WILBER – BARTLETT

POST 315

THE AMERICAN LEGION

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CONSTITUTION

and

BY-LAWS

As amended and adopted on May \_\_\_\_, 2021.

Table of Contents

CONSTITUTION OF WILBER-BARTLETT POST 315

 Preamble to the Constitution 3

Article I Name and Location 3

Article II Purpose 3

Article III Nature 4

Article IV Membership 4

Article V Officers and Directors 5

Article VI Finance 6

Article VII Charter Members 6

Article VIII Sons of The American Legion 6

Article IX American Legion Auxiliary 6

Article X Amendment 7

Article XI Omissions 7

Article XII Enacting Clause 7

BY-LAWS OF WILBER-BARTLETT POST 315

Article I Name and Location 8

Article II Management 8

Article III Duties of Officers 9

Article IV Standing Committees 10

Article V Delegates 11

Article VI Resolutions 11

Article VII Meetings 11

Article VIII Nominations and Elections 11

Article IX Election of Officers and Directors 12

Article X Notices 13

Article XI Limitation of Liabilities 13

Article XII Amendment 13

Article XIII Emergency Escape Clause 13

Authorized signatures and notice of Posted Dates 14

**CONSTITUTION of WILBER-BARTLETT POST 315**

**Preamble**

* For God and Country, we associate ourselves together for the following purposes:
* to uphold and defend the Constitution of the United States of America;
* to maintain law and order;
* to foster and perpetuate a one hundred percent Americanism;
* to preserve the memories and incidents of our associations in the Great Wars;
* to inculcate a sense of individual obligation to the community, state, and nation;
* to combat the autocracy of both the classes and the masses;
* to make right the master of might;
* to promote peace and goodwill on earth;
* to safeguard and transmit to posterity the principles of justice, freedom, and democracy;
* to consecrate and sanctify our comradeship by our devotion to mutual helpfulness.

**Article I – Name and Location**

**Section 1**

The name of this organization shall be the Wilber-Bartlett Post 315, hereinafter referred to as American Legion Post 315, The American Legion, Department of Michigan. Its location is 211 Chicago Street, Brooklyn, Michigan, 49230-9781.

**Article II – Purpose**

**Section 1**

The purpose of this Post shall be to promote the principles and policies as set forth in the foregoing preamble of The American Legion, the Articles of Incorporation, and the National and Department Constitutions of The American Legion.

**Section 2**

This corporation is not organized, nor shall it be operated, for pecuniary gains or profit or dividends to the members thereof and is organized solely for non-profit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable purposes and no part of the profits or net income of this corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual.

**Section 3**

Upon the dissolution or winding up of this corporation, the assets remaining, after payment of/or the provision for payment of all debts and liabilities of the corporation, shall be distributed to The American Legion or to a Not for Profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under §23701d of the Revenue and Taxation code and/or §501(c)(3) or §501(c)(19) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in a manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**Article III – Nature**

**Section 1**

This Post is a civilian organization and membership therein shall not affect or increase the liability for any military or police service.

**Section 2**

The organization shall be non-political and non-sectarian and shall not be used for the dissemination of partisan principles or for the promotion of the candidacy of any person seeking public office or preferment.

**Section 3**

Rank does not exist in The American Legion; therefore, no member shall be addressed by his or her military or naval title in a meeting of the Post.

**Section 4**

There shall be no limitation upon the right of any member on account of race, creed or political beliefs.

**Section 5**

There shall be no limitation upon any member’s right of free speech at any meeting of the Post or the Executive Board.

**Section 6**

All members of the Post shall reserve the right to impeach any other member for misconduct, non-Americanism, treason to State or Nation, disloyalty, or for non-compliance with the rules and regulations of The American Legion or this Post.

**Article IV** **– Membership**

**Section 1**

Eligibility for membership in this Post shall be as prescribed by the National Constitution of The American Legion.

**Section 2**

Application for membership shall be made on the regular membership application form supplied by The American Legion. Applicant shall pay the dues for the current calendar year and shall furnish official evidence of eligibility (e.g. Form DD 214, 215).

**Section 3**

All applications for membership shall be approved by the Executive Committee at their regular meeting. An application for membership may be accepted, rejected, or referred for further investigation and consideration. If six (6) or more Executive Committee members cast their vote against the application, it shall be recorded as rejected.

**Section 4**

The Executive Committee and/or the Post Commander shall have the right to suspend any member for a period of 30 days for conduct unbecoming a member of the Wilber-Bartlett American Legion Post 315. An infraction more severe shall go before the Executive Committee who may decide to pursue a hearing or trial. Any action taken shall comply with The American Legion, Department of Michigan, District 2 By-laws.

**Section 5**

An applicant for membership in the Post who has been suspended from another American Legion Post for misconduct or misrepresentation shall not be admitted to this Post until a thorough investigation has been completed by the Executive Committee.

**Article V – Officers and Directors**

**Section 1**

The administrative affairs, government, and management of the Post Home, except as may be provided by the By-laws, shall be entrusted to an executive management board, hereinafter known as the Executive Committee. The Executive Committee shall consist of six (6) elected directors in addition to the following officers of the Post, namely: Post Commander, First Vice-Commander, Second Vice-Commander, Finance Officer, and Adjutant. This Post, by its By-laws, may provide for such other members as the Executive Committee shall deem necessary.

**Section 2**

The elected officers of the Post shall be: Post Commander, First Vice-Commander, Second Vice-Commander, Finance Officer, Adjutant, Chaplain, Post Historian, Service Officer, Sergeant-at-Arms, Judge Advocate, and six (6) Directors. Officers and Directors shall be elected for a term of one (1) year and three (3) years at the regular Post meeting in the month of May. Officers shall hold office until their successors are duly installed. Any officer or Executive Committee member may be removed for inefficiency by a majority vote of the Post membership at a regular or special meeting, provided however, that written notice shall have been **posted** and/or available to all members at least five (5) days in advance of the date when such vote is scheduled.

**Section 3**

Directors shall be elected for a term three (3) years with two (2) directors to be elected each year to form a staggered directorship. Two (2) directors shall be elected annually in accordance and conjunction with the Annual officers’ elections.

**Section 4**

Any member of this Post in good standing (dues fully paid) shall be eligible to hold office, unless otherwise provided in these By-laws.

**Section 5**

The duties of Officers and Executive Committee members shall be those duties usually pertaining to The American Legion National Officers Manual and these By-laws.

**Section 6**

Officers and directors shall be installed and assume the duties of their office on 1 Jun .

**Article VI – Finance**

**Section 1**

The revenue of the Post shall be derived from membership or initiation fees from annual membership dues and any other sources as may be approved by the Executive Committee.

**Section 2**

The amount of such membership or initiation fees and the amount of Post annual dues shall be fixed and determined by Executive Committee.

**Section 3**

The Post shall pay to Departmental Headquarters the National and Departmental membership dues for every paid-up member of the Post.

**Section 4**

All Financial records, expenditures and audits will be governed by Policies approved by the Board.

**Article VII – Charter Members**

**Section 1**

Members who joined the Post prior to the issuance of the permanent Charter and who signed or whose name appears on the Charter application, shall be known as Charter Members.

**Article VIII – Sons of The American Legion**

**Section 1**

This Post recognizes the Sons of the American Legion organization known as “SAL, Squadron 315”, Sons of the American Legion.

**Section 2**

Membership in the Sons of the American Legion shall be as prescribed by the National Constitution of the Sons of the American Legion.

**Article IX – American Legion Auxiliary**

**Section 1**

This Post recognizes an auxiliary organization to be known as the “Auxiliary” Unit of Wilber-Bartlett Post 315, The American Legion.

**Section 2**

Membership in the Auxiliary and Jr. Auxiliary shall be as prescribed by the National Constitution of The American Legion Auxiliary.

**Article X - Amendment**

**Section 1**

This Constitution is adopted subject to the provisions of the National Constitution of The American Legion and the Constitution of the Department of Michigan. Any amendment to said National or Department Constitution which is in conflict with provisions herein shall be regarded as automatically repealing or modifying the provisions of this Constitution to the extent of such conflict.

**Section 2**

This Constitution may be amended at any regular meeting by a majority vote of the members, providing the proposed amendment has been submitted to the Executive Committee in writing, approved, posted, and **read** at one (1) prior monthly General or special meetings of the Post.

**Article XI - Omissions**

**Section 1**

Any question of procedure not otherwise provided for in this Constitution or By-laws will be governed by the National or Department of Michigan Constitution of The American Legion, or Robert’s Rules of Order (Newly Revised).

**Article XII – Enacting Clause**

**Section 1**

This Constitution of Wilber-Bartlett Post 315, The American Legion, Department of Michigan, Incorporated, is approved and adopted by a majority vote of the Post membership at a meeting held on the date to the right of the authorizing signatures shown on page 14, and supersedes any and all previously enacted similar documents.

**BY-LAWS OF WILBER-BARTLETT POST 315**

**Article I – Name and Location**

**Section 1**

The post existing under these By-laws is to be known as the Wilber-Bartlett Post 315, The American Legion, Department of Michigan.

**Section 2**

The name and nature of this Post are as set forth in the Wilber-Bartlett Post 315 Constitution.

**Section 3**

The Wilber-Bartlett Post 315 of The American Legion is located at 211 Chicago Street, Brooklyn, Michigan, 49230-9781.

**Article II – Management**

**Section 1**

The government or management of the Post shall be entrusted to an Executive Committee consisting of eleven (11) members: namely, the Post Commander, First Vice-Commander, Second Vice-Commander, Finance Officer, Adjutant, and six (6) elected Directors. Seven (7) members present at an Executive Committee meeting shall constitute a quorum. The Commander will act as Chairman.

**Section 2**

No officer or director may hold more than one (1) elected office at a time except for the Service Officer and Historian.

**Section 3**

Any vacancies existing in any office of the Post or Executive Committee shall be filled by a member nominated by the Post Commander to serve out the remaining term, approved by majority vote of the membership at the next general membership meeting. A vacancy shall exist when an officer or director is absent from the Post due to resignation, loss of qualifications, incapacity from injury or illness, or for a continuous period of unexcused absences considered detrimental to the interest of the Post (currently defined by this Post as a continuous period of three (3) Regular Board Meetings).

**Section 4**

The Executive Committee shall have:

1. Fiduciary duty to protect the organizations assests and member’s investments.
2. Development, approval and enforcement of all fiduciary policies.
3. Sole approval on all contracts entered in by the Post.
4. Sole approval on hiring and terminating any employee of the Post.
5. Responsibility to ensure that all persons handing Post funds are bonded.
6. Sole approval of all investments.
7. Serve as a hearing board for membership issues and disciplinary matters.
8. Sole decision maker on all conflict of interest cases.

**Section 5**

All members, Officers, and Directors that have a potential conflict of interest in a contract, motion or Post business must declare a conflict of interest and remove themselves from discussions and voting on the business related to their conflict.

**Section 6**

All Officers, Directors and Comittees shall be subject to the control of the membership and shall adhere to the instructions of the membership at regular or special meetings.

**Section 7**

Members of the Executive Committee shall constitute the Board of Directors of the Corporation.

**Article III - Duties of Officers**

**Section 1**

Post Commander shall:

1. Preside as chairman over all Executive Committee, Special, and General Membership meetings.
2. Manage the daily operation of the business, the Bar-Lounge (hereinafter known as the Bar), and all Post property.
3. Set goals and recommendations for the ensuing year of his/her term.
4. Appoint all committees as needed to conduct American Legion matters.

**Section 2**

First Vice-Commander shall:

1. Assume the duties of the Post Commander in his absence.
2. Fulfill other duties as directed by the Post Commander.
3. Serve as a member of the Executive Committee.
4. Handle all correspondence with direction of Post Commander
5. Handle all Public relations, news releases and postings.

**Section 3**

Second Vice-Commander shall:

1. Assume the duties of the First Vice-Commander in his/her absence.
2. Fulfill other duties as directed by the Post Commander.
3. Serve as a member of the Executive Committee.

**Section 4**

Finance Officer shall:

1. Keep accurate books and records, and verify funds are properly deposited and accounted for.
2. Authorized to sign checks and pay all bills and expenses of the Post subject to Financial Policy,
3. Report monthly to the Finance Committee, Executive Committee, Special and Member monthly meetings.
4. Be bonded as deemed necessary by the Post.
5. Serve as a member of the Executive Committee.

**Section 5**

Adjutant shall:

1. Record and keep full and accurate Minutes of all proceedings of all meetings.
2. Keep such records as the Department and National organizations may require.
3. Responsible for Membership.
4. Serve as a member of the Executive Committee.

**Section 6**

Chaplain shall:

1. Care for the spiritual welfare of the Post.
2. Provide divine, non-sectarian services at dedications, funerals, public functions, etc.

**Section 7**

Post Historian shall:

1. Keep and record the history of the Wilber-Bartlett American Legion Post 315.
2. Maintain a library of past history of the Post.

**Section 8**

Service Officer shall:

1. Be the Repository of information concerning Veteran Benefits

**Section 9**

Sgt-at-Arms shall:

1. Preserve and maintain order at all meetings.
2. Actively manage or supervise management of the Post Ritual Team.

**Section 10**

Judge Advocate shall:

1. Act as guardian of the constitutional form of Post government and serve as the chairman of the Constitution and By-laws committee.
2. Be an Advisor to the Commander on all legal, investigative, and audit matters.

**Article IV - Standing Committees**

**Section 1**

The following committees shall be appointed by the Post Commander:

1. Any committee deemed necessary by the Post Commander and/or the Executive Board.

**Article V – Delegates**

**Section 1**

Delegates and alternates to all conventions shall be appointed by the Post Commander at a regular meeting at least 60 days prior to the date of such convention.

**Article VI – Resolutions**

**Section 1**

All resolutions of state or national scope presented to this Post by a member, or reported to the Post by a committee, shall merely embody the opinion of this Post on the subject and a copy of same shall be forwarded to the Department of Michigan Headquarters for its approval before any publicity is given or action, other than mere passage by this Post, is taken.

**Article VII – Meetings**

**Section 1**

One (1) regular meeting shall be held each month at the Post Legion Hall at a time and date to be set by the Post Commander.

**Section 2**

The Post Commander or the Executive Committee shall have the power to call Special Meetings as necessary.

**Section 3**

A written request by five (5) members may direct the Post Commander to call a Special Membership Meeting.

**Section 4**

Nine (9) members shall constitute a Quorum at any special or general membership meeting.

**Section 5**

All Post meetings and proceedings of this Post shall be conducted in accordance with the ritual of The American Legion Post Officers Guide and Manual of Ceremonies Hand book, and such special rules as the Post may adopt, provided that in the absents of any special rules, Robert Rules of Order (revised), shall govern.

**Article VIII – Nominations and Elections**

**Section 1**

1. Officers shall be elected for a one (1) year term, with no term limits to fill the positions below:
2. Post Commander
3. First Vice-Commander
4. Second Vice Commander
5. Finance Officer
6. Adjutant
7. Chaplain
8. Post Historian
9. Service Officer
10. Sergeant-at-Arms
11. Judge Advocate
12. Directors: Six (6) directors shall be elected with two (2) directors being elected each year for a three (3) year term creating staggered terms. There are no term limits.

**Section 2**

Nominations for Officers and Directors will occur at the General Meetings held in April and continue until 1600hrs two days prior to the May General Meeting. A nominee must be present or have submitted a letter of their interest to accept a nomination.

**Section 3**

All candidates shall be current members in good standing.

**Section 4**

The general election of Officers and Directors shall be held at the May General Meeting and take office on 1 Jun.

**Section 5**

Early voting to be held at the Post from 1300 to 1900 hours on the day prior to the May General Meeting date. All voting shall occur in person; no ballots shall be mailed or sent or received by electronic means.

**Section 6**

The Post Commander shall appoint two (2) members to keep a log to record each member signing his/her name to vote.

**Section 7**

The Post Commander shall appoint two (2) members to count and record the ballots and communicate the voting results to the Post Commander who shall announce the voting results to the membership.

**Section 8**

All ballots shall be kept confidential; retained by the Judge Advocate securely for one (1) month; then destroyed.

**Section 9**

The Post Commander shall appoint the Judge Advocate and one (1) member to serve as Election Officials to (1) monitor both early and regular voting and (2) to ensure compliance with the By Laws.

**Article VIIII – Notices**

**Section 1**

All Post communications shall use both non electronic (Postings and mail) and electronic means (email, texting, phone, Post Website) where possible, to inform members of Post activities and requirements. Each member shall furnish the Adjutant with their full name, address, e-mail, and telephone number to enable the Adjutant to communicate with member(s), as needed.

**Article X – Records**

**Section 1**

All Records of the Post will be kept in the office of the Adjutant in the Post Headquarters. They are subject to inspection at any reasonable time by any Post member in good standing. No permanent record(s) of this Post will be removed from Post Headquarters without the approval of the Executive Board. Important Post documents and papers shall be stored in a safety deposit box; however, copies of documents and papers must be maintained in the Post.

**Section 2**

All elected Officers and Directors will sign a separate signature page to the Post Constitution and By-Laws and receive a signed set of the same. Signed signature page(s) will become an attachment to the Post Constitution and By-Laws.

**Article XI - Limitation of Liabilities**

**Section 1**

This Post, or any member of this Post, shall not incur or cause to be incurred any liability or obligation subject to liability of any other post, subdivision, group of men, members of The American Legion, or any other individuals, corporations, or organizations.

**Article XII – Amendment**

**Section 1**

Any proposed amendment to these By-laws shall be submitted in writing to the Executive Committee for consideration, prior to presentation to, and any voting by the membership.

**Section 2**

Any proposed amendment to these By-laws shall be **read** to the general membership at one (1) General meeting prior to the General meeting in which voting shall take place.

**Section 3**

Any proposed amendment to these By-laws shall require a majority vote of those members present.

**Article XIII - Emergency Escape Clause**

**Section 1**

If membership involvement drops to a level whereas it is not possible to fill all officer or director positions, the Post Commander may invoke this emergency clause and shall run the Post House as he deems necessary to keep the Post House open. If membership returns, the Post House shall return to using this Constitution and these By-Laws until such time new documents can be drafted, reviewed, and approved by the membership. If this Post is unable to recover sufficient membership, the Charter will be turned in to the Michigan Department of The American Legion. The assets remaining, after payment of/or the provision for payment of all debts and liabilities of the Post, shall be distributed to The American Legion or to a Not for Profit fund, foundation or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under §23701d of the Revenue and Taxation code and/or §501(c)(3) or §501(c)(19) of the Internal Revenue Code.

**MEMBERS OF THE EXECUTIVE COMMITTEE:**

Commander Date

 First Vice Date

 Second Vice Date

 Adjutant Date

 Finance Date

 Director Date

 Director Date

 Director Date

 Director Date

 Director Date

THE END