



BYLAWS of the NAVAL SUBMARINE LEAGUE

Article I NAME AND SEAL

The name of this organization shall be the NAVAL SUBMARINE LEAGUE (also known as the Submarine League), hereinafter referred to as the "League," and officially abbreviated as NSL. The seal of the League shall be in shield form, containing a submarine supported by dolphins that form a symbol representative of the United States Submarine Force, hereinafter referred to as the "Submarine Force," and encircled by the words NAVAL SUBMARINE LEAGUE.

Article II OBJECTIVE AND PURPOSE

1. The objective and purpose of the League shall be charitable, educational, and scientific in support of the Submarine Force.
2. To that end, and in accordance with our Articles of Incorporation, the League shall:
 - a. Actively seek opportunities to stimulate and promote awareness, by all elements of American society, of the need for a strong undersea arm of the United States Navy.
 - b. Encourage mutual understanding and a close working relationship between American society and those segments of the United States government responsible for the acquisition and employment of submarines for the common defense and national security.
 - c. Provide a professional forum on matters affecting the Submarine Force and its integral role in national security whereby: the views and perceptions of League members can be focused and expounded, and diverse elements of industry, academia, and government can be brought together to identify, study, and develop potential solutions to undersea warfare challenges.
 - d. Promote greater liaison and communications among government, academic, and business communities to further understanding and appreciation of the past, present, and future contributions of the Submarine Force to national security.
 - e. Publicly recognize professional excellence in the Submarine Force and pursue opportunities to promote Submarine Force esprit de corps.
 - f. Foster and preserve the heritage of the Submarine Force in order to help American society understand and appreciate past contributions of the Submarine Force and its future promise in the preservation of our national security.

Article III NATIONAL HEADQUARTERS

The National Headquarters of the League shall be in the National Capitol Region in such location as the Board of Directors, hereinafter referred to as the "Board", may select in the best interests of the League. The Board may establish additional offices if the Board determines that such actions are in the best



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interests of the League.

Article IV MEMBERSHIP

1. Membership is open to all persons, civilian or military, who desire to support a strong Submarine Force. The League shall have three classes of members as delineated in the Articles of Incorporation: Individual, Allied (a class of members comprised of accredited representatives of allied nations), and Corporate Benefactor (also known as Corporate Member). Individual members shall be regular, life, student, or honorary members. Corporate Benefactor membership will entitle the organization to a specific number of Individual memberships as determined by the Board. Only Individual and Allied members shall be entitled to vote. Only United States citizens are eligible to serve on the Board. Individual members who are not United States citizens must be approved by the President of the League.
2. Application for membership shall be made in writing to the National Headquarters of the League.
3. Requests for termination of membership may be submitted at any time in writing to the National Headquarters of the League. There shall be no rebate of dues because of termination of membership.
4. Membership dues shall be fixed from time to time by the Board and shall be collected by the National Headquarters of the League.

Article V LEAGUE MEETINGS

1. Annual Meeting. The League shall meet at least annually for the purpose of publishing the results of elections, receiving annual reports of Officers, and receiving such other reports as the President of the League may desire, presenting such awards as may be conferred, and transacting such other business as may be properly brought before the meeting.
2. Notice of Annual Meeting. At least thirty days but no more than sixty days prior to the date of the annual meeting, members shall be notified of the time and place of the annual meeting and shall be notified of the matters to be considered at the annual meeting.
3. Special Meetings. Special meetings of the League may be called by the Chair of the Board, the President of the League, a majority of the Board, or one-tenth of all regular and life Individual members. At least ten days but no more than sixty days prior to the date of the special meeting, members shall be notified of the time and place of the special meeting and shall be notified of the matters to be considered at the special meeting.
4. Quorum. Those Individual members present in person shall constitute a quorum for the conduct of business.
5. Proxy. No member may vote by proxy.



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Article VI BOARD OF DIRECTORS

1. **Membership.** The League shall be governed by a Board. Only Individual members of the League are eligible to be Directors. The voting members of the Board shall consist of the immediate past Chair of the Board and a minimum of twenty to a maximum of twenty-four elected Directors. Directors normally shall be elected for a term of four years and normally shall not be eligible to succeed themselves for more than one additional term of four years unless special exception is granted by the Board. Director terms shall be structured so that approximately one-fourth expire each year.

2. **Election of Directors.** Annual elections of Directors normally shall be held in conjunction with the annual meeting. The President of the League shall send a ballot to each Individual member at least forty-five days before the date of the annual meeting. Elections of Directors shall be structured such that approximately one-fourth of the Directors shall be elected each year. Directors shall be elected by a majority of all votes cast by Individual members. A Director may resign at any time by written resignation to the President of the League.

3. **Powers and Duties.** The Board, within the limitations of applicable law, the Articles of Incorporation, and these Bylaws, is responsible for overseeing the strategy, operations, and management of the League. In all actions taken by the Board, the Directors are expected to exercise their best judgment in what they reasonably believe to be the best interests of the League. In discharging this obligation, each Director may rely upon Board committees of which the Director is not a member, the League's Officers, outside advisors, and independent auditors. Each Director is expected to spend the time and effort necessary to properly discharge the Director's responsibilities. The Board is responsible for the following:

- a. Establishing League policies and objectives.
- b. Establishing and maintaining criteria for membership.
- c. Establishing and maintaining League employment policies.
- d. Establishing Board term limits and election procedures.
- e. Overseeing management of the League's assets, to include ensuring that assets of the League are in safe custody and as appropriate, invested in accordance with prudent standards and consistent with League objectives.
- f. Directing regular and special audits of the financial accounts of the League to be made by a firm of certified public accountants.
- g. Establishing committees required for prudent League management and approving committee assignments and chairs.
- h. Initiating, implementing, and executing any measures necessary in its judgment to further the interests of the League and to achieve its objectives.



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i. Assessing the major risks facing the League and the options for their mitigation.

4. Meetings. The Board shall meet at least annually at such time and place and upon such notice as the Chair of the Board may determine. Special meetings of the Board shall be held at the call of the Chair of the Board or the President of the League, or at the request of five members of the Board.

5. Quorum. One-third of the Directors in office shall constitute a quorum for the transaction of routine business with the exception that a majority vote of the Directors in office is required for the election of Officers, the temporary election of Directors prior to the next annual meeting, major financial commitments in excess of five percent of the total annual budget, and major policy matters to include amendments to the Articles of Incorporation and Bylaws, and creation and disestablishment of Chapters.

6. Vacancies. All vacancies on the Board and any directorship to be filled by reason of an increase in the number of Directors allowed may be temporarily filled by a majority vote of the Directors in office. The term of a Director so elected shall expire at the next annual meeting.

7. Ex officio Membership. The Presidents of Chapters shall be ex officio members of the Board, without vote if not duly elected as Directors. The Counsel and Directors Emeriti also shall be ex officio members of the Board without vote.

8. Compensation. The Directors shall serve without monetary compensation; however, they may be reimbursed for travel and per diem expenses in the conduct of League business.

Article VII CHAIR OF THE BOARD

1. A Chair of the Board shall be elected from among the Directors by a majority vote of the Directors in office. The Chair of the Board may serve until the end of the Chair of the Board's directorship.

2. The Chair of the Board shall be the senior elected representative of the League and shall preside at Board and Executive Committee meetings.

3. In addition to the duties of all Board members as set forth above, the specific responsibilities of the Chair of the Board include, but are not limited to, the following:

a. Providing leadership to the Board; convening and chairing its meetings.

b. Overseeing the Board's discharge of its duties.

c. Coordinating the scheduling of meetings of the Board.

d. Overseeing the proper flow of information to the Board and reviewing the adequacy and timing of documentary materials in support of League proposals.

e. Acting as liaison between the Board and other League leadership.



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- f. Taking primary responsibility for shaping Board agendas in collaboration with other League leadership.
- g. Together with the President of the League, representing the League with various constituencies.
- h. Carrying out other duties as requested by the President of the League and the Board as a whole, depending on need and circumstance.

Article VIII BOARD COMMITTEES

1. In view of the size of the Board and the infrequency of its meetings, most of the preparatory work for Board discussions shall be done in committees. The Board committees are to be structured to make it possible for the Board to carry out its review and approval, monitoring, directing, and reporting responsibilities.
2. Each committee shall have its own written charter approved by the Board that addresses the committee's purpose, authority, and responsibilities. Each committee shall review its charter on an annual basis and submit any recommended changes for approval by the Board.
3. The standing committees of the Board are the Executive, Audit, Finance, Nominating, and Governance Committees.
4. The Board has the authority to establish, modify, or suspend committees on either a permanent or ad hoc basis, with the exception of the standing committees.
5. Executive Committee
 - a. The Executive Committee shall be composed of at least five voting Directors. The Chair of the Board shall be a member and Chair of the Executive Committee. The President of the League, Vice President, Secretary, and Treasurer also shall be members of the Executive Committee. The Executive Director and the Counsel shall be ex officio, non-voting members of the Executive Committee. A minimum of three voting Directors who are members of the Executive Committee shall constitute a quorum.
 - b. The Executive Committee shall execute all powers of the Board when the Board is not in session except as to election of Directors and Officers, amendment to the Articles of Incorporation or Bylaws, and financial commitments in excess of five percent of the total annual budget unless specifically authorized by the Board. All financial commitments and major policy initiatives authorized by the Executive Committee must be by unanimous vote of the voting members of the Executive Committee present. All actions authorized by the Executive Committee shall be presented to the Board at the next meeting of the Board.
 - c. The Executive Committee shall nominate the League Officers, committee members, and committee chairs for review and approval by a majority of the Directors in office.



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d. The Executive Committee shall approve the Executive Director's compensation plan for administrative staff and, in consultation with the Board, determine the compensation of the Executive Director.

6. Audit Committee

a. The Audit Committee shall be composed of at least three voting Directors. The Vice President shall be a voting member of the Audit Committee. A minimum of three voting Directors who are members of the Audit Committee shall constitute a quorum.

b. The Audit Committee is responsible for overseeing the League's financial reporting and disclosure process, monitoring internal controls over the League's financial accounting, and engaging an independent auditor. All actions authorized by the Audit Committee shall be presented to the Board at the next meeting of the Board.

7. Finance Committee

a. The Finance Committee shall be composed of at least three voting Directors. The Treasurer shall be a voting member of the Finance Committee. A minimum of three voting Directors who are members of the Finance Committee shall constitute a quorum.

b. The Finance Committee is responsible for overseeing the establishment of an annual budget, monitoring the League's revenues and expenditures, balance sheet, and investments, establishing investment policies for Board approval, and engaging external investment managers. All actions authorized by the Finance Committee shall be presented to the Board at the next meeting of the Board.

8. Nominating Committee

a. The Nominating Committee shall be composed of at least three voting Directors. The Secretary shall be a voting member of the Nominating Committee. A minimum of three voting Directors who are members of the Nominating Committee shall constitute a quorum.

b. The Nominating Committee is responsible for overseeing nominations for League awards and nominations of Director candidates. In nominating Director candidates, the Nominating Committee shall consider membership demographics to provide a slate of Director candidates which, to the extent practicable, truly represents the League. Normally, the Nominating Committee shall solicit recommendations for Director candidates from active Chapters. Nominations for the annual election of Directors shall be provided in writing to the President of the League at least sixty days before the date of the annual meeting. Nominations for awards shall be reported to the President of the League.

9. Governance Committee

a. The Governance Committee shall be composed of at least three voting Directors. The President of the League shall be a voting member of the Governance Committee; the Counsel shall be an ex officio, non-voting member of the Governance Committee. A minimum of three voting Directors who are members of



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the Governance Committee shall constitute a quorum.

b. The Governance Committee is responsible for recommending policies of governance designed to reflect best practices of non-profit governance, recommending guidelines to the Nominating Committee for identifying Director candidates, and advising the Board regarding potential changes to the League's governing documents. The Governance Committee shall recommend committee assignments and chairs to the Executive Committee.

Article IX DIRECTORS EMERITI

The Board may from time to time award by majority vote of the Directors in office the honorary title of Director Emeritus to an Individual member who has provided extraordinarily distinguished service as a Director and whose continued counsel is actively sought by the Board. A Director Emeritus shall not be a current Board member.

Article X NAVY LIAISON ADVISORS

The Board, upon approval of a majority of Directors in office, may from time to time invite military personnel, civilian appointees, or employees of the Department of the Navy to become Navy Liaison Advisors to the Board. Such Navy Liaison Advisors may attend meetings of the Board, the Advisory Council, or any committee of the League and participate in discussions of matters of mutual interest, but they shall neither be voting members nor be involved in the management or control of the League.

Article XI OFFICERS

1. The Officers of the League shall, as a minimum, include a President of the League, Vice President, Secretary, Treasurer, Executive Director, and Counsel. The Officers, with the exception of the Executive Director and Counsel, shall be elected from among the Directors by a majority vote of the Directors in office, for a term to match the term of their directorships. With the exception of the Counsel, two or more offices may be held by the same person, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required by law, the Articles of Incorporation, or these Bylaws to be executed, acknowledged, or verified by two or more Officers.

2. The Board may elect or appoint such other Officers and agents as it shall deem necessary, who shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined by the Board.

3. The Officers, with exception of the Executive Director, shall serve without monetary compensation; however, they may be reimbursed for travel and per diem expenses in the conduct of League business.

4. If the office of any elected Officer becomes vacant for any reason, the vacancy shall be filled by the Board.



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Article XII PRESIDENT OF THE LEAGUE

1. The President of the League shall be the Chief Executive Officer of the League. The President of the League shall have general and active management of the business of the League, subject to the instructions of the Board, and shall have such other powers as ordinarily accompany the office.

2. In the absence of the Chair of the Board, the President of the League shall preside and shall also perform such other duties and exercise such powers as are assigned to the Chair of the Board.

3. The President of the League shall be a member of the Board, Executive Committee, and Governance Committee.

4. In addition to the duties of all Board members as set forth above, the specific responsibilities of the President of the League include, but are not limited to, the following:

a. Administering the affairs of the League subject to the policy guidance of the Board.

b. Supervising procedures, programs, and directives to carry out policies of the League.

c. Overseeing the budget and investment of League funds.

d. Ensuring the preparation and distribution of annual meeting materials to members.

e. Presiding at the annual meeting.

f. Together with the Chair of the Board, representing the League with various constituencies.

g. Carrying out other duties as requested by the Chair of the Board and the Board as a whole, depending on need and circumstance.

Article XIII VICE PRESIDENT

1. The Vice President shall be assigned such duties as the President of the League may direct. In the absence of the President of the League, the Vice President shall perform such other duties and exercise such powers as are assigned to the President of the League.

2. The Vice President shall be a member of the Board, Executive Committee, and Audit Committee.



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Article XIV SECRETARY

1. The Secretary shall be responsible for the coordination of the administrative functions supporting the activities of the League, including administration and certification of elections. The Secretary shall perform such other additional duties as the President of the League may direct.
2. The Secretary shall be a member of the Board, Executive Committee, and Nominating Committee.

Article XV TREASURER

1. The Treasurer shall be the controller of the finances and accounts of the League under the oversight of the President of the League. The Treasurer shall render an annual report and such special reports as may be called for by the Board. The Treasurer shall perform such other additional duties as the President of the League may direct.
2. The Treasurer shall be a member of the Board, Executive Committee, and Finance Committee.

Article XVI COUNSEL

1. The Counsel shall be a legal advisor to the Board and Executive Director. While serving as the Counsel, the Counsel shall not be a Director and shall not hold another League office. The Counsel shall perform such other additional duties as the President of the League may direct.
2. The Counsel shall be an ex officio, non-voting member of the Executive and Governance Committees.
3. The Counsel shall be appointed by the Chair of the Board.

Article XVII EXECUTIVE DIRECTOR

1. An Executive Director shall be appointed by the Executive Committee in consultation with the Board.
2. The Executive Director shall be responsible for the day-to-day conduct of the business of the League. In addition to such other authority as the President of the League may delegate, the Executive Director shall have specific authority to seek out and employ professional and administrative staff persons. The Executive Director shall otherwise direct the course of the League within the framework of the policies, goals, programs, and budget approved by the Board. The Executive Director shall perform such other additional duties as the President of the League may direct.
3. The Executive Director shall be an ex officio, non-voting member of the Executive Committee and shall serve on the Editorial Review Board.



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4. The duties of the Executive Director shall include, but not be limited to, the following:
 - a. Collecting and disbursing the funds of the League subject to the supervision of the Board
 - b. Contracting for such services and supplies as are necessary for operations of the League.
 - c. Preparing an annual budget and periodic financial statements for review by the Finance Committee and approval by the Board.
 - d. Keeping the roster of members, a record of the status of annual dues, and the minutes of all membership meetings of the League and meetings of the Board.
 - e. Keeping the Seal of the League and custody of correspondence records.
 - f. Reviewing, on behalf of the Editorial Review Board, content for website and other electronic media.
 - g. Appointing and removing administrative staff, fixing their compensation within budgetary limits and according to a compensation plan approved by the Executive Committee, and issuing and enforcing such orders and regulations as may be considered necessary for the control of staff activities.
 - h. Leading the National Headquarters and directing the activities of the National Headquarters staff.

Article XVIII LEAGUE CHAPTERS

1. Organization and Function of Chapters. Chapters shall assist regionally and locally in carrying out the objective and purpose of the League.
2. Creation of Chapters. Upon receipt of a petition signed by not less than fifty Individual members who reside in close geographical proximity to each other, stating their desire to form a Chapter, the Board may by majority vote of the Directors in office elect to create a Chapter if its establishment would further the objective and purpose of the League. In addition, the Board may establish Chapters with less than fifty members when such action is determined to be in the best interests and supports the objective and purpose of the League. Upon approval of the petition, delineation of geographical limits of the Chapter and approval of its name and Bylaws by the Board, a meeting for the inauguration of the Chapter shall be authorized. After such a meeting, a charter signed by the Chair of the Board and the President of the League shall be issued to the Chapter.
3. Disestablishment of Chapters. Chapters shall be disestablished and geographical limits changed by majority vote of the Directors in office when such action is determined to be in the best interests of the League.
4. Administration. Chapters shall be subject to oversight and regulation by the President of the League acting for the Board.



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5. Chapter Grants. Chapters will be issued a grant based on their annual budget requests for use in local programs. The amount granted will be determined and approved by the Board. At the end of the fiscal year, the Chapter will provide an annual report of the use of their funds.

Article XIX ADVISORY COUNCIL

1. The League shall be advised by a body to be known as the Advisory Council. The Advisory Council will consist of a minimum of ten people, at least five of whom are Individual members. The Council Chair, designated by the Chair of the Board, will be other than a current Director. Each Council member will be appointed by the Council Chair for one term of four years. The Council Chair may serve two four-year terms. The League will be represented at Advisory Council meetings by the Chair of the Board, President of the League, or Executive Director.

2. The primary objective of the Advisory Council is to provide advice and to support the goals and objectives of the League. The Advisory Council will meet at least annually for discussion and to provide advice to the Chair of the Board, President of the League, and Executive Director on problems and issues deemed essential to the League.

3. Other Advisory Council meetings shall be held at the call of the Council Chair.

Article XX EDITORIAL REVIEW BOARD

1. The League shall have an Editorial Review Board that reports to the President of the League. The Editorial Review Board shall be composed of at least six Individual members, including the Executive Director, the Editor of *The Submarine Review*, and at least one additional voting Director. With the exception of the Executive Director, Editorial Review Board members shall be appointed by the President of the League for a term of three years and shall be eligible to succeed themselves for one additional term of three years. An Editorial Review Board member may resign at any time by written resignation to the President of the League.

2. The Editorial Review Board is responsible for reviewing the planned content of League publications (e.g., magazines, papers, brochures, pamphlets, videos) to ensure accuracy and conformance to the League's interests and objectives. The Editorial Review Board is also responsible for determining the winners of the League's literary prizes.

Article XXI INDEMNIFICATION

1. Right to Indemnification. The League shall indemnify a Director, Officer, employee, or agent of the League made a party to any proceeding because that person is or was a Director, Officer, employee, or agent, against liability incurred in such a proceeding, including a proceeding by and in the right of the League. The League shall advance or reimburse reasonable expenses incurred by such a party, except that



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the League shall not indemnify such a person against (i) willful misconduct, (ii) a knowing violation of criminal law, or (iii) liability deriving from operation of a motor vehicle.

2. Determination of Indemnification. Upon application of the Director, Officer, employee, or agent, a determination whether or not to indemnify will be made by a majority vote of disinterested Directors in office with the assistance of special legal counsel, if deemed necessary by the Board.

3. Indemnification Not Exclusive. The foregoing indemnification shall not be deemed exclusive of any other right to which one so indemnified may be entitled, both as to action in an official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors, and administrators of any such person.

4. Insurance and Other Indemnification. The Board shall have the power to purchase and maintain, at the League's expense, insurance on behalf of the League and on behalf of others to the extent that power to do so has been or may be granted by statute and to give other indemnification to the extent permitted by law.

Article XXII

MISCELLANEOUS

1. League Obligations. All obligations incurred by the League shall be solely League obligations and no personal liability whatsoever shall attach to, or be incurred by, any member, Officer, or Director by reason of such obligations.

2. Employment of Government Employees. No current Government employee shall serve as a salaried employee of the League, but this shall not prohibit the acceptance of articles from all categories of governmental employees for use in the publications of the League. Government employees may serve in any elected office provided they are Individual members and such service does not impose a conflict of interest or violate any Government regulations.

3. Fiscal Year. The fiscal year of the League shall begin on the first day of April each year.

4. Terms of Office. Terms of office begin with the League's annual membership meeting when election results are announced.

5. Removal from Office and Membership Termination. Any Director, Officer, or agent may be removed from office and any membership may be terminated by majority vote of the Directors in office for cause prejudicial to the League after due notice and opportunity to be heard. The rights and privileges of Individual members shall normally terminate on the last day of the month following the expiration of their membership unless special exception is made by the President of the League.

Article XXIII

AMENDMENTS

Resolutions for amendments to Articles of Incorporation or Bylaws shall be adopted by the Board if a




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majority of the Directors in office vote in favor thereof, at any meeting of the Board, or by unanimous consent to action taken as authorized by law, present or future, whether or not notice of intention to amend the Articles of Incorporation or the Bylaws has been previously given.

The resolutions for amendments must be forwarded by the Board to the membership for vote and adoption only if required by governing law.*

Article XXIV EFFECTIVE DATE

These Bylaws shall be effective as approved by the Board on November 17, 2021.



John P. Cottrell
Secretary

* As of the date of this revision, Virginia Law requires membership approval for amendments to the Articles of Incorporation (VA Code 1950, Section 13.1-886), but not for amendments to the Bylaws (VA Code 1950, Section 13.1-892).