



# BY-LAWS of the NAVAL SUBMARINE LEAGUE

## Article I NAME AND SEAL

The name of this organization shall be the NAVAL 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 forum on professional 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. Publically recognize professional excellence in the Submarine Force and pursue opportunities to promote Submarine Force esprit de corps, and
  - 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 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 interests of the League.



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## Article IV MEMBERSHIP

1. Membership is open to all men and women, 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, and Corporate Benefactor. Individual members shall be regular, life, student, or honorary members. Corporate Benefactor membership will entitle the Corporation to a specific number of Individual memberships as determined by the Board of Directors. Only Individual members shall be entitled to vote and hold elected League offices.
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 of Directors 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 at a time and place determined by the Board of Directors for the purpose of publishing the results of elections, receiving annual reports of Officers, and such other reports as the Board of Directors 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 prior to the date of the annual meeting, members shall be notified of the time and place of the meeting and also 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 Chairman of the Board, the President, a majority of the Board of Directors, or one-tenth of all members. Members shall be notified of the time and place of special meetings at least ten days before such meeting.
4. Quorum. Those members present in person shall constitute a quorum for the conduct of business.
5. Proxy. No member may vote by proxy.

## Article VI BOARD OF DIRECTORS

1. Membership. The League shall be governed by a Board of Directors. Only members of the League are eligible to be Directors. The voting members of the Board shall consist of the immediate past Chairman of the Board of Directors of the League and a minimum of twenty to a maximum of twenty four elected Directors. Directors shall normally be elected for a term of four years and shall normally not be eligible



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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 shall be normally held in conjunction with the League annual meeting. The President shall send a ballot to each League member at least forty-five days before the date of the League annual membership 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 League members. A Director may resign at any time by written resignation to the President of the League.

3. Powers and Duties. The Board of Directors within the limitations of applicable law, the Articles of Incorporation, and these By-Laws, 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 of the League is expected to spend the time and effort necessary to properly discharge the Director's responsibilities. The Board of Directors 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 the management of the League's assets including ensuring that assets of the League are in safe custody, and as appropriate, invested in accordance with prudential 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 membership and chairmen.
- h. Initiating, implementing, and executing any measures necessary in its judgment to further the interests of the League and achieve its objectives.
- i. Assessing the major risks facing the League and the options for their mitigation.

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



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the Board of Directors. One-third of the Directors in office shall constitute a quorum for the transaction of routine business with 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 League annual meeting, major financial commitments in excess of three percent of the total annual budget, and major policy matters to include amendments to the Articles of Incorporation and By-Laws, and creation and disestablishment of Chapters.

5. Vacancies. All vacancies on the Board of Directors 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 League annual meeting.
6. Ex-officio Membership. The Vice President, Secretary, Treasurer, Counsel, Presidents of Chapters, and Directors Emeriti, if any, shall be ex-officio members of the Board of Directors without vote if not duly elected as members of the Board of Directors.
7. Compensation. The Board of 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 CHAIRMAN OF THE BOARD

1. A Chairman of the Board shall be elected from among the Directors by a majority vote of the Directors in office. The Chairman of the Board shall be elected for a term to match the term of his directorship.
2. The Chairman of the Board shall be the senior elected representative of the League; he shall preside at all League meetings and Board of Directors meetings.
3. In addition to the duties of all Board members as set forth above, the specific responsibilities of the Chairman of the Board are as follows:
  - 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 and working with Committee Chairmen to coordinate the schedule of Committee meetings.
  - 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; consulting with all Directors to ensure that Board agendas and information enable the Board to fulfill its primary responsibilities.

g. Together with the President, representing the League with various constituencies at the discretion of the Board of Directors.

h. Carrying out other duties as requested by the President and the Board as a whole, depending on need and circumstance.

### Article VIII BOARD COMMITTEES

1. In view of the size of the Board of Directors 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 of Directors that addresses the committee's purpose, authority, and responsibilities. Each committee shall review its charter on an annual basis and submit any recommended changes to the Board of Directors.

3. The standing committees of the Board of Directors are the Executive, Audit, Financial, and Nominating Committees.

4. The Board of Directors has the authority to establish, modify, and 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 Chairman of the Board of Directors shall be a member and Chairman of the Executive Committee. The President shall also be a member of the Executive Committee. Other Officers who are not members of the Board of Directors and the Executive Director shall be ex-officio, non-voting members of the Executive Committee. A minimum of three voting members shall constitute a quorum.

b. The Executive Committee shall execute all powers of the Board of Directors when the Board is not in session except as to election of Directors and Officers, amendment to the Articles of Incorporation and By-Laws, and financial commitments in excess of three 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 members present. All actions authorized by the Executive Committee shall be presented to the Board at the next following meeting of the Board of Directors.



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c. The Executive Committee shall nominate the League Officers, committee members, and committee chairmen for review and approval by a majority of the Directors in office.

6. The Audit Committee shall be composed of at least three voting Directors. The Vice President of the League, if not a member of the Board of Directors, shall be an ex-officio, non-voting member of the Audit Committee. A minimum of three voting members shall constitute a quorum. 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 following meeting of the Board of Directors.

7. The Financial Committee shall be composed of at least three voting Directors. The Treasurer of the League, if not a member of the Board of Directors, shall be an ex-officio, non-voting member of the Financial Committee. A minimum of three voting members shall constitute a quorum. The Financial 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 Financial Committee shall be presented to the Board at the next following meeting of the Board of Directors.

8. The Nominating Committee shall be composed of at least three voting Directors. The Secretary of the League, if not a member of the Board of Directors, shall be an ex-officio, non-voting member of the Nominating Committee. A minimum of three voting members shall constitute a quorum. 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. The Nominating Committee shall normally solicit recommendations for Director candidates from active Chapters. Nominations for the annual election of Directors shall be provided in writing to the President at least sixty days before the date of the League annual meeting. Nominations for awards shall be reported to the President.

### **Article IX DIRECTORS EMERITI**

The Board of Directors may from time to time award by majority vote of the Directors in office the honorary title of Director Emeritus to a member who has provided extraordinarily distinguished service as a Director of the League and whose continued wise counsel is actively sought by the current Board of Directors.

### **Article X NAVY LIAISON ADVISORS**

The Board, upon approval of a majority of Directors in office, may from time to time invite military personnel and civilian appointees or employees of the Department of the Navy to become Navy Liaison Advisors to the Board of Directors. Such Navy Liaison Advisors may attend meetings of the Board of Directors, the Advisory Council, or any Committee of the League and participate in discussions of



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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, Vice President, Secretary, Treasurer, Counsel, and Executive Director. The President shall be elected by a majority vote of the Directors in office from among the Directors for a term to match the term of his directorship. Other Officers, with the exception of the Executive Director, shall be elected by a majority vote of the Directors in office from the League membership for such term as the Board shall prescribe or until their successors are duly elected and qualified. 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 League Articles of Incorporation, or these By-Laws to be executed, acknowledged or verified by two or more Officers.
2. The Board of Directors 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 of Directors.
3. The Officers of the League, 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 of Directors.

## Article XII PRESIDENT

1. The President shall be the Chief Executive Officer of the League. He shall have general and active management of the business of the League, subject to the instructions of the Board of Directors, and shall have such other powers as ordinarily accompany the office. In the absence of the Chairman, the President shall preside and shall also perform such other duties and exercise such powers as are assigned to the Chairman of the Board of Directors. The President shall be a member of the Board of Directors and the Executive Committee. He shall be assisted by, and may delegate functions to, an Executive Director of the League, as hereinafter provided for. The duties of the President include, but are not limited to the following:
  - a. Administering the affairs of the League subject to the policy guidance of the Board of Directors.
  - b. Executing procedures, programs, and directives to carry out policies of the League.



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- c. Collecting and disbursing the funds of the League subject to the supervision of the Board of Directors, and shall have the power to contract for such services and supplies as are necessary for the operations.
- d. Overseeing the investment of League funds under the direction of the Board of Directors and the Financial Committee.
- e. Preparing an annual budget and periodic financial statements for review by the Financial Committee and approval by the Board of Directors.
- f. Appointing and removing members of the administrative staff, fixing their compensation within budgetary limits and according to a compensation plan approved by the Board of Directors, issuing and enforcing such orders and regulations as he may consider necessary for the control of staff activities. The President shall perform such other functions and exercise such powers as shall be delegated or assigned to him by the Board of Directors or as shall reasonably pertain to his position as President.
- g. Leading the National Headquarters and directing the activities of the Headquarters staff.
- h. Overseeing the preparation and distribution of annual meeting materials to members.

### **Article XIII                      VICE PRESIDENT**

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

### **Article XIV                      SECRETARY**

The Secretary shall keep or cause to be kept, the minutes of all membership meetings of the League and meetings of the Board of Directors and the roster of members and record of status of annual dues. The Secretary shall be the keeper of the Seal of the League and have custody of the correspondence records. The Secretary shall also 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 may direct.

### **Article XV                      TREASURER**

The Treasurer shall be the controller of the finances and accounts of the League under the direction of the President. The Treasurer shall render an annual report and such special reports as may be called for by the Board of Directors. The Treasurer shall perform such other additional duties as the President may direct.





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## Article XVI COUNSEL

The Counsel shall be the legal advisor to the Board of Directors and the Officers of the League. The Counsel shall perform such other additional duties as the President may direct.

## Article XVII EXECUTIVE DIRECTOR

1. An Executive Director of the League shall be appointed by the Executive Committee in consultation with the Board of Directors.
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 may delegate to him, the Executive Director shall have specific authority to seek out and employ professional and administrative staff persons. He shall otherwise direct the course of the League within the framework of the policies, goals, programs, and budget approved by the Board of Directors. The Executive Director shall perform such other additional duties as the President may direct.
3. The Executive Committee in consultation with the Board of Directors shall determine the compensation of the Executive Director.

## 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 50 individual members of the League residing in close geographical proximity to each other stating their desire to form a Chapter, the Board of Directors 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 of Directors 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 By-Laws by the Board of Directors, a meeting for the inauguration of the Chapter shall be authorized. After such a meeting, a charter signed by the Chairman 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 acting for the Board of Directors.



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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 of Directors. At the end of the fiscal year, the Chapter will provide an annual report of the use of their funds.

## Article XIX NSL ADVISORY COUNCIL

1. The League shall be advised by a body to be known as the NSL Advisory Council. The Advisory Council will consist of a minimum of ten League members comprised of both senior executives of the submarine industry and distinguished submarine officers. The Council Chairman, designated by the Chairman of the Board, will be other than a current Officer or Director of the League. Each Council member will be appointed by the Chairman for a term of four years and shall normally not be eligible to succeed themselves for more than one additional term of four years unless special exception is granted by the Board. The League will be represented at NSL Advisory Council meetings by the Chairman, President, and Executive Director.

2. The primary objective of the Advisory Council is to improve communications and understanding within the League to fulfill the goals and objectives of the League. The Council will meet at least annually in conjunction with a Board meeting to discuss with and advise the Chairman of the Board, President, and Executive Director on problems and issues deemed essential to the League and form working group(s) as considered necessary. The Council Chairman will solicit position papers from Council members when complex recommendations or detailed comments are to be provided at a Council meeting.

3. Other Advisory Council meetings shall be held at the call of the Council Chairman. Discussions on previously planned topics including current issues and problems related to the planning, development, and procurement of elements of the Submarine Force can be presented if requested by the Council Chairman.

## Article XX EDITORIAL REVIEW BOARD

The League shall have an Editorial Review Board that reports to the President. The Editorial Review Board shall be composed of at least six League members including the Executive Director, the Editor of the *Submarine Review*, and at least one additional voting Director. 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 nominating candidates to the President for 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 he is or was a Director, Officer, employee or agent,



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against liability incurred in such a proceeding, including a proceeding by and in the right of the League; and shall advance or reimburse the reasonable expenses incurred by such a party, except that the League shall not indemnify such a person against (i) his willful misconduct, (ii) a knowing violation of the criminal law or (iii) if liability derives from the operation of a motor vehicle.

2. Determination of Indemnification. Upon application of the Director, Officer, employee, or agent, the determination to indemnify will be made by a majority vote of disinterested Directors in office with the assistance of special legal counsel as the Board may deem necessary.

3. Indemnification Not Exclusive. The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in his 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 of Directors 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 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 of the League by reason of such obligations.

2. Employment of Government Employees. No Government employee (except retired personnel) 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 of the League 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. All terms of office shall correspond to the League's annual membership meeting.

5. Removal of 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 League President.



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## Article XXIII AMENDMENTS

Resolutions for amendments to Articles of Incorporation and By-Laws shall be adopted by the Board of Directors if a majority of the Directors in office vote in favor thereof, at any meeting of the Board of Directors, 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 By-Laws has been previously given. The resolutions for amendments must be forwarded by the Board of Directors to the membership for vote and adoption only if required by governing law.\*

## Article XXIV EFFECTIVE DATE

These By-Laws shall be effective as approved by the Board of Directors on 1 February 2012

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s/C. J. Ihrig  
C. J. Ihrig  
Captain, USN (Ret)  
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 By-Laws (VA Code Section 13.1-892)