



**AMERICAN LEGION
POST 176
BY-LAWS**

Review April 2021

ARTICLE I

Board of Incorporation

Section 1. The Post Commander, Post Finance Officer, and the Post Adjutant shall constitute the Board of Incorporation and shall serve as President, Treasurer, and Secretary respectively.

Section 2. The Board shall meet once yearly at the call of the President and shall transact all necessary corporate business. It shall be the duty of the Board to notify the Corporation Commission, Commonwealth of Virginia, and to submit such reports as are required by the Commission. It shall also be the duty of the Board to see that all corporation taxes and/or all license fees are paid to the Commonwealth of Virginia in a timely manner.

ARTICLE II

Management

Section 1. The government and management of this Post is entrusted to a group of fifteen (15) members to be known as the Executive Committee (EXCOM).

Section 2. The EXCOM shall consist of the Immediate Past Commander in addition to the current Officers of the Post. Officers of this Post shall be elected annually in May and take office no later than the June meeting.

Section 3. All vacancies existing in the EXCOM shall be appointed by the Commander. However, for the purposes of the offices of the Commander, First, Second, or Third Vice Commander, the "right of ascendancy" retains such that any vacancy occasioned by the resignation, death or inability of the office-holder, the office shall be offered to the First, Second or Third Vice Commander, respectively, for the unexpired term of such office. A vacancy shall exist when the Executive Committee person is absent from his/her Post for a continuous period; resigns; passes away; changes EXCOM positions; or is considered to be a member or Officer detrimental to the interest of the Post.

Section 4. Regular meetings of the EXCOM may be observed by the Membership-at-Large; if the presiding officer rules the committee is going into Executive Session all observers must vacate the meeting. Dates, times and places of all committee meetings should be placed on the bulletin board and/or announced during Regular Membership meetings when feasible and announced in the Post newsletter.

ARTICLE III

Post Executive Committee

The Post Executive Committee (EXCOM) shall meet for the post organization and such other business as may come before it at the call of the Post Commander within thirty days after the installation of the new officers. Thereafter, the Post Executive Committee shall meet on the third Tuesday of the month, and as often as the Commander may deem necessary. Seven (7) members of the EXCOM shall constitute a quorum thereof.

ARTICLE IV

Duties of Officers

Section 1. Duties of Post Commander. The Post Commander is the Chief Executive of the Post. It shall be the duty of the Post Commander to preside at all general membership meetings and EXCOM meetings of the Post. He shall make an annual report covering the business of the Post for the preceding year and recommendations for the ensuing year. These reports shall be read at the annual May meeting and a copy thereof shall be forwarded to the Department Adjutant as necessary. He/she shall act as the President of the Board of Incorporation and perform other specific duties as outlined in *The American Legion Officers Guide, Manual of Ceremonies*.

Section 2. Duties of the Vice Commanders. The Vice Commanders shall assume and discharge the duties of Commander in the absence or disability of, or when called upon, by the Post Commander. They shall act upon all matters referred to them by the Post and shall perform such other duties as are usually incident to their offices. It is the duty of the Vice-Commanders, and other officers, to provide periodic reports to the Commander and the EXCOM on the progress of their committees. The Vice Commanders shall be responsible for obtaining annual reports from their committee chair.

Section 3. Duties of the First Vice Commander. In addition to the duties outlined in Section 2 above, he/she shall exercise primary responsibility for the Post membership program, while he/she may appoint someone to assist in these duties, he/she retains ultimate responsibility. He/she will oversee all Veterans Affairs & Rehabilitation activities specifically as related to reporting in the Consolidated Post Report. He/she will appoint, a chairman of the committees under his/her charge and perform such other specific duties as outlined in *The American Legion Officers Guide and Manual of Ceremonies*.

Section 4. Duties of the Second Vice Commander. In addition to the duties outlined in Section 2 above, he/she shall be responsible for the inspiration of patriotism and good citizenship by arrangements for proper observances of patriotic occasions, encouragement of patriotic and civic phases of instructions in schools, and activities for community and civic betterment. He/she will oversee all Children and Youth activities specifically as related to reporting in the Consolidated Post Report. He/she will appoint, a chairman of the committees under his/her charge and perform such other specific duties as outlined in *The American Legion Officers Guide and Manual of Ceremonies*.

Section 5. Duties of the Third Vice Commander. In addition to the duties outlined in Section 2 above, he/she shall oversee the chair the House Committee and shall be responsible for the overall coordination, direction and execution of the House Committee responsibilities as outlined in Article VII. The Third Vice-Commander is also responsible for planning and executing all entertainment in the social quarters. He/she will serve as the Public Relations chair and oversee all Americanism activities specifically as related to reporting in the Consolidated Post Report. He/she will appoint a chairman of the committees under his/her charge and perform such other specific duties as outlined in *The American Legion Officers Guide and Manual of Ceremonies*.

Section 6. Duties of the Post Adjutant. The Adjutant shall, have charge of and keep a full and correct record of the proceedings of all meetings, keep such records as the Departmental and National organizations may require, render reports of membership annually or when called upon

at a meeting, handle all correspondence of the Post, and perform those duties applicable to Post 176 as enumerated in the Post Adjutant's Handbook; updating and performing the duties as applicable of *The American Legion Officers Guide and Manual of Ceremonies*, and act as the Secretary of the Board of Incorporation. None of these records or minutes should be kept outside of the Post home.

Section 7. Duties of the Finance Officer. The Finance Officer of the Post shall have charge of all finances and see that they are safely deposited in some local banking institution. He/she shall report once a month to the Executive Committee the conditions of the finances of the post, and is required to present a financial report to the membership at the monthly general membership meeting. In addition to the monthly reports to the EXCOM and Membership, the finance officer will report bi-weekly to the Commander all income and expenditures. At this time he/she may make recommendations deemed expedient or necessary for raising funds with which to carry on the activities of the Post. He/she shall furnish such surety bonds in such sum as shall be fixed by the Executive Committee. The Post Finance Officer will chair the Finance Committee, and act as the Treasurer of the Board of Incorporation. He/she shall update and perform all additional duties as applicable to *The American Legion Officers Guide and Manual of Ceremonies*.

Section 8. Duties of the Historian. The Post Historian shall be charged with individual records and incidents of the Post and Post members. He/she shall be responsible for updating and performing all additional duties as applicable to *The American Legion Officers Guide and Manual of Ceremonies*.

Section 9. Duties of the Chaplain. The Chaplain shall be charged with the spiritual welfare of the Post Membership and will offer divine but non sectarian service in the event of dedications, funerals, and public functions, etc., and adhere to such ceremonial rituals as recommended by the national or departmental headquarters from time to time. He/she shall be responsible for updating and performing all additional duties as applicable to *The American Legion Officers Guide and Manual of Ceremonies*.

Section 10. Duties of the Judge Advocate. The Judge Advocate shall be the legal advisor of the Post Commander, the Post Membership, and the EXCOM and shall interpret this Post's Constitution and By-Laws, and rules on such other matters as may be required of him/her by the Post Commander, the Post Membership, or the EXCOM, and shall also serve as the prosecuting officer if a trial is necessary. He/she shall be responsible for updating and performing all additional duties as applicable to *The American Legion Officers Guide and Manual of Ceremonies*.

Section 11. Duties of the Service Officer. The Service Officer shall render service to comrades who performed service at any time in the military forces, including the Merchant Marine in World War II. He/she will provide basic veterans' benefit information and be aware of the Veteran Affairs (VA) laws and regulations as outlined in the American Legion Service Officer Guide. He/she will assist in matters of hospitalization, in the prosecution of just claims against the United States or State Governments for disability and death compensations or pensions, in matters pertaining to insurance under legislation of the Congress of the United States, etc. He/she shall also assist and direct the Post in service to community by cooperating with other welfare organizations. He/she shall be responsible for updating and performing all additional duties as applicable to *The American Legion Officers Guide and Manual of Ceremonies*.

Section 12. Duties of the Sergeant-at-Arms. The Sergeant-at-Arms shall preserve order at all meetings and shall perform such other duties as maybe assigned him/her by the Post Commander. He/she shall be responsible for arranging and conducting all public and/or private ceremonial functions, dedications, funerals, color guard, ceremonies, etc., in which this Post may participate. He/she shall be responsible for updating and performing all additional duties as applicable to *The American Legion Officers Guide and Manual of Ceremonies*.

Section 13. Duties of the three (3) Executive Committeemen-at-Large. They shall be responsible for updating and performing all additional duties as applicable to *The American Legion Officers Guide and Manual of Ceremonies*.

Section 14. Immediate Past Commander. The Immediate Past Commander will be the most recent outgoing Commander from the previous year, in order to ensure continuity. He/she will serve as a voting member of the EXCOM. In the event the Immediate Past Commander is not available or otherwise not able to accept the position, it will remain vacant during the remainder of the term. He/she shall perform such other specific duties as outlined in *The American Legion Officers Guide and Manual of Ceremonies*.

ARTICLE V

General Manager Position

Section 1. The intent of this policy is that the General Manager shoulders the responsibility and executes the day-to-day business operations of the Legion Center, IAW the established goals and business operations plan set forth by the EXCOM. The General Manager is responsible for selection and approval (with the consent of the EXCOM) for the hiring of paid management and staff. The General Manager shall designate supervisory/management position(s) that shall have the authority to hire and terminate other employees, within budgetary limitations. It is through the actions levied as a body that the General Manager takes direction in carrying out his/her responsibilities, and orchestrating the efforts of all other Post employees, to achieve the desired business goals and policies of the Post.

A. The General Manager shall supervise the Social Quarters Manager (bar manager) and Banquet Manager / Kitchen Manager who otherwise manages their respective responsibilities, and orchestrate the efforts of all Post employees. This responsibility includes any reward or disciplinary authority deemed appropriate/necessary.

B. The General Manager shall hire and terminate such employees as necessary. An employee may appeal his or her termination to the EXCOM. The EXCOM shall ensure adequate bonds for all persons having the custody of or directing expenditures of funds. They shall have charge of and be responsible for the management of the affairs of this Post.

C. It is intended that no Post officer or member should supervise, or otherwise exercise immediate authority over any Post 176 employee.

D. All employee positions within the Legion Center will be supported by an approved "position description" and "employment contract." It is the responsibility of the EXCOM to enforce the established required employee position descriptions, to include that of a General Manager, and their respective contracts. All employment positions will be openly advertised and filled on a "best qualified" basis.

ARTICLE VI

Finance

Section 1. The revenue of this Post shall be derived from annual membership dues and from such other legal sources as may be approved by the EXCOM.

Section 2. Any change in the amount of such membership or initiation fees and the amount of such annual dues shall be fixed by this Post at the regular January meeting of the Post.

Section 3. The Post shall pay to the Departmental Headquarters the National and Departmental annual membership dues for every member of the Post as the members pay their dues to the Post.

Section 4. All checks issued by the Post over \$500.00 will be signed by one Officer and a stamp (either digital or otherwise) as Designated by the Executive Board, or the General Manager

Section 5. All checks issued for improvements approved by the membership by a predetermined amount shall be signed by the General Manager or designee and the Post Commander.

Section 6. Spending authority and/or limits.

A. The Post Commander / Finance officer may spend up to a total of \$400.00 each occurrence without prior authorization of the EXCOM.

B. The Post Commander and General Manager shall be issued a credit card for use in the normal operations only for the Post.

C. Excluding normal operational expenses of the Post, any Emergency expenditure of more than \$5,000.00 requires the approval of the commander either in person, email or verbal approval.

D. All improvements must be approved by the EXCOM and/or General Membership.

ARTICLE VII

House Committee

Section I. The House Committee shall be overseen by the Third Vice-Commander and members of the House Committee shall be appointed by the Post Commander. The Chairman of the House Committee cannot vote at an Executive Committee meeting.

Section 2. The House Committee shall be responsible for seeing that the rules and regulations are carried out by the membership and has charge of all matters pertaining to the care of the Post Social Quarters, and arrangements for social activities.

ARTICLE VIII

Convention Delegates

Section I. Purpose. Delegates serve as proxy for the Post Officers, representing the Post in an official and/or voting capacity to District, State, and National Conventions. Only one delegate may be elected as proxy for a given Officer Representative.

Section 2. Appointments and Nominations. On an annual basis, members in good standing may be nominated as delegates by the General Membership and appointed by the Post Commander.

Section 3. Approval. The Executive Committee shall approve those delegates appointed by the Post Commander.

Section 4. Contingencies. The Executive Committee shall appoint as many Alternates as Delegates. Alternates may also be selected by the majority of the Delegates present at a given convention. Alternates shall at all times have the privileges of Delegates, except they shall not vote unless acting as Delegates as herein prescribed. Alternates may act as a Delegate in the following situations:

If a Delegate is not able to attend a convention or a Delegate will be absent during the roll call of any convention, the vote of any Delegate absent from the Convention and not represented by an Alternate, shall be cast by the majority of Delegates present.

Section 5. Privileges. Delegates or Alternates attending any State Convention may have some of their Convention lodging, mileage, and meal expenses reimbursed by the Post after filing an approved Travel Voucher with receipts totaling \$20 or more attached. The specific amount paid shall be determined by the Post Executive Committee.

Section 6. Caveats. Only members so designated and approved may represent the Post in an official or voting capacity.

ARTICLE IX

Committees and Special Appointments

Section 1. The Post Commander, immediately upon taking office each year, shall appoint such standing committees as the Post Commander deems necessary and publish same on the Post's website or equivalent social network site.

ARTICLE X

Meetings

Section 1. The regular meetings of this Post shall be held in Springfield, Virginia, on the first (1st) Tuesday in each month at 1930 hours, unless otherwise designated by the EXCOM, in which event all members shall be duly notified by the Adjutant of the change through a direct mailing or the Post newsletter to be mailed at least ten (10) days prior to the new meeting date, if time allows, otherwise, meetings or delays in beginning a meeting caused by weather, funeral services, disasters, or emergencies will be posted on the announcement board in the social quarters. There shall be transacted at all regular meetings of this Post such business as may properly be brought before it for action and such meetings may be converted in to entertainment meetings as may be deemed advisable by the EXCOM.

Section 2. The Post Commander or a majority of the EXCOM shall have the power to call a special meeting of this Post at any time.

Section 3. Upon the written request of fifteen (15) members of this Post, the EXCOM shall call a special meeting of this Post.

Section 4. The election of Post Officers shall be held at the regular Post membership meeting in May of each year. Voting shall be by secret ballot, unless prescribed otherwise by vote of at least two-thirds (2/3) of the members present and voting. A blank ballot, an incorrectly marked ballot, or an indecipherable ballot shall be recorded as a vote for no candidate and not be counted as a voted ballot in the total tally of votes cast. Should the minimum vote required to elect a candidate to office not be met, successive ballots shall be taken until the required majority vote is met. In order to be elected, a candidate must receive a minimum of one (1) vote more than half of those members present and voting (majority). Considering the circumstances where more than two (2) candidates are vying for a single elective office and no candidate receives a clear majority of the votes cast, then subsequent ballots will consist of a run-off between the two (2) candidates receiving the most votes during the initial ballot. The defeat of any candidate shall not preclude his/her eligibility for nomination and election to another office at the election meeting. Each candidate defeated for a particular office shall be polled immediately to determine if that candidate desires to stand for another office, as of yet unfilled.

Section 5. The terms of office of all Post Officers shall commence upon their installation and continue until the installation of their successors. The terms of office of Delegates and alternates shall commence immediately upon their election.

Section 6. Vacancies that occur prior to the completion of the prescribed term of the elected office may only be filled for the duration of that term, by a vote of the membership during a regularly or specially scheduled meeting. Notwithstanding annual elections, any election scheduled to fill a vacancy must be announced to the membership at the preceding regular Post membership meeting. Any candidate nominated to fill a vacancy, whether by floor nomination or nomination by a nominating committee, must meet the minimum requirements of "member in good standing" and present "proof of eligibility" (if accepting nomination) prior to adjournment of the regular membership meeting preceding the meeting at which the election is scheduled.. Unless declared detrimental to the functioning of the Post, by the Commander of the Post for purposes of the EXCOM, any vacancy arising after January that would expire in June of that year will not be filled by election for the remainder of the year. In this case, the Commander may appoint a "member in good standing" with consent (subject to "proof of eligibility") of the EXCOM to serve out the unexpired term of the vacant office. Finally, if the vacancy cannot be filled by means of these procedures, the office shall remain vacant subsequent to annual May elections and prescribed election procedures.

Section 7. A quorum for membership meetings shall be determined as a percentage of members as reported on the most recent membership report from the previous membership year, as follows:

- A. Regular meeting — 1.5%
- B. Sale/purchase of property or transfer of funds from the Corpus — 7%

Section 8. All business conducted at a GMM, other than voting to accept candidates for membership, requires a two-thirds (2/3) vote.

ARTICLE XI

Notices

Section 1. Every member shall furnish the Post Adjutant his or her address for mailing purposes.

Section 2. By approval of this revised Constitution and By-Laws, notice is perpetually provided that election of officers of the EXCOM shall occur during the Annual Regular Membership Meeting each May. The Post Adjutant shall also cause notice of the annual election to be given in the Post Scripts, prior thereto, as well.

Section 3. Where notice is required under these By-Laws, it will be in writing and mailed to the last known address or sent via electronic-mail (E-mail) to the last known E-mail address of each member. A statement identified as "notice" in the Post newsletter or E-mail will suffice if it meets the time requirements herein. The determinant date will be the Postmarked date or, in the case of the newsletter, the date of mailing. Transmission date will suffice for E-mails.

Section 4. Prescribed periods of notice are as follows:

- A. Special Membership Meeting Ten (10) days
- B. Special EXCOM Meeting No notice required
- C. Special Elections Thirty (30) days
- D. Amendment of Constitution or By-Laws Thirty (30) days
- E. Real Estate Transactions Thirty (30) days

ARTICLE XII

Rules of Order

Section 1. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and other rules the Association may adopt.

ARTICLE XIII

Amendment of By-Laws

Section 1. These By-Laws may be amended by a two-thirds (2/3) vote of the membership present and voting at any regular or special membership meeting of the Post after thirty (30) days notice in writing to the membership of the proposed amendments. Such notice shall contain the material to be added to or deleted from the Bylaws, but this will not preclude the membership from making, or delegating authority to make changes in the proposed wording.

Section 2. Suggested changes to these By-Laws are to be submitted, in writing, to the Judge Advocate for review. Suggested wording and deletions, along with rationale for the change must be included. The Judge Advocate, after review of the proposed change(s), will present his/her recommendation(s) at the next general membership meeting. The Judge Advocate may appoint a committee to assist him/her in this endeavor. If approved, notice will be given to the membership as outlined in Article XI. If a recommendation for change is disapproved, the author of the suggested change will be notified in writing of the rationale for disapproval. The author of the disapproved change may appeal the decision by submitting the suggested change to the membership for consideration at the next membership meeting. If approved by the membership, proper notice will be given.

Section 3. Nothing contained herein may conflict with the National or Department Constitution and By-Laws of the American Legion. Any amendment to the National or Department Constitution or By-Laws shall automatically amend these By-Laws to that extent.

Section 4. In the event that any provision of these By Laws are, for any reason, deemed to be unenforceable, such unenforceability shall not affect any other provisions of the By Laws and all such other provisions shall remain valid, in effect and enforceable.