

The Young Marines of the Marine Corps League, Incorporated

By Laws

ARTICLE I ORGANIZATION

- A. **Name** -- The name of the organization is THE YOUNG MARINES of the MARINE CORPS LEAGUE, INCORPORATED, hereinafter referred to as “the Young Marines.”
- B. **Seal** -- The BoD shall provide a suitable corporate seal.
- C. **Change Name** -- The Young Marines may change its name by a vote of the membership body.
- D. **Authorization** -- The Young Marines were originally chartered by, and remain an affiliate of, the Marine Corps League, Inc. The Young Marines shall operate as a not-for-profit organization under Internal Revenue Service Code 501(c)(3), with contributions to the Young Marines being tax deductible by the donor.
- E. **Location** -- The location of the principle offices of the Young Marines shall be in Building #72 at 2770 Enterprise Way, Anacostia Annex, Washington, DC. 20024-0755, or at any location that may in the future be prescribed as the location of the National Headquarters of the Young Marines.
- F. **Fiscal Year** -- The Young Marine fiscal year will be 01 October – 30 September

ARTICLE II PURPOSES

The following are the purposes for which the Young Marines has been organized:

- A. **Affiliation** -- The Young Marines is a recognized Service Education Program and the focal point for the Marine Corps’ youth Drug Demand Reduction Education program. It provides a positive alternative for youth and seeks to instill a sense of pride in themselves, in their community, and in their country.
- B. **Mission** -- The mission of the Young Marines is to positively impact America's future by providing quality youth development programs for boys and girls that nurtures and develops its members into responsible citizens who enjoy and promote a healthy, drug-free lifestyle.
- C. **Objectives** -- The Objectives of the Young Marines are:
 - 1) Promote the physical, moral, and mental development of its mentors
 - 2) Advocate a healthy, drug-free lifestyle through continual drug prevention education
 - 3) Instill in its members the ideals of honesty, fairness, courage, respect, loyalty, dependability, attention to duty, a love of your God, and fidelity to our country and its institutions
 - 4) Stimulate an interest in and respect for academic achievement and the history and traditions of the United States of America
 - 5) Promote physical fitness through the conduct of physical activities, including participation in athletic events and close order drill.

ARTICLE III MEMBERSHIP

- A. **Classes of Membership**
 - 1) **Adult Members**
 - a) Must be at least 18 years of age. Members must be registered and insured with National Headquarters. No adult is permitted to routinely work with the Young Marines unless they are properly registered with Young Marine National Headquarters and have been placed in the “active” file in the database. Refer to paragraph 3 below for non-registered adults.

- b) Elected members -- registered adults elected to the positions of Unit (Battalion or Regiment) Commander and Executive Officer only.
 - c) Unit Staff -- registered adults appointed by the Unit Commander to the position of Adjutant, Paymaster, Training Officer, Female Staff Officer, or other unit staff positions.
 - d) Support Staff -- all other adult members not otherwise holding a position as elected member or unit staff.
- 2) Youth Members
- a) Membership shall be open to all youth ages eight through eighteen or completion of high school, but not to exceed the age of twenty. Parental/guardian consent is required for all minors to join the program.
- 3) Non registered adults
- a) Adults who are not registered with the Young Marines hold no rights of membership.
 - b) Subject matter experts may be utilized for training (ex. Drug demand officers, Marines, educators, etc.), however, they must be supervised at all times by a registered adult member.
 - c) Parent Support Groups may be utilized for fundraising and event support, however, they must not be in a position where there is unsupervised interaction with YMs. Supervision must be provided by a registered adult member.

B. Qualifications for Membership

- 1) Adult Members – Current adult members, or applicants for adult membership, must meet the following qualifications:
- a) Meet the necessary moral and physical standards and qualifications for promoting those activities among Young Marines as outlined in Article II.
 - b) Agree to abide by the By Laws, Rules and Regulations that govern the Young Marines.
 - c) Pay all fees and dues as may be prescribed by the Young Marine Board of Directors and locally observed by-laws.
 - d) Must agree to annual background checks and never have been convicted of a felony.
 - e) Must submit all documentation in accordance with the Registered Adult Manual.
- 2) Youth Members – Current youth members, or applicants for youth membership, must meet the following qualifications:
- a) Be enrolled in school or an accredited equivalent, and must be a student in good standing (ex. not expelled)
 - b) Must have never been convicted of a felony or a misdemeanor involving weapons or child abuse.
 - c) Subscribe to the objectives and purposes of the Young Marines.
 - d) Pay all fees and dues as may be prescribed by the Young Marine Board of Directors.
 - e) Submit parental/guardian consent form as required for all minors.

C. Rights of Membership

- 1) Registered Adults (R/As)
- a) R/As may correspond with or request an audience with the National Executive Director via the appropriate chain of command.
 - b) R/As may communicate directly with their board representative at any time.
 - c) R/As have the right to see all financial records
 - d) R/As have the right to communicate to the program Inspector General to voice concerns over staff behavior, child endangerment, or inappropriate handling of finances.
 - e) R/As have the right to expect that their personal files will remain confidential

- f) No R/A will be discriminated against on the basis of race, creed, color, national origin, gender, or disabilities.
- 2) Young Marines (YMs)
 - a) YMs may correspond with or request an audience with the National Executive Director via the appropriate chain of command.
 - b) YMs may communicate directly with their board representative at any time.
 - c) YMs have the right to review their records upon request
 - d) YMs have the right to communicate to the program Inspector General to voice concerns over staff behavior, child endangerment, or inappropriate handling of finances.
 - e) YMs have the right to expect that their personal files will remain confidential
 - f) No YM will be discriminated against on the basis of race, creed, color, national origin, gender, or disabilities.

ARTICLE IV GOVERNMENT

- A. **Board Composition** -- The Young Marines shall be governed by its Board of Directors (BoD). The BoD will be composed of up to fifteen voting members and will consist of:
 - 1) Elected Directors -- Up to six Directors elected by the registered adult staff membership.
 - 2) MCL Liaison -- One Director appointed by the National Board of Directors to serve as the liaison to the Marine Corps League.
 - 3) National Executive Director/Chief Executive Officer (CEO).
 - 4) Appointed Directors -- Up to seven Directors appointed by the BoD.
- B. **Elected Board Membership** -- Candidacy for the elected Directors shall be open to all registered adult staff members who meet published requirements.
- C. **Board Nomination and Election Process**
 - 1) A Nominating Committee shall be appointed by the Chair of the BoD and shall determine the requirements and procedures for nominations and elections with the approval of the BoD. These procedures shall be published four months prior to an election
 - 2) An election shall be held annually.
 - 3) A candidate for elected Director shall submit an application to National Headquarters as specified by the published procedures. The Nominating Committee shall determine the slate of candidates with the approval of the BoD.
 - 4) All registered adult staff members shall be provided an opportunity to vote on the slate for elected Director position(s).
- D. **Removal from the Board**
 - 1) Any BoD member absent from three meetings in any twelve-month period is automatically terminated. If such a member requests reinstatement within two months, the BoD may reinstate the member. This provision may not be used more than one time for any single member.
 - 2) Any member may be removed for just cause by a 2/3 vote of the BoD.
 - 3) Members moving from their divisions will vacate their position on the board.
- E. **Vacated Board Seats** -- Vacated seats will be filled by a temporary appointment to the BoD by the Chairperson. Refer to "iv" under specific duties of Chairperson.
- F. **Terms of Office** -- Members of the BoD will be elected for a period of three years. Members can serve two consecutive terms with one year off before seeking re-election. Appointed members of the Board serve at the pleasure of the board.

G. **Meetings**

- 1) **Annual Meeting** -- The annual meeting of the BoD will occur the same month as the MCL Annual National Convention.
- 2) **Quarterly Meetings** -- The BoD will meet on a quarterly basis. Meetings will be called and scheduled by the Chairperson of the BoD.
- 3) **Contingency Meetings** -- The Chairperson, or the National Executive Director via the Chairperson, may call for a meeting of the BoD where the presence of the members is necessary to effect a major decision relating to policy, budget, or oversight.
- 4) **Action by Written Consent** -- If a majority of the BoD shall consent, in writing, to any action taken by the BoD and/or the National Executive Director, such action shall be as valid as though it had been authorized at a meeting of the BoD.

H. **Duties, Responsibilities, and Authority of the Board of Directors.** The Board of Directors (herein referred to as BoD) will establish policy, provide direction, and maintain oversight within the Young Marines program. The BoD has the authority to perform any act necessary and appropriate to promote the objectives and purpose of the Young Marines, including the authority to delegate specific duties, as appropriate, to the National Executive Director / CEO.

- 1) **Authority of the BoD:**
 - a) **Fiscal Responsibility** – All matters pertaining to budget are the responsibility of the BoD. The BoD will review, change, modify or otherwise affect budget issues for the fiscal year. The BoD has the authority and will accept or reject any proposed budget in total or line item.
 - b) **Communication** – The BoD will write, publish and distribute policy directives, regulations, procedures, reports and other publications deemed appropriate and necessary. All communications will be promulgated by National Headquarters.
 - c) **Administrative Authority** – The BoD will establish policies, rules and regulations governing the general administration of the Young Marines Program as follows:
 - i. **Insurance Coverage** - Establishing liability and casualty insurance coverage of all Young Marines, staff and employees of the Young Marines Program.
 - ii. **Bonding / Other** - For receipt and distribution of money and property, bonding of personnel handling funds, payment of agents and employees, and other administrative issues as deemed appropriate by the BoD.
 - iii. **Property Management** – The BoD will provide oversight on matters of property; i.e., buy, sell, lease, mortgage, acquire, dispose, or otherwise deal in real property of every kind and character and for any purpose deemed beneficial to the Young Marines Program.
- 2) **Governance Policy and Style** - The Purpose of the BoD is to ensure the Young Marines Program accomplishes its goals and objectives while avoiding activities and conditions that would be in violation of policy and/or established rules and regulations.
- 3) **Specific Duties** -- Duties/Responsibilities of the Chairperson of the BoD and the National Executive Director are described herein for the purpose of defining the relationship between the BoD and the NED:
 - a) **Chairperson**
 - i. The Chairperson of the BoD is the official interface for the BoD with the National Executive Director.
 - ii. The Chairperson will develop the meeting agenda with the assistance of the NED and input from the BoD. The proposed agenda will be distributed to the members of the BoD with adequate time prior to the meeting to make comments and effect changes. Thereafter the Chair has the authority to finalize and publish the agenda.

- iii. Any related items, or supporting documentation, that would be considered essential to the BoD, on any agenda item, will be forwarded to each member of the BoD prior to the convening of the Board.
 - iv. The Chairperson has the authority and the responsibility to temporarily assign a member to the BoD for anyone unable to complete a term. The temporary assignment will be for the duration of the term of the replaced member. The Chairperson may not appoint another member of the BoD to fill that vacancy.
 - b) National Executive Director -- The National Executive Director will function as the Chief Executive Officer of the Young Marines Program. The NED is employed by the BoD to conduct the day-to-day business of the Program. The NED is a voting member of the BoD and an ex-officio member of all BoD committees. The NED is the official Young Marine representative to the Marine Corps League Board of Trustees.
 - i. The NED has the authority and responsibility for operational management within the guidelines of the Program By Laws and Rules and Regulations.
 - ii. The NED, as an employee, will comply with the duties and responsibilities of the approved position description. The NED may petition the BoD for additional authority deemed necessary to conduct the day-to-day operational needs of the Program.
 - iii. NED performance shall be based on specific goals and objectives as defined by the BoD each year in the performance evaluation.
 - iv. The NED, in conjunction with the Budget Committee, shall prepare the next fiscal year budget. The proposed budget shall be submitted to the BoD for review and/or approval prior to the last BoD meeting of the current fiscal year. The proposed budget shall include detailed line item information.
 - v. The NED shall submit to the BoD, for approval, budget changes or concerns affecting more than five (5) percent of the approved budget.
 - vi. The NED has the authority to hire, discharge, and make salary and compensation changes for employees under his control as job requirements dictate. These changes shall be in accordance with the Administrative Costs of the approved budget.
 - c) Division Representatives -- Division Representatives, as elected members, represent their respective divisions on all matters pertaining to the rules and regulations governing the Young Marines Program. Division Representatives are voting members on the BoD.
- 4) Code of Conduct – The BoD shall establish a policy, or policies, regarding conduct of personnel and units in the Young Marines Program. The BoD will establish procedures for investigating and resolving conduct issues deemed inappropriate and detrimental to the Young Marines Program. The BoD shall delegate this action to the National Executive Director. The BoD reserves the right and authority to remove a member of the BoD and shall not delegate that authority.
- 5) Board Committees -- Standing and/or Special Committees shall be appointed as required by the BoD.
- 6) Executive Committee. The Executive Committee will consist of ex-officio members comprised of the Board Chair, Chief Executive Officer, Vice Chair(s), General Counsel, and Senior Advisor.
- 7) Compensation -- Elected officers or special committee members of the Young Marines shall receive no compensation from the funds of the Young Marines for their service as such. Reimbursement for travel and budgeted expenses incurred directly in connection with Young Marine activities is authorized and payable upon presentation of the verifying of receipts to the paymaster/treasurer covering such expenditures.

Reimbursement for such expenses and travel are authorized only when subject expenses are not eligible for reimbursement from other services.

- 8) Board Voting. All voting will be in accordance with *Robert's Rules of Order*. At all times, a quorum must be present before a vote may be taken on any board-related matter. A quorum will consist 50% plus one of the total number of board members.

- I. Election of Unit / Battalion / Regiment Commanders and Staff. Elections will be held in August prior to the annual re-registration period. The conduct of those elections will be in accordance with the provisions as outlined in the Registered Adult Manual.

ARTICLE V AUDITS

An independent auditor selected by the BoD and National Headquarters shall audit the financial records and accounts of the Young Marine National Headquarters annually. The auditor shall report the findings of the audit to the BoD and National Headquarters.

ARTICLE VI AMENDMENTS

By Laws may be repealed, modified, altered, amended, or adopted at any regular or special meeting of the BoD by a majority vote of the members present.

ARTICLE VII PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order* shall govern the Young Marines in all cases consistent with these By Laws and any special Rules of Order that the Young Marines may adopt. All elected BoD members will have one vote.

ARTICLE VIII DISSOLUTION

Should the Young Marines be dissolved, the MCL National Headquarters shall hold all non-grant funds and assets remaining after payment of outstanding obligations in a trust account for one year. At the end of that year, subject assets will become the property of the MCL National Headquarters.

ARTICLE IX INDEMNIFICATION

The Young Marines shall, to the extent legally permissible, indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the Young Marines to procure a judgment in its favor) by reason of the fact that he or she was or is a representative of the Young Marines, or is or was serving at the request of the Young Marines as a representative of another partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case by the Board of Directors on the advice of independent counsel that such indemnification is proper in the circumstances because the person acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the Young Marines and, in the case of a criminal action, in addition, had no reasonable cause to believe that his or her conduct was unlawful. The Young Marines may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under the District of Columbia Non-Profit Corporate Law.

Adopted at the Board of Directors meeting on the 16thth day of February in the 2008.