

Proposed 2022

****PROPOSED BY-LAWS 8/5/2022 V12****



**AMERICAN LEGION
POST 176
BY-LAWS**

ARTICLE I

Membership

Section 1. A member of Post 176 is defined as an individual that belongs to one of the Legion organizations: American Legion, American Legion Auxiliary or Sons of the American Legion. Some individuals can be members of more than one Legion Family organization. A member in good standing is defined as one who has paid his/her annual dues by 1 January of the applicable year. A member in good standing from another Post would be a guest at Post 176. Any member in good standing may use Post 176 facilities. A Legionnaire is an individual who has served or is currently serving in the armed services. Only Post 176 Legionnaires in good standing are entitled to vote at the General Membership Meeting (GMM).

NOTE: Membership to the Post 176 American Legion Riders is contingent upon membership to one of the three Post 176 organizations noted above and an approved Post 176 American Legion Rider Chapter. American Legion members in good standing from a Post that does not have a Rider Charter, may join Post 176 American Legion Riders however they will not be voting members of Post 176.

Section 2. A member whose dues for the current year have not been paid by January first shall be classified as expired. If their dues are paid on or before June first, the member shall be automatically reinstated. If the member still has not paid on June first of such year, their membership in The American Legion is expired. An expired member may be reinstated to active membership in good standing by payment of current dues for the year in which the reinstatement occurs. The member does not have to pay dues for the suspended period to be reinstated.

ARTICLE II

Board of Incorporation

Section 1. The Post Commander, Post Finance Officer, Post Adjutant, Past Post Commander, and the First Vice shall constitute the Board of Incorporation and shall serve as President, Treasurer, Secretary, and members at large 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 III

Management

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

Section 2. The EXCOM shall consist of the following Officers: Commander, 1st Vice Commander, 2nd Vice Commander, 3rd Vice Commander, Adjutant, Finance Officer, Historian, Chaplain, Judge

Advocate, Service Officer, Sergeant-at-Arms, three (3) Executive Committee Members-at-Large, and the Immediate Past Commander. Officers of this Post shall be elected annually at the GMM in May and take office no later than the June meeting. EXCOM members that are also post employees are required to recuse themselves in any matter that they have a personal or professional conflict of interest.

Section 3. All vacancies existing in the EXCOM shall be appointed by the Post Commander. However, for the purposes of the offices of the Post 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 an unexcused continuous period; resigns; passes away; changes EXCOM positions; or is considered by a majority vote of the EXCOM 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, then 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 the GMM when feasible and announced in the Post newsletter, posted on the Post 176.org webpage and/or other media used by the Post.

ARTICLE IV

Post Executive Committee

The Post Executive Committee 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 EXCOM shall meet on the third Tuesday of the month, and as often as the Commander may deem necessary. Eight (8) members of the EXCOM shall constitute a quorum. Once a quorum is established, voting approvals are by a simple majority of votes cast. Abstentions by definition are not a vote and have no effect on the outcome of a vote.

ARTICLE V

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/she 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 shall be forwarded to the Department Adjutant. 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 and 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 monthly reports, and as requested 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 respective committee chairpersons.

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 (VA&R) activities specifically as related to reporting in the Consolidated Post Report. He/she will appoint a chairperson for each committee 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 chairperson for each committee 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 of the House Committee and shall be responsible for the overall coordination, direction, and execution of the House Committee responsibilities as outlined in Article VIII. The Third Vice-Commander is also responsible for planning and executing entertainment in the social quarters in conjunction with the Social Quarters Manager and General Manager. 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 chairperson for each committee 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. The Adjutant shall keep an updated contact list of all members of the EXCOM. The Adjutant shall provide the EXCOM with the agenda for each meeting. The agenda and minutes will be made available to members upon request from the Adjutant.

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 at the GMM. In addition to the monthly reports to the EXCOM and GMM, the finance officer will report bi-weekly to the Post 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 in *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 in *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 nonsectarian service in the event of dedications, funerals, 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 in *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 the Post's Constitution, 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. A trial will be done IAW the National American Legion SOP. He/she shall be responsible for updating and performing all additional duties as applicable in *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' benefits 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 the community by cooperating with other welfare organizations. He/she shall be responsible for updating and performing all additional duties as applicable in *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 may be 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, in order to ensure continuity. 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 VI

General Manager Position

The General Manager will play a key role in the operation of the Post. The General Manager has the overall responsibility for directing the daily operations of the Post facilities and employees, primarily the Warrior Café, the Social Quarters, Banquet Hall, and Facilities Management ensuring compliance with the Commonwealth and Fairfax County and City standards in all areas of operation, including product preparation and delivery, customer relations, Warrior Café and Social Quarters maintenance and repair, inventory management, team management, recruiting and retention of team members, financial accountability, ensuring that the highest quality products and services are delivered to each customer and other duties as required or assigned. Refer to the General Managers position description for the position roles and responsibilities.

ARTICLE VII

Finance

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

Section 2. Any change in the amount of membership 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. Spending authority and/or limits:

A. The Post Commander may spend up to, and not to exceed, a total of \$400.00 for an individual purchase without prior authorization of the EXCOM. The Post Commander will notify the Post Finance Officer of funds executed. The purchase(s) will be briefed to the EXCOM and General Membership (GM)

B. Excluding normal operating 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.

C. All improvement projects must be approved by the EXCOM and General Membership. Additional improvement costs above ten percent of the authorized amount must be approved by the EXCOM and briefed to the EXCOM

D. The decision to spend funds, not to exceed \$20,000, associated with the maintenance, repair, or replacement of current systems or equipment resides with the Post Commander, General Manager, and Finance Officer. No prior EXCOM or GMM approval is required, but the General Manager or Facilities manager will brief those bodies on what was done and why. Any repairs in excess of \$20,000 require EXCOM emergency approval and will be briefed to the GM.

ARTICLE VIII

House Committee

Section 1. The members of the House Committee shall be appointed by the Post Commander and shall be overseen by the third Vice-Commander.

Section 2. The House Committee, in conjunction with the Social Quarters Manager and General Manager, if not already members of the House Committee, shall be responsible for planning and carrying out activities in the Social Quarters.

ARTICLE IX

Department Convention Delegates

Section 1. 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 EXCOM shall approve those delegates appointed by the Post Commander not later than one month prior to the convention. Approved delegates will be briefed to the General Membership.

Section 4. Contingencies. The EXCOM shall appoint as many Alternates as Delegates not later than one month prior to the convention and briefed to the General Membership. 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 whenever 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.

NOTE: An estimate of costs for approved Delegates and Alternates will be briefed to the General Membership not later than one month prior to the convention for approval. Cost estimates include lodging, mileage, and some mean expenses

Section 5. Privileges. Approved Delegates or Alternates attending any conference or convention may have some of their lodging, mileage, and meal expenses reimbursed by the Post after filing an approved Travel Voucher with receipts attached. The specific amount paid shall be determined by the EXCOM with approval by the General Membership.

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

ARTICLE X

Committees and Special Appointments

The Post Commander, immediately upon taking office each year, shall appoint such standing committees as he/she deems necessary and publish same on the Post's website or equivalent social network site. Each committee will provide a monthly report to the EXCOM and General Membership. If there is no activity of that committee resulting in a "no report" for three consecutive months along with a rationale for such report, the EXCOM will determine if there is a continued need for such committee. The commander will make the final determination to stand down any committee.

ARTICLE XI

Meetings

Section 1. The regular General Membership meetings of Post 176 Legionnaires shall be held in Springfield, Virginia on the first (1st) Tuesday of each month at 7 p.m. unless otherwise designated by the EXCOM. The members will be notified by the Adjutant of any change through a direct mailing, email, or the Post newsletter to be mailed at least ten (10) days prior to the new meeting date. If the meeting start time is delayed or the meeting is canceled due to weather, funeral services, disasters, or emergencies, notice will be posted on the announcement board in the social quarters, and/or through email.

While these membership meetings are for Post 176 Legionnaires, other members of the Post family may attend as guests. Guests are observers only to the meeting and may not speak or vote on any issue the general membership addresses. Only Post 176 Legionnaires in good standing have voting privileges. All Post 176 Legionnaires wishing to speak will wait to be acknowledged, then stand, salute the flag, address the podium, salute the flag, and be seated.

The Post Commander may, at any time prior to or during a GMM, direct that the meeting be closed to just Post 176 Legionnaires in good standing. If a closed meeting is called during a GMM, all personnel, except for Post 176 Legionnaires in good standing, are required to leave.

Any non-members of Post 176 that wish to speak at the GMM should be on the agenda. To be added to the agenda the individual must contact the Commander or Adjutant at least 10 days prior to the meeting.

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) Post 176 Legionnaires in good standing, the EXCOM shall call a special meeting of this Post.

Section 4. The election of Post Officers shall be held at the regular GMM in May of each year. Only Post 176 Legionnaires in good standing are eligible to run for office. Nominations are closed in April and will be announced at the April GMM. Voting shall be by secret ballot unless prescribed otherwise by a vote of at least two-thirds (2/3) of the Post 176 Legionnaires in good standing 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 the 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.

Section 5. The terms of office of all Post Officers shall commence upon their installation and continue until the installation of their successors. The Installation Ceremony will normally take place at the June GMM. 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. The Post Commander will appoint a Post Member in good standing to complete the “Legion Year” term.

Section 7. A quorum for Post 176 Legionnaire membership meetings shall be determined as a percentage of Legionnaire members in good standing 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 of Post 176 Legionnaires in good standing present at the meeting. Once a quorum is established, voting approvals are by a 2/3's majority of votes cast. Abstentions by definition are not a vote and have no effect on the outcome of a vote.

Section 9: The minutes from the GMM and EXCOM meetings shall be reviewed and approved by the Post Commander, or designated representative. Once approved, meeting minutes will be provided to the EXCOM and posted on the Post 176.org webpage.

ARTICLE XII

Notices

Section 1. By approval of revised By-Laws, notice is perpetually provided that the election of Post officers shall occur during the GMM each May. The Post Adjutant shall also ensure notice of the annual election is widely advertised.

Section 2. 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, the date of mailing, or E-mails.

Section 3. Prescribed periods of other notifications 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 XIII

Rules of Order

Section 1. The order of precedence used to resolve issues covered within Post 176 By-Laws is as follows:

- A. Post 176 By-Laws
- B. Department of Virginia American Legion By-Laws
- C. National American Legion By-Laws
- D. Any relevant SOPs published by the Department of Virginia or the National American Legion.

Section 2. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised and The American Legion Officers Guide and Manual of Ceremonies* shall be a guide to 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 XIV

Conduct & Discipline

Discipline of members will be in accordance with Department of Virginia Bylaws, Article IV.

ARTICLE XV

Amendment of By-Laws

Section 1. Any suggested amendments to the By-Laws may be made any time during the year by the membership.

Section 2. These By-Laws may be amended by a two-thirds (2/3) vote of the Post 176 Legionnaires in good standing and voting at any regular or special membership meeting of the Post. Once a quorum is established, voting approvals are by a 2/3's majority of votes cast. Abstentions by definition are not a vote and have no effect on the outcome of a vote. The vote comes after a review by the Judge Advocate and proper notification to the membership. A thirty (30) day notice to the membership of the proposed amendments is required. 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 at the GMM.

Section 3. Suggested changes to these By-Laws are to be submitted, in writing, to the Post Judge Advocate at judgeadvocate@post176.org for review. Suggested wording and deletions, along with rationale for the change will be provided. The Judge Advocate, after review of the proposed change(s), will present his/her recommendation(s) at the next EXCOM and GMM. The Judge Advocate may appoint a committee to assist him/her in this review. If approved, notice will be given

to the membership as outlined in Article XII. 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. The membership shall be provided all information to include, but not limited to, the suggestion, initial decision, rationale for the decision, and appeal. If approved by the membership, proper notice will be given.

Section 4. 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 5. In the event that any provision of these By-Laws is for any reason, deemed to be unenforceable, the remaining provisions shall remain valid, in effect, and enforceable.