

By-Laws Amendment Listing

1. October 7, 1994
2. December 3, 1999 Eliminated one year requirement for board members.
3. November 2, 2001 Eliminated one year previous Board member requirement for President and changed President to a 2 year term of office. Deleted Committees of Directors having same rights as President and Secretary. Added 3 functional committees.
4. December 5, 2003 Increased allowed Board members from a total of 15 to a total of 21.
5. December 3, 2004 Name Council IAW National Council Handbook. Increase number of Board members from 21 to 30; add Youth Programs committee, Change indicating Treasurer can not sign checks, and add 2nd Vice President officer position.

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

ARTICLE I

DIRECTORS

Section 1. General Powers. The affairs of the Non-profit Corporation, Charter number 0129211301, shall be managed by its Board of Directors. The corporation under the Texas Non-Profit Corporation Act is to have and exercise all rights and powers conferred on non-profit corporations under the laws of Texas. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code. The Kingsville Navy League is part of the National Navy League group 501.c.3 group and the Group Exemption Number (GEN), which applies to our local council is 3276. Additionally, our employer 9 digit Employer Identification Number (EIN) is 74-2687382.

Section 2. Number. The Board of Directors shall consist of up to 30 persons. In addition to the 30 board members, a Kingsville Council member serving as a National Officer or Director, or a Kingsville Council member that is a National Director Emeritus, shall be a voting member of the Board of Directors while serving in a National capacity.

Section 3. Election and Term of Office. Directors shall serve a term of office of three (3) years beginning January 1 of the calendar year following their election. The Board of Directors shall hold timely elections in the fall of each year to elect new directors to replace those whose terms are to expire on January 1 of the coming year. Each year, 10 of the 30 members of the Board of Directors will end their 3 year term of office.

Section 4. Vacancies. Vacancies on the Board of Directors shall be filled by a vote of the remaining Directors then serving. A vacancy shall occur upon the death, resignation, or failure of a Director to attend three (3) consecutive meetings of Directors whether annual, special or regular; provided however, for good cause shown, the remaining Directors may by resolution duly adopted, re-elect or reinstate a Director whose position had become vacant from non-attendance. Any Director may be

removed from office by a vote of two thirds (2/3rds) of all other Directors then serving. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors then serving for the un-expired portion of the term of the departed Board member.

Section 5. Annual Meeting. The Annual Meeting of the Board of Directors shall be held at The Club, NAS Kingsville (or at such other location designated by the President with prior timely notice given to the Directors) on the first Friday of the Month of January in each year, at 12:00 o'clock noon for the purpose of installing new Directors and Officers and for such other business that may come before the Meeting.

Section 6. Monthly Meetings. The Board of Directors will meet monthly on the first Friday of each Month at 12:00 o'clock noon. Meetings of the Board of Directors may be held at whatever place is specified by these By-Laws, the Board of Directors or the Officer or Director duly calling the meeting. The Club, NAS Kingsville is designated for all meetings unless otherwise specified.

Section 7. Special Meetings. Special meetings may be called by the President, any two (2) officers, or by one third (1/3rd) of the then existing members of the Board of Directors. Notice shall be sent by regular United States mail, fax, or by email to the last known mailing address, email address or fax number of each Director (as shown in the Corporate Minutes) at least three (3) days before the meeting. Oral notice may be substituted for such written notice if given not later than two (2) days before the meeting. Notice of the time and place of such meeting may be waived in writing by all members of the Board of Directors before or after such meeting and in such event shall be equivalent to the giving of notice. Attendance of a Director at such meeting shall constitute a waiver of notice thereof, except where he or she attends for the announced purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as otherwise herein provided, neither the business to be transacted, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice of such meeting. The Secretary shall maintain a list of the Directors of the Corporation. It shall be the responsibility of the Secretary to obtain the residence address, email address or fax number of each Director and such address as designated by the Director shall be the address for notice purposes until such time as the Secretary is advised in writing of a change in address by the affected Director.

Section 8. Quorum. One-third (1/3rd) of the number of current Directors shall constitute a quorum for the transaction of business, but a smaller number may adjourn from time to time until they can secure the attendance of a quorum. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any annual or special Directors meeting may be adjourned from time to time by those present, whether a quorum is present or not.

Section 9. Compensation - Indemnity. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, any Director may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him in connection with any claim asserted against him, or action in court or otherwise, by reason of his being or having been such Director, except in relation to matters as to which he or she shall have been guilty of gross negligence or willful misconduct in respect of the matter in which indemnity is sought.

Section 10. Powers and Duties of Directors. The Board of Directors shall have general charge of the affairs, property and assets of the Kingsville Council of Navy League, Inc.. It shall be the duty of the Directors to carry out the aims and purposes of the Corporation and, to this end, manage and control all of its property and assets. In carrying out its duties, the Board of Directors is authorized to elect officers to employ or arrange for the services or such persons, including attorneys, accountants, agents and assistants, as in its opinion are necessary or desirable for the proper administration of the Corporation, and to pay reasonable compensation for services and expenses thereof. The Board of Directors may also, from time to time, appoint and retain as non-voting "Advisory Directors" whose advice, assistance or support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes.

Section 11. Action Without a Meeting. Any action required or permitted by law, the Articles of Incorporation, or these By-Laws; to be taken at a meeting of the Board of Directors or of any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the Directors or of such committee, and such consent is filed with the Minutes of the Board or such committee.

ARTICLE II

OFFICERS

Section 1. Officers. The officers of the Corporation shall be; a President, a 1st Vice-President, a 2nd Vice President, a Secretary, and a Treasurer. The Board of Directors may also elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers shall be elected annually in the fall of each year by the Board of Directors, excluding the President, who shall be elected to a two (2) year term. The President shall remain a Board member until the completion of his term as President, exempt from the three (3) year term of Board members. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its sole judgment and discretion, the best interests of the Corporation would be served thereby.

Section 4. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and, in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. 1st and 2nd Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the 1st Vice President, 2nd Vice President, Treasurer, in that order, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. In

the absence of a Council Officer, any board member may be designated to perform the duties of President. Any Vice President (first or second) shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation ; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositaries as shall be selected by the Board of Directors; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporation records; keep a register of the post office address or email address of each Board member; and in general perform all duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of the Board of Directors.

Section 9. Term of Office. Officers shall serve from January 1st through December 31st, or until their successor is elected.

ARTICLE III

COMMITTEES

Section 1. Functional Committees. The normal business of the Board of Directors of the Kingsville Council of Navy League, Inc. shall be divided among four functional committees. The four functional committees shall be Membership, Public Education, Youth Programs, and Naval Relations/Support. Each committee shall assume responsibility for those aspects of council activities as assigned by the current Board of Directors, but may not exercise the authority of the Board without prior approval.

Section 2. Functional Committee Membership. Each member of the Board of Directors shall be a member of at least one of the functional committees. Any board member removed from the Board due to resignation, death, or for cause may also be removed from the appropriate functional committee. Other Kingsville Navy League Members may be on a functional committee. These non board members may be removed at any time by the Board of Directors if the Board determines that said removal is in the best interest of the council.

Section 3. Functional Committee Chairman. The President shall appoint, a chairman to head each functional committee. Chairmen shall be appointed or re-appointed annually. The chairman shall be a member of the current Board of Directors.

Section 4. Other Committees. Other adhoc committees not having and exercising the authority of the Board of Directors in the management of the Council may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Members of such committees may include Board members, other members of Kingsville Council of Navy League, Inc., or other interested persons. Any member thereof may be removed by the Board of Directors at any time whenever in their sole judgement the best interest of the Council shall be served by such removal.

Section 5. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the motion of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE IV

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by motion of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by a designated (signature card record on file with bank) member of the board of directors, other than the Treasurer.

Section 3. Deposits. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose of the Corporation.

ARTICLE V

MISCELLANEOUS

Section 1. Books and Records. The Corporation 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 shall keep at the registered or principal office a record giving the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Director for any purpose at any reasonable time.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Corporate Seal. The Corporation shall not have a corporate seal.

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or by the By-Laws of the Corporation , a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VI

AMENDMENTS

Section 1. Power of Board Members to Amend By-Laws. The By-Laws of this Corporation may be amended, or added to, or new By-Laws may be adopted by a majority of the current Board of Directors at any meeting duly called, in whole or part, for such purpose or any annual meeting.

CERTIFICATE OF ADOPTION OF BY-LAWS

I, the under signed do hereby certify:

1. That I am the duly elected and acting Secretary of KINGSVILLE COUNCIL OF NAVY LEAGUE INC., a Texas non-profit corporation. .

2. That the foregoing By-Laws, comprising nine (9) pages constitute the amended By-Laws of said Corporation as duly adopted by the Board of Directors thereof, duly held on the 3rd day of December 2004.

3. IN WITNESS WHEREOF, I have hereunto subscribed my name.

Corporate Secretary