and obtained.

Section 9. **ANNUAL MEETING:** The annual meeting of the members shall be held in each fiscal year as determined by the Board of Directors.

Section 10. **SPECIAL MEETINGS:** Special meetings of the members may be held at any time upon the call of the President or a majority of the Board of Directors. Special meetings of the members may also be held at any time upon written demand, signed by the holders of at least five percent (5%) of the voting power of all members and describing the purpose for such meeting. Upon receipt of such call or written request, the Secretary shall send out notices of the meeting to all members.

Section 11. **PLACE OF MEETING:** The Board of Directors may designate any place, within the State of Hawaii, as the place of meeting for any annual meeting or special meeting.

Section 12. **NOTICE OF MEETING:**

- (a) Written notice stating the place, day, and time of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting unless otherwise prescribed by Hawaii law. The notice shall include a description of any matter or matters that must be approved by the members and, in the case of a special meeting, a description of the purpose or purposes of the meeting. Such notice shall also state any matter a member intends to raise at the meeting if such a request is received by the Secretary at least ten (10) days before the Council gives notice of the meeting.

(b) Notice shall be given by or at the direction of the President, the Secretary, or other persons calling the meeting and shall be delivered in person, by telephone mail to each member of record entitled to vote. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the books of the Council as of the record date. Notice may also be given to any member by electronic transmission, provided that the member shall have consented to receive notice by electronic transmission. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the member has consented to receive notice, if transmitted by electronic mail, (ii) when directed to a number at which the member has consented to receive notice, if transmitted by facsimile telecommunication, and (iii) when directed to the member, if transmitted by any other form of electronic transmission. If a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if it is announced at the meeting before adjournment.

Section 13. WAIVER OF NOTICE: A member may waive notice at any time in a signed writing or by electronic transmission delivered to the Council, provided that the electronic transmission contains information from which the Council may determine that the electronic transmission was transmitted by the member. The attendance of a member at any meeting shall constitute a waiver of notice of the meeting, except where the member at the beginning of the meeting objects to the holding of the meeting or the transaction of any business because the meeting has not been lawfully called or convened. The attendance of a member at any meeting shall also constitute a waiver of any objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, except where the member objects to considering the matter when it is presented.

Section 14. QUORUM: Twenty-five (25) members shall constitute a quorum at any meeting of the members. The concurring vote of a majority of the members constituting a quorum shall be valid and binding upon the Council, except as otherwise provided by law, these Bylaws, or the Articles of Incorporation.

Section 15. PROXIES: At any meeting of the members, a member entitled to vote may vote by proxy executed in writing or transmitted by electronic transmission by the member or by the member's authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE II

BOARD OF DIRECTORS

Section 1. NUMBER AND TERM OF OFFICE: Except as otherwise provided in the Bylaws, the Board of Directors of the Council shall consist of seventeen (17) members, to include the President, Senior Vice President, and fifteen (15) regular members. Of the fifteen (15) regular members, five (5) shall be elected each year for three (3) year terms. The term of

each Director shall begin immediately upon such Director's election and shall end upon the election or appointment of such Director's successor. Directors shall not be elected to more than two (2) consecutive three (3) year terms; provided, however, that a Director may be re-elected or re-appointed if such Director has not been a member of the Board of Directors for at least one (1) year. The Director term for the President and Senior Vice President shall run concurrently with their term of office and will end when they are replaced or resign.

Section 2. ELECTION OF COUNCIL DIRECTORS: Directors of the Council shall be elected by secret ballot. One official ballot shall be mailed to each eligible member of the Council not less than fourteen (14) days before the Annual Meeting. The ballot shall list the names of the candidates nominated by the Nominating Committee, the names of the candidates nominated by petition (in accordance with the procedures set forth in Article II, Section 10(b) of these Bylaws), the time and place of the Annual Meeting and balloting instructions. Eligible voting members may vote by mailing their ballots to the Council at the address listed on the ballot or by personally delivering their ballot to the tellers at the beginning of the Annual Meeting. Mailed ballots must be received at the designated address prior to the close of business of the last regular working day preceding the Annual Meeting.

Section 3. MEETINGS OF DIRECTORS: Upon call by the President or three (3) Directors, or at the times determined by the Directors, the Directors will hold meetings as may be necessary to direct the affairs of the Council. Any meeting of the Board of Directors may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can communicate with one another, and all such Directors shall be deemed to be present in person at the meeting. Unless otherwise determined by the Board of Directors, officers and committee chairmen may attend any meeting of the Board and participate in discussions, but only members of the Board shall vote on any matter before the Board.

Section 4. NOTICE:

(a) Notice of any meeting of the Board of Directors shall be delivered at least five (5) days before the date of the meeting.

(b) Notice shall be given by or at the direction of the President or other persons calling the meeting. Such notice shall be delivered in person, by telephone, by electronic transmission, -or by mail to each Director. Oral notice is effective when communicated. If mailed, notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Council. Notice given by electronic transmission shall be deemed given (i) when directed to an electronic mail address at which the Director has consented to receive notice, if transmitted by electronic mail, (ii) when directed to a number at which the Director has consented to receive notice, if transmitted by facsimile telecommunication, or (iii) when directed to the Director, if transmitted by any other form of electronic transmission.

(c) Any Director may waive notice of any meeting provided such waiver is made in writing and signed by the Director entitled to the notice or is transmitted by electronic transmission and delivered to the Council for inclusion in the minutes or corporate records. The

attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director at the beginning of the meeting or prior to the vote on any matter not noticed in conformity with law, these Bylaws, or the Articles of Incorporation, objects to lack of notice and does not thereafter vote or assent to the objected to action.

Section 5. QUORUM: At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business at such meeting. The affirmative vote of the majority of the Directors present at any meeting at which there is a quorum shall be valid as an act of the Board of Directors, except as otherwise provided by law, these Bylaws, or the Articles of Incorporation

Section 6. ACTION WITHOUT A MEETING: Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all Directors (i) execute a consent in writing setting forth the action to be taken, or (ii) transmit an electronic transmission consenting to the action to be taken, which electronic transmission contains information from which the Council may determine that the electronic transmission was authorized by the Director who sent the electronic transmission. The consent shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent or gives consent by electronic transmission, unless the consent specifies a different effective date.

Section 7. PROXIES: Voting by proxy shall not be permitted at any meeting of the Board of Directors or of any committees or bodies created by the Board of Directors.

Section 8. REMOVAL AND RESIGNATION:

(a) In any board action to remove a director, the directors shall first receive at least seven days written notice unless the notice requirement is waived as provided in paragraph 4(c). Any Director may be removed from office by a majority vote of the members at a meeting called for that purpose or by the vote of two-thirds (2/3) of the entire Board of Directors at a meeting called for that purpose. Any Director may be removed by a majority of the Board of Directors in office if a Director fails to attend three (3) consecutive meetings of the Board of Directors without an excused absence from the President.

(b) Any Director may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the 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.

Section 9. VACANCIES: Any vacancy occurring in the Board of Directors may be filled by the Board of Directors. A Director elected to fill a vacancy shall serve until the expiration of the term of the departed Director.

Section 10. COMMITTEES:

(a) **STANDING COMMITTEES:** The Board of Directors may establish Standing Committees and provide for their membership, powers and duties. Unless otherwise determined by the Board of Directors, the Standing Committees shall be a Finance Committee, a Nominating Committee, an Executive and Governance Committee, a Membership and Communications Committee, and a Programs and Fundraising Committee. The Board of Directors shall approve membership in all Standing Committees.

(b) **NOMINATING COMMITTEE:** It shall be the responsibility of the Nominating Committee to nominate members for election to the Board of Directors. The President shall chair the Nominating Committee. The Committee shall nominate at least one (1) person for each Director position to be elected. The Nominating Committee shall advise the Secretary of its nominees and the Secretary shall, not less than forty (40) days prior to the Annual meeting, mail to all members of the Council the names of the nominees submitted by the Nominating Committee. Nominations by petition may also be made by Council members. A petition nominating a member of the Council for the office of Director and bearing the signatures of twenty (20) eligible members will be accepted and the name of the member so nominated will be placed on the ballot, provided the petition is received by the Secretary at least twenty-one (21) days before the Annual Meeting.

(c) **FINANCE COMMITTEE:** It shall be the responsibility of the Finance Committee to prepare the annual budget, and to undertake such other duties as delegated by the Board of Directors. The Treasurer shall chair the Finance Committee.

(d) **OTHER COMMITTEES:** The Board of Directors may designate and create one or more other Board committees and appoint members of the Board of Directors to serve on them.

(e) **COMMITTEE AUTHORITY:** A committee shall have such powers and authority as the Board of Directors shall delegate to it, except that no such committee shall have the power to do any of the following:

(1) Authorize the payment of a dividend or the distribution of any part of the income or profit of the Council to the directors or officers;

(2) Approve or recommend to the members the dissolution or merger of the Council or the sale, pledge, or transfer of all or substantially all of the Council's assets;

(3) Elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; or

(4) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

(f) **ADVISORY COMMITTEES:** The Board of Directors may designate and create one or more advisory committees, each of which shall consist of at least one Director and such other persons appointed by the Board. Such advisory committees shall provide advice to the Board of Directors but shall have no power or authority to act on behalf of the Council.

(g) PAST PRESIDENTS ADVISORY BOARD: There shall be a Past Presidents Advisory Board comprised of all past Presidents of the Council. The Past Presidents Advisory Board shall provide recommendations and advice to the Board of Directors

ARTICLE III

OFFICERS

Section 1. DESIGNATION AND QUALIFICATIONS: The officers of the Council shall be a President, a Senior Vice President, one or more Vice Presidents, a Secretary, a Treasurer, a Judge Advocate, a Deputy Judge Advocate, a Parliamentarian and a Chaplain. The Board of Directors may elect an Assistant Secretary and an Assistant Treasurer as may be necessary to assist with the duties of the Secretary and Treasurer, respectively.

The President and the Senior Vice President shall each be a current member of the Board of Directors or shall have been a member of the Board of Directors during the immediately preceding year. All other officers must be members of the Council but need not be Directors. The Judge Advocate and Deputy Judge Advocate shall be licensed attorneys at law. Officers shall receive no salary or other compensation.

Section 2. ELECTION OF OFFICERS: The officers shall be elected by the Board of Directors at the first meeting following the Annual Meeting of the members, to hold office for the ensuing year or until their successors are elected. If the President or Senior Vice President elected to office is not then a current member of the Board of Directors, such officer shall serve as a Director of the Council during such officer's term of office.

Section 3. TERMS OF OFFICE: The President and Senior Vice President of the Council shall be elected for a term of two (2) years. The Officers of the Council shall be elected for a term of one (1) year and shall serve until their successors are elected and take office. The President and the Senior Vice President of the Council shall not be elected for consecutive terms in the same office, provided that a person may be re-elected as President or Senior Vice President if such person has not served in such office for at least one (1) year. Vice Presidents shall not be elected for more than six (6) consecutive terms as a Vice President, provided that a person may be re-elected as Vice President if such person has not served as Vice President for at least one (1) year.

Section 4. REMOVAL AND RESIGNATION: Any officer may be removed, with or without cause, by the vote of two-thirds (2/3) of the entire Board of Directors at a meeting called for that purpose. Any Officer may resign at any time by delivering written notice to the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

Section 5. VACANCIES: Any vacancy occurring in any office may be filled by the Board of Directors. An Officer elected to fill a vacancy shall serve until the expiration of the term of the departed Officer.

Section 6. DUTIES OF OFFICERS: The Board of Directors may from time to time fix the duties and authorities of the officers.

Section 7. THE PRESIDENT: The President shall be the chief executive officer of the Council and shall preside at all meetings of the members and the Board of Directors. The President shall be a voting member of the Board of Directors and have power and authority to sign contracts and other documents on behalf of the Council.

Section 8. SENIOR VICE PRESIDENT. In the absence of the President or in the event of the President's inability or refusal to act, the Senior Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Senior Vice President shall be a voting member of the Board of Directors and perform such other duties as may from time be assigned by the President or the Board of Directors.

Section 9. VICE PRESIDENTS: The Vice Presidents shall have such duties and authority as the President or the Board of Directors may from time to time assign to them.

Section 10. SECRETARY: The Secretary shall be responsible for the keeping (or causing to be kept) the minutes of the meetings of the Board of Directors and the members and for notifying the Directors and the members as to the time and place of these meetings. The Secretary shall keep a register of all members, Directors and Officers and shall record all changes. The Secretary shall keep an authenticated copy of the By-Laws in force. The Secretary shall oversee the conduct of the annual election of Directors of the Council and shall ensure that the By-Laws are carefully complied with in this regard. The Secretary shall perform such other duties as may from time be assigned by the President or the Board of Directors.

Section 11. TREASURER: The Treasurer shall be responsible for monitoring the financial records of the Council and for overseeing the budget of the Council. The Treasurer shall report to the President and the Board as to the financial condition of the Council. The Treasurer shall perform such other duties as may from time be assigned by the President or the Board of Directors.

Section 12. JUDGE ADVOCATE, DEPUTY JUDGE ADVOCATE AND PARLIAMENTARIAN: The Judge Advocate shall be the legal advisor of the Council. The Judge Advocate be familiar with the Constitution and By-Laws of National and the Council and interpret them upon request and rule upon questions of procedure. Upon request by the Board of Directors, the Judge Advocate shall furnish opinion upon matters affecting the Council's activities and proposed activities. The Judge Advocate shall perform such other duties as may from time be assigned by the President or the Board of Directors.

(a) The Deputy Judge Advocate shall perform the duties of the Judge Advocate in the absence of the Judge Advocate.

(b) The Parliamentarian shall be familiar with the By-Laws of the Council and with Roberts Rules of Order and shall advise the President with respect to proper procedures in the daily conduct of the business of the Council. The Parliamentarian shall perform such other duties as may from time be assigned by the President or the Board of Directors.

Section 13. CHAPLAIN: The Chaplain shall perform such duties as may from time be assigned by the President or the Board of Directors.

Section 14. EXECUTIVE DIRECTOR: The Board of Directors may appoint an Executive Director at a salary to be set by the Board. The Executive Director shall have such duties and responsibilities as determined by the Board. The Executive Director may be removed at any time by the Board, with or without cause.

ARTICLE IV

FISCAL YEAR

The Fiscal Year of the Council shall be the calendar year.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS: The Board of Directors may authorize the President and/or any other officer or employee of the Council to enter into any contract or to execute and deliver any document, instrument, or writing of any nature in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC.: All checks, letters of credit, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council shall be signed by the President and/or such other officers or employees of the Council and in such manner as shall be determined from time to time by the Board of Directors. In the absence of such determination by the Board of Directors, the instruments shall be signed by the President. Limitations and authorization requirements for all cash disbursements shall be specified in the Cash Disbursements Policy within the Navy League of the United States Honolulu Council Handbook.

DEPOSITS: All funds of the Council shall be deposited to the credit of the Council in such banks, trust companies, or other depositories as the Board of Directors may select.

GIFTS: The Board of Directors may accept on behalf of the Council any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Council. Solicitation and acceptance of gifts shall be made in accordance with the approved Gift Acceptance Policy within the Navy League of the United States Honolulu Council Handbook.

ARTICLE VI

BOOKS AND RECORDS

Section 1. CORPORATE RECORDS: The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. The Council shall keep a copy of the following records at its principal office:

- (a) Articles of Incorporation and all amendments currently in effect;
- (b) Bylaws and all amendments currently in effect;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- (d) Minutes of all meetings of members and records of all actions approved by members for the past three years;
- (e) Annual financial statements for the past three years;
- (f) A list of the names and addresses of its current directors and officers;
- (g) The most recent annual report filed with the Director of the Department of Commerce and Consumer Affairs; and
- (h) A record of the members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.

Section 2. INSPECTION OF CORPORATE RECORDS: The records required to be kept at the Council's principal office set forth in Sections 1(a) through (g) of this Article, and any other records as required by law, shall be open to inspection at a reasonable time upon written demand of any member providing notice of five (5) business days or more.

ARTICLE VII

INDEMNIFICATION

Section 1. INDEMNIFICATION: Subject to the limitations and requirements set forth in Hawai'i Revised Statutes, Sections 414D-160 to -165, and a finding of compliance with Section 414D-160, the Council shall indemnify each Director and Officer of the Council who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a Director or Officer of the Council, against all expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The

Council may indemnify current and former employees and agents of the Council to the extent permitted by Hawaii law.

Section 2. ADVANCES FOR EXPENSES: Subject to the limitations and requirements of Hawai'i Revised Statutes Section 414D-162. The Council may advance funds to pay for or reimburse the reasonable expenses and attorneys' fees incurred by a Director and Officer before final disposition of an action, suit or proceeding, provided that such person delivers a written affirmation of such person's good faith belief that such person has met the requisite standard of conduct for indemnification and delivers a written undertaking to repay such amount if it is ultimately determined that such person did not meet the standard of conduct.

The Board of Directors may authorize payment in advance of final disposition of an action, suit or proceeding for the reasonable expenses and attorneys' fees incurred by an employee or agent seeking indemnification under this Article, provided that such employee or agent delivers the affirmation and undertaking described in the previous sentence.

Section 3. CONTINUING INDEMNIFICATION: The indemnification provided for in Sections 1 and 2 of this Article shall be cumulative and not exclusive and shall be in addition to any other indemnification provided by law or by any other agreement. Any repeal, amendment or modification of this Article shall not affect the indemnification provided in this Article for any acts or omissions occurring prior to such repeal, amendment or modification. The indemnification provided for in this Article shall continue as to any person who has ceased to be a director, officer or employee of the Council and shall inure to the benefit of such person's heirs, personal representatives, executors and administrators.

ARTICLE VIII

CHANGES IN BY-LAWS

The affirmative vote of at least ten (10) Directors present and voting shall be required to ratify or approve any changes in these By-Laws.

ARTICLE IX

INTERPRETATION

The interpretation of the power to implement these By-Laws and of all rules authorized by it shall be vested in the Board of Directors.

ARTICLE X

PROCEDURE

At all meetings "Robert's Rules of Order, Newly Revised" shall govern except in matters expressly provided for otherwise in the current By-Laws of the Council.

ARTICLE XI

EFFECTIVE DATE

These By-Laws shall take effect upon adoption by the Board of Directors of the Council. Incumbent officers, directors and committee chairmen on the date of such adoption shall continue to serve for the terms for which they are elected or appointed, and, anything in these By-Laws to the contrary notwithstanding, the incumbent President shall be a voting member of the Board of Directors during the remainder of his present term of office.

The By-laws were amended by a 2/3 vote of the Board of Directors on March 19, 2019.

Bylaws certified by Board of Directors:

Dated: March 19, 2019



Secretary, Board of Directors



President, Board of Directors