



# Navy League of the United States New Mexico Council

PO Box 91554  
Albuquerque, NM 87199

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## **BYLAWS**

### **NAVY LEAGUE OF THE UNITED STATES, NEW MEXICO COUNCIL**

#### **Article I - General Provisions**

##### **Section 1**

In addition to supplementing the council articles, these bylaws are intended to supplement the national bylaws of the Navy League, and regulations governing local councils as promulgated by the Navy League of the United States.

#### **Article II - Membership**

##### **Section 1**

Classes of membership are as established in the national bylaws. To be eligible for membership in this council, one must be a member of the national organization. No person shall be denied membership, or any of the privileges thereof, due to race, color, national origin, sex, sexual orientation, religion, age, disability, marital status, or military service.

##### **Section 2**

Dues shall be in the amount set by the national organization for each established class of membership, such dues to be paid directly to the national headquarters. Council dues may be established by the council board of directors. If council dues are established by the board of directors, the council treasurer shall solicit dues from the council members each January and maintain a list of those members who have paid the annual local dues.

##### **Section 3**

Members whose dues payments are current shall be considered members in good standing, and shall have all resulting rights and privileges of membership, including the right to vote and to serve as council officers and/or on the council board of directors.

#### **Section 4**

An individual's membership may be terminated for failure to pay required dues or assessments. In addition, a member may resign by forwarding a resignation in writing to the national corporate secretary, with a copy to the council president. Such resignations shall be effective when received by the national corporate secretary unless otherwise indicated in the letter of resignation.

#### **Section 5**

Any outstanding person who has shown and expressed unusual interest in this council and who has performed great service to the United States Navy or any of the other sea services shall be eligible for honorary membership upon unanimous approval of the council members present 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 regular office in the council.

### **Article III - Prohibitions**

#### **Section 1**

No officer or member of the council shall undertake in the name of the council or the Navy League any action intended to prejudice the aims of and the established policies of the council or the Navy League and no member shall communicate with any department of the United States Government in the name of the Navy League on general policy matters without the approval of the council president and the national president.

#### **Section 2**

No officer or member of the council may make use of the Navy League name, logo, seal, or other symbol or indicia of the league for any purpose other than direct fulfillment of the mission of the Navy League, including any lists of members' names, addresses, phone numbers, e-mail addresses or social media profiles.

### **Article IV - Officers and Directors**

#### **Section 1**

The New Mexico Council shall have the following elected officers: president, vice president, treasurer and secretary. The president shall appoint a judge advocate.

## **Section 2**

The board of directors shall consist of the president, vice president, treasurer, secretary, the immediate past president if he or she is willing to serve and any former national Navy League director if he or she is willing to serve. In addition, the board shall have the following directors who shall be appointed by the president: a judge advocate and all chairmen of committees that are designated in these bylaws as standing committees.

## **Section 3**

A nominating committee shall be appointed ~~annually~~ by the board at least 45 days before the annual election. It shall recommend at least one nominee for each office. Its nominations shall be disclosed at least 14 days prior to the annual meeting along with a notice that nominations may also be made through a write-in process. No member of the nominating committee shall be eligible for election as an officer.

## **Section 4**

The officers of the council shall be elected for a term of two years or until their successors are elected. The president shall not be elected for more than two consecutive terms.

## **Section 5**

A ~~biennial n-annual~~ election shall be held for the membership to elect the officers. The election shall take place in conjunction with the annual meeting in December of each year, and in a time and manner set forth by the board of directors. The manner of voting shall be established by the board of directors, and may include voting by paper ballot, voting in-person, voting by mail, voting by email, voting on-line, or voting by such other methods or combination of methods as the board of directors may determine to be appropriate. Any method of voting established by the board of directors shall, to the extent practical and reasonable, be verifiable and allow for the casting of a secret vote. New officers shall assume the duties of office effective on January 1.

~~The board of directors may direct an election (to take place in conjunction with the annual meeting in December of each year), between the biennial elections in the event of a resignation or death of one of the elected officers.~~

## **Section 6**

The Commanding Officer of any council-sponsored, New Mexico-based, U. S. Naval Sea Cadet Corps unit(s), or a designated representative, shall be a member of the board of directors and be titled the USNSCC Liaison(s).

## Article V - Duties of Officers and Directors

### Section 1

The control and management of this council's assets and affairs shall be vested in the board of directors. The board may adopt bylaws and regulations or delegate its authority to the elected officers and such other council members as it so desires. Council bylaws and amendments must be consistent with national bylaws and with the policies, purposes and objectives of the Navy League.

### Section 2

The president shall direct the activities of the council, preside at meetings including those of the board of directors, appoint committee chairmen, assure compliance with national 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 national, region, and state organization activities.

### Section 3

The vice president shall preside over the board in the president's absence and represent the council when the president is unable to attend.

### Section 4

The secretary shall maintain council records such as bylaws, minutes of meetings, election results, prepare an annual report to the council membership, handle correspondence as designated by the president, and provide appropriate notice of meetings. The **secretary may serve as the secretary/membership committee chairman; as such they ~~secretary/membership committee chairman~~ shall maintain an accurate membership roster unless a membership chairman is appointed by the president (see Article VI, Section 3).**

### Section 5

The elected council treasurer shall maintain all financial records of council funds, establish the council's bank accounts, obtain board of directors approval for all disbursements, prepare and oversee the council's budget, submit reports to the board of directors at each regularly scheduled meeting or at each special meeting called to review the council's finances, prepare an annual financial report to the membership which will be incorporated as part of the financial portion of the council's annual report and arrange for periodic independent audits of the council's finances and financial records. Treasurers of the standing committees for the USS New Mexico (SSN 779), USS Santa Fe (SSN 763), **USS Albuquerque (SSN 706) Commemorative, and USS Los Alamos Commissioning and USCG support** shall submit their budgets for approval by the council not later than one month after the annual meeting and will submit their annual financial reports to the treasurer of

the council one month prior to the scheduled annual meeting of the general membership. Contracts, agreements and disbursements of ~~the~~ council funds in excess of \$1,000 must be approved by the council's board, with a majority of board of director members voting and must include voting by both the president and the treasurer. Disbursement of council funds of less than \$1,000 must be approved by the council's president or vice president; no other approval is required.

### **Section 6**

The judge advocate shall advise the council president and officers on legal matters affecting the council and/or standing committees and interpret bylaws and regulations.

### **Section 7**

In the event of the death, resignation, or removal of an officer, such vacancy shall be filled temporarily, with ~~by~~ approval of the board of directors, ~~by with~~ a candidate proposed by the president at the next regular meeting of the board or at a special meeting called for that purpose. An election shall be held at the next annual meeting to fill the position on a permanent basis.

## **Article VI – Standing Committees**

### **Section 1**

An executive committee, chaired by the president, shall consist of the elected officers. The executive committee shall handle emergency matters that may occur between meetings of the board of directors, subject to ratification by the board at its next meeting. The executive committee is a standing committee of the council.

### **Section 2**

The scholarship standing committee shall be responsible for coordinating and awarding scholarships as established by the board of directors.

### **Section 3**

The membership standing committee chairman/~~council secretary~~ shall be responsible for member recruitment through publicity and other programs, and for reviewing and correcting, at least twice a year, the council membership list maintained by Navy League national headquarters.

### **Section 4**

The programs and activities standing committee shall arrange for programs and social activities and assist the active-reserve liaison with the Navy Birthday Ball.

### **Section 5**

The public affairs standing committee shall coordinate all publicity including contributions to Sea Power magazine.

### **Section 6**

The USS New Mexico (SSN 779), USS Santa Fe (SSN 763), ~~USS Albuquerque (SSN 706) Commemorative~~, and the ~~USS Los Alamos Commissioning~~ USCG support standing committees shall coordinate all activities involving and supporting the crews of the USS New Mexico and the USS Santa Fe, and supporting USCG personnel assigned to recruiting duty covering New Mexico, parts of Colorado, and parts of Texas not covered by other Navy League or Coast Guard organizations, and/or providing support to the crew of USCGC George Cobb (WLM 564) or other ship as designated by the New Mexico Council of the Navy League, ~~the USS Albuquerque and the USS Los Alamos~~ respectively. These standing committees shall operate and manage funds entrusted to them by the board of directors in accordance with a budget reviewed and approved by the board of directors in accordance with Article V, Section 5 and the delegation provisions of Article V, Section 1. In order to respond quickly to needed expenditures, each of the standing committees shall operate within its own means, managing its resources with care and due diligence and shall pay bills and deposit cash and checks in their respective checking accounts on a timely basis. Annual budgets and annual reports shall be submitted to the board of directors pursuant to the provisions of Article V, Section 5. Any binding contracts shall be subject to review by the council judge advocate, prior to obtaining board of director's approval. For any expenditures that are less than \$1000, each committee shall submit requests for payments to the committee treasurer; council approval is not required. For non-budgeted ad hoc expenditures over \$1000, each committee shall obtain approval of the board of directors.

Each committee shall maintain minutes of meetings and shall maintain accurate financial records, including a record of any donations/fundraising contributions to the New Mexico Council. Contributions shall include a record of the donor, the date, and the amount of the donation.

Expenses incurred by the USCG support shall comply with the provisions of Article V, Section 5.

### **Section 7**

The active-reserve liaison shall be the point of contact with the Naval Operational Support Center (NOSC) at Kirtland AFB.

### **Section 8**

The historian shall be responsible for all communication and coordination between the New Mexico Council and the Naval History and Heritage Command, the State of New Mexico's Department of Cultural Affairs, the New Mexico History Museum and other organizations/individuals as may be necessary as recommended by the historian and approved by the board of directors. The historian is a standing committee of the council.

### **Section 9**

The legislative affairs coordinator shall coordinate all council legislative affairs at the national level with State of New Mexico senators, representatives, their staff members and other senators, representatives and staff members at the national level. The legislative affairs coordinator is a standing committee of the council.

### **Section 10**

The USS Albuquerque (SSN 706) standing committee shall coordinate all efforts by the New Mexico Council with the City of Albuquerque, the Naval History and Heritage Command, and other participating organizations working together to build a memorial to the USS Albuquerque (SSN 706). The committee shall be funded by the Council, as needed, to meet committee expenses. The committee chairman shall make a report at each meeting of the board of directors describing actions taken, proposed actions, recommendations, and other information he or she considers pertinent to the board of directors. The committee shall maintain minutes of committee meetings and meetings with any other organization or organizations.

## **Article VII - Meetings**

### **Section 1**

The board of directors shall meet on a regular basis, with such meetings taking place at least quarterly. A simple majority of the currently serving members of the board of directors shall constitute a quorum. Each individual on the board of directors shall have one vote. The board of directors may also meet through telephone, video, or web conferencing and may vote on urgent matters by email when requested by the president or vice president. The board of directors may also allow members to participate at meetings through telephone, video, or web conferencing. The secretary will maintain a list of currently serving members of the board of directors. Upon written request to the president by any three members of the board of directors, the president shall call, within three weeks, a meeting of the board of directors. Should the president fail to call such meeting so requested within the prescribed time, the requestors may issue such call, reciting the president's failure, and any meeting held pursuant to such call shall be a legal meeting and its acts and proceedings as valid and binding as though such meeting had been called by the president.

## **Section 2**

The general membership of this council shall meet at least once a year upon call by the president. Ten members shall constitute a quorum. The annual meeting of members shall be held in December. At this meeting, the president, treasurer and secretary shall submit their annual reports to the members. Elections for council officers and directors for the subsequent fiscal year may be held at or in conjunction with this meeting but must be conducted and completed by December 31st of each year.

## **Section 3**

Minutes of all meetings of the board and general membership will be recorded by the secretary, or an acting secretary and copies thereof provided upon request.

## **Section 4**

The rules set forth in the current edition of Robert's Rules of Order newly revised shall govern the council in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the council may adopt.

## **Article VIII - Fiscal Year**

### **Section 1**

The fiscal year of the council shall conform to that of the Navy League of the United States national headquarters (the calendar year).

## **Article IX - Expenditures and Incorporation**

### **Section 1**

No money shall be authorized to be expended and no contract or obligation incurred in the name of or on behalf of this council beyond the money actually in hand, appropriated, budgeted (and approved by the council), and set aside for the purpose. For the purposes of this section, monies appropriated or authorized by local, state, or federal legislatures, organizations, or other entities may be committed and expended in the manner consistent with the appropriation or authorization. The council is authorized to seek such appropriation or authorizations as consistent with the mission of supporting the Sea Services.

### **Section 2**

The council shall register with the New Mexico Secretary of State as a corporation doing business in New Mexico, and shall submit all required filings and reports. Unless otherwise



designated by the board of directors, the council's judge advocate shall be the council's agent of record.

## **Article X - Gender**

### **Section 1**

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

## **Article XI - Amendments**

### **Section 1**

These bylaws may be amended by the board of directors at any meeting of the board at which a quorum of the board is present, provided the general membership is given at least 14 calendar days written notice of the proposed amendments before such meeting. Notice may be accomplished by posting the proposed changes on the council's website or by distributing the proposed changes through email. This section does not apply to the changes made to Article XIII – Ratification which is merely a historical record of the council's final approval of the proposed amendments subsequent to written notice and board approval.

## **Article XII - Address**

### **Section 1**

The council shall at all times maintain a post office box as its official address for the receipt of mail.

## **Article XIII - Ratification**

### **Section 1**

These bylaws have been adopted by vote of the Navy League of the United States New Mexico Council on November 14, 2006 and were amended on April 2, 2012, January 4, 2013, September 9, 2013, September 19, 2016, December 7, 2019, and again on \_\_\_\_\_ after notice and publication.

### **Section 2**

A copy of these bylaws has been placed in the minutes and records of the council.

Signed \_\_\_\_\_

David F. Williams, president

A true, correct and complete copy.

Attest \_\_\_\_\_  
John L. Jones, secretary (acting)