

BY-LAWS OF KERLIN-LYERLY, POST NO. 154, PFLUGERVILLE, TEXAS.

ARTICLE I - NAME

Section 1. The Post existing under these By-Laws is to be known as Kerlin-Lyerly, Post No. 154, The American Legion.

Section 2. The objects of this Post are as set forth in the Constitution.

ARTICLE II - MANAGEMENT

Section 1. The government and management of the Post is entrusted to a Post Executive Committee which shall consist of two(2) members in addition to the Officers of this Post. They shall be elected annually as provided in Article V, Section 4, of this Constitution, and all shall take office immediately upon installation.

Section 2. The Post Executive committee shall meet for organization and such other business as may come before it at the call of the Post Commander within ten days after the installation of the new officers. Thereafter the Post Executive Committee shall meet at the call of the Post Commander at least once a month and as often as said Post Commander may deem necessary. The Post Commander shall call a meeting of the Post Executive Committee upon the joint written request of three (3) or more members of said Post Executive Committee. A majority of the members of the Committee shall constitute a quorum thereof.

Section 3. The Post Executive committee shall hire such employees as may be necessary; shall authorize and approve all expenditures; shall require adequate bonds from all persons having the custody of Post funds; shall cause all funds to be placed in the hands of the Post Finance Officer for deposit and accounting purposes; shall hear the reports of Post Committee Chairmen, and generally, shall have charge of and be responsible for the management of the affairs of this Post. At the end of each fiscal year, an review committee shall be appointed with the Post Judge Advocate as Chairman to conduct a complete review of Post records before turning them over to the new Post Finance Officer. Except for hiring and firing of employees, all actions of the Post Executive Committee shall be submitted for approval to the membership at the next regular membership meeting.

ARTICLE III -- DUTIES OF OFFICERS

Section 1. Duties of Post Commander: It shall be the duty of the Post Commander to preside at all meetings of the Post and to have general supervision over the business and affairs of the Post, and such officer shall be the Chief Executive Officer of the Post. The Post Commander shall approve all orders directing the disbursement of funds and shall make an annual report covering the business of the Post for the year, and recommendations for the ensuing year, which shall be read at the annual meeting and a copy thereof immediately forwarded to the Department Adjutant. The Post Commander shall see that this Constitution and By-Laws is observed. The Post Commander shall perform such other duties as are directed by the Post.

Section 2. Duties of Post Vice Commander: The Post Vice Commander shall assume and discharge the duties of the office of Post Commander in the absence or disability of, or when called upon by the Post Commander and shall be fully involved in, and responsible for, all aspects of Post Membership.

Section 3. Duties of the Post Adjutant: The Post Adjutant shall have charge of and keep a full and correct record of all proceedings of all meetings, keep such records as the Department and National Organizations may require, issue membership cards, handle certificates of transfer, render reports of membership annually or when called upon at a meeting, and under direction of the Post Commander, handle all correspondence of the Post. The Post Adjutant shall comply with Article V, Section 5, Department Constitution.

Section 4. Duties of the Post Finance Officer: The Post Finance Officer shall have charge of all finances and see that they are safely deposited in some local bank or banks and shall report once a month to the Post Executive Committee and the Post, in writing, the condition of the finances of the Post, with such recommendations as The Post Finance Officer may deem expedient or necessary for raising funds with which to carry on the activities of the Post. The Post Finance Officer shall sign all checks disbursing the moneys of the Post, such checks to be countersigned by the Post Commander, as authorized by the Post Executive Committee. The Post shall furnish such surety bond in such sum as shall be fixed by the Post Executive Committee.

Section 5. Duties of Post Judge Advocate: The Post Judge Advocate shall supply professional advice in the conduct of the Post business, or to retain proper counsel. The Post Judge Advocate shall be the Chairman of any committee concerning the amendment of the Post Constitution or By-Laws. The Post Judge Advocate shall be in charge of the annual review of the Post financial accounts as set out in Section 3, Article II of these By-Laws. The Post Judge Advocate shall be responsible for the orderly conduct of disciplinary procedures.

Section 6. Duties of the Post Historian: The Post Historian shall be charged with the individual records and incidents of the Post and Post members and shall perform such other duties as may properly pertain to the office as may be determined by the Post or Post Executive Committee.

Section 7. Duties of Post Chaplain: The Post Chaplain shall be charged with the spiritual welfare of the Post comrades and will offer divine but non-sectarian service in the event of dedications, funerals, public functions, etc., adhere to such ceremonial rituals as are recommended by the National or Department Headquarters from time to time.

Section 8. Duties of Post Sergeant at Arms: The Post Sergeant at Arms shall preserve order at all times and meetings, and shall perform such other duties as may be from time to time assigned to the Post Sergeant at Arms by the Post Commander or Post Executive Committee. The Post Sergeant at Arms shall have charge of the Post Colors, and shall not display or permit them to be displayed without specific authority of the Post Commander.

Section 9. Duties of Post Service Officer: The Post Service Officers shall comply with the Service Officer's Manual and Post Officers Guide of The American Legion, and recommendations of National and Department Headquarters, and needs of this Post.

ARTICLE IV - DELEGATES

Section 1. Delegates and alternates to a Department, Division, or District Convention shall be elected by the Post at a regular meeting of the Post to be held not less than fifteen (15) days prior to the date of such convention. However, the Post, by two-thirds (2/3) vote of members present may authorize the Post Commander to appoint said delegates. The Post Commander shall, immediately upon their election or appointment, designate the chairman. Alternates for delegates shall have all the privileges of registered delegates except that of voting. A registered delegate is one who has received his/her credentials after his/her registration fee has been paid.

Section 2. Each duly registered delegate shall be entitled to one vote. At the time the delegates are elected, the Post will select either the Pro-Rata Rule or the Modified Unit Rule, as described below, as the method of voting for those delegates who do not attend the convention.

a. Modified Unit Rule. Each duly registered delegate shall be entitled to one vote, unless there are less delegates than votes. Under those circumstances, each delegate will cast one vote, then any votes of absent delegates will be cast, in their entirety, in accordance with the majority of the delegates in attendance.

b. Pro Rata Rule: Each duly registered delegate shall be entitled to one vote, unless there are less delegates than votes. Under those circumstances, each delegate present will be entitled to a portion of the total number of votes allocated to the Post that is directly proportionate to the percentage that the delegate represents of the total delegation present.

Section 3. The chairman of the delegation shall cast the entire delegate vote on any convention matter, after first polling the delegates present, so as to reflect the vote of each delegate present.

ARTICLE V - DUES - FISCAL YEAR

Section 1. Annual dues shall be as prescribed by the Post and shall be payable on or before October 20th of each year for the succeeding calendar year. A member whose dues for the current year have not been paid by January first shall be classed as delinquent. If his/her dues are paid on or before February first, he/she shall be automatically reinstated. If he/she is still delinquent after February first, he/she shall be suspended from all privileges. If he/she is still under such suspension on June thirtieth of such year, his/her membership in The American Legion shall be forfeited. A member so suspended or whose membership has been so forfeited may be reinstated to active membership in good standing by vote of the Post and payment of current dues for the years in which the reinstatement occurs.

Section 2. The newly elected Post Officers shall be installed at a regular or special meeting, as may be designated by the Post Executive Committee, as soon as practicable after the annual election, not later than the first regular Post meeting in October following their election, and according to Article V, Section 4 of this Constitution.

Section 3. The Chairman of the membership committee may recommend to the Post Executive Committee the names of members whose dues shall be paid for by the Post with reasons for such

recommendation. The Post Executive Committee shall have the power to approve or reject such recommendations except new members and transfers.

ARTICLE VI - POST COMMITTEES APPOINTMENTS

Section 1. The Post Commander, immediately upon taking office each year, shall appoint such standing committees as the Post Commander deems necessary for the efficient operation of the Post, such as those listed in the Post Officers Guide; the Post Commander shall also appoint such other committees as the Post Commander finds to be necessary from time to time. All of such committees shall consist of such members and the chairman thereof as shall be designated by the Post Commander and confirmed by the Post Executive Committee.

Section 2. The duties and functions of the respective Post committees shall be in accordance with the current Post Officers Guide of The American Legion and with the recommendations of National and Department Headquarters.

ARTICLE VII - RESOLUTIONS

Section 1. All resolutions of State or National scope presented to this Post by a member or reported to this Post by a committee shall merely embody the opinion of this Post on the subject and copy of same shall be forwarded to the Department Headquarters for its approval before any publicity is given or action other than mere passage by the Post is taken.

ARTICLE VIII - MEETINGS

Section 1. The regular and special meetings of the Post shall be held at 6:30pm on the 3rd Monday of each month or as otherwise designated by the Post Commander, at which place may be transacted such business as may properly be brought up for action, approve the minutes of the previous meeting and minutes of all Post Executive Committee meetings since the last regular meeting; such meetings may be converted into entertainment meetings, as may be deemed advisable by the officers of the Post. Procedure at regular meetings shall comply with the current Manual of Ceremonies.

Section 2. The regular business meetings of the Post shall be as determined by the Post. Other business or social meetings may be held as directed by the Post Commander and the Post Executive Committee.

Section 3. The Post Commander or a majority of the Post Executive Committee shall have power to call a special meeting of the Post at any time.

Section 4. Upon the written request by signed petition of not less than five (5) of the members in good standing of this Post delivered to the Post Commander, requesting a special meeting of the Post, the Post Commander shall call the said special meeting within not less than seven (7) days, nor more than fourteen (14) days after receipt of the said petition. In the said petition shall be stated the purpose for which the meeting is requested, and matters not pertaining to said purpose for the meeting shall not be considered at such meeting. In notices given to the membership of said meeting, the subject matter to be discussed shall be stated. The Post Commander or a majority of the Post Executive Committee shall have the power to call a special meeting of the Post, and the notice of the

call for this meeting sent to the membership shall contain the subject matter to be discussed at the said meeting, and the said meeting shall not discuss other matters not relating to said notice.

Section 5. At least four (4) members in good standing shall constitute a quorum at any regular or special meeting of the Post.

Section 6. In the event a public emergency or natural disaster makes the holding of an in-person meeting unlawful or impossible, the post may conduct its meeting by electronic or other remote access means as reasonably necessary for the duration of the emergency or disaster.

- a. The post shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain as much as possible accessibility for all members, including those with disabilities and those who lack the access to sophisticated technology.
- b. Any action that could be taken at an in-person meeting, including amendment of the constitution and by-laws, may also be taken at a virtual meeting held pursuant to this provision.
- c. Any action taken at any such virtual meeting shall be ratified at the first regular in-person post meeting.
- d. During a virtual meeting, the post adjutant shall ensure that all participants are members in good standing and that a quorum is present.
- e. The post commander shall determine the need for a virtual meeting.
- f. If there is a vote, the Adjutant must make a record of the vote and ensure that every voter is sufficiently identified and a member of the Post in good standing.

ARTICLE IX - NOTICES

Section 1. Current Address Policy: Every member shall furnish the Post Adjutant with his/her address for mailing purposes. Notices sent to the last known address shall constitute sufficient legal notice.

Section 2. Annual Election Policy: The Post Adjutant shall cause written notice of the annual election to be given at least one (1) regular Post meeting prior to the election date, but in no event less than fifteen (15) days prior to the election date. Announcement of election should also be made public by posting said notice on the Post's website, monthly newsletter, local newspaper covering Post's membership area, email or other electronic communications, presently existing or existing in the future; however, such shall not relieve the Post of, at least, sending post cards, by United States Mail, postage prepaid, as previously stated above.

Section 3. Statement of Nondiscrimination: In its efforts to promote nondiscrimination, the Post does not discriminate on the basis of race, religion, color, national origin, gender, sex or disability in accordance with Title VI of the Civil Rights Act of 1964, as amended.

Section 4. Whistleblower Protection Policy: Neither the Post Commander, Post officers nor Post Executive Committee shall unlawfully retaliate against any member for bringing a grievance or complaint under these By-Laws.

Section 5. Conflict of Interest Policy: No person in a position of authority over the Post, such as the Post Commander, Post Officers or members of the Post Executive Committee may benefit personally from a decision he or she could make.

Section 6. Written Documentation Retention/Destruction of Confidential and Sensitive Documents Policy: Any person that possesses or maintains such information is required to take reasonable measures to protect against unauthorized access to, or use of the information in connection with its disposal. In addition, Sarbanes-Oxley requires that records be retained for all audits and legal proceedings.

Section 6 a. Record Types and Retention Periods:

- (1) Accounts Payable/Receivable Ledgers – 7 years
- (2) Audit Reports of Accounts – Permanently
- (3) Bank Statements – 7 years
- (4) Contracts and Leases – Permanently
- (5) Correspondence (Legal) – Permanently
- (6) Membership Applications – 3 years
- (7) Insurance Records – Permanently
- (8) Tax Returns – 7 years
- (9) Training Manuals – Permanently

Section 7. IRS Authority to Request Information (Public Disclosure Policy): The Post must make available for public inspections IRS annual returns and applications for exemption, and must provide copies of such returns and applications to individual who request them. Copies usually must be provided immediately in the case of in-person requests, and within 30 days in the case of written requests. The tax-exempt organization may charge a reasonable copying fee plus actual postage, if any.

Section 8. IRS 990 Compliance Policy: The IRS Form 990 must be filed annually by the 15th day of the 5th month after the close of the tax year. The Pension Protection Act requires the IRS to revoke the tax-exempt status of any organization that fails to meet its annual filing requirement for three (3) consecutive years.

Section 9. Review of Form 990 by Executive Committee: The Post Finance Officer will create a timeline for compliance in the following previous tax year. Data will be gathered to complete the IRS Form 990 and shared with the Post Executive Committee no later than the Post Executive Committee next meeting. The Post Executive Committee will review the completed IRS Form 990 annually before it is sent to the IRS.

ARTICLE X -- RULES OF ORDER

Section 1. All proceedings of this Post shall be conducted under and pursuant to Robert's Rules of Order, Newly Revised, except as herein otherwise provided.

ARTICLE XI - LIMITATIONS OF LIABILITIES

Section 1. This Post shall incur, or cause to be incurred, no liability, nor obligations whatsoever which shall subject to liability any other Post, subdivision, group of men or women, members of The American Legion, or other individuals, corporation, or organization.

ARTICLE XII - AMENDMENTS

Section 1. These By-Laws may be amended at any regular Post meeting by a vote of two-thirds (2/3) of the members of said Post attending such regular meeting; provided that the proposed amendment shall have been submitted in writing to the Post Executive Committee in session and approved by it; or if rejected in whole or in part, it may be taken to a regular Post meeting on a minority report; and provided that the proposed amendment shall have been submitted in writing and read at the next preceding regular meeting of said Post, and provided, further, that written notice shall have been given to all members at least fifteen (15) days in advance of the date when such amendment is to be voted upon, notifying all said members that at such meeting a proposal to amend the By-Laws is to be voted upon.

(NOTE: Article XIII is an optional Article for all Posts.)

ARTICLE XIII - BOARD OF TRUSTEES

Section 1. A Board of Trustees is hereby created to consist of five (5) members of the Post, and the current Post Commander, with right to vote. One member of said Board of Trustees shall be elected each year by the Post Executive Committee on nomination by the Post Commander to serve for a term of five (5) years. No member of the Board, other than the Post Commander, shall hold any other elected office in the Post nor shall be eligible to succeed himself/herself.

Section 2. At the first regular meeting of the Board of Trustees in each year, the Board shall elect a Chairman and a Vice-Chairman who shall serve for a term of one (1) year and shall not be eligible to succeed themselves. The Post Finance Officer, Post Judge Advocate, and Post Adjutant shall serve the Board in their respective capacities, but shall not be granted the privilege of vote on any question coming before the Board of Trustees. The members of the Board shall meet at least once each month and hold special meetings at such time and place as deemed necessary by the Chairman or on call of three (3) members thereof.

Section 3. A majority shall have power to act and to exercise all the authority of the Board. The members of the Board shall serve without pay. Each member shall be bonded with a solvent surety company as surety in the penal sum of Five Thousand and NO/100 (\$5,000.00) Dollars, the premium thereon to be paid out of the income from such property as they may hold in Trust for the Post. Said bond shall be approved by the Post Judge Advocate before such Trustee shall be qualified.

Section 4. Vacancies in the Board of Trustees shall be filled by election by the Post Executive Committee of the Post, upon nomination by the Post Commander.

Section 5. Duties and Functions.

a. The duties of the Board of Trustees shall be to take care of all Trust Funds and all properties, real personal or mixed, the legal title to which is now vested, or may hereafter vest, in the Post, or which may be offered to and accepted by the Post. Real Property owned by the Post may be sold (only after first complying with all provision in the current Department and National Constitutions and Bylaws pertaining to the conveyance of real property by posts), leased, or otherwise disposed of, where control of said property is involved, at any regular meeting of the Post by a vote of two-thirds (2/3) of the members of said Post attending such regular meeting; provided that the proposal shall have been submitted in writing and read at a meeting of the Post Executive Committee, if there be one, and approved by a majority of the Post Executive Committee present and voting, and further provided that the proposal shall have been submitted in writing and read at a meeting of the Board of Trustees and approved by a majority of those present and voting, and provided further that the proposal shall have been submitted in writing and read at the first regular meeting of said Post following action by the Board of Trustees; provided further that notice shall have been given to all members by mail at least fifteen (15) days in advance of the date when such proposal is to be voted upon, provided further that notices of the proposal have been given publication in area press, radio and the bulletin board in The American Legion Post Home, notifying the said members that at such a meeting a proposal to sell, lease, or otherwise dispose of said property is to be voted upon.

b. No changes, alterations or additions to the real property of the Post shall be made without the prior approval of the Board of Trustees; final approval after recommendation by the Board of Trustees shall be vested in the Post Executive Committee and the Post.

c. The disposal of control of real property of the Post can only be amended by the same procedure as set forth in the above Section 5(a) for the disposal of control of real property.

Section 6. The Board of Trustees shall act as a Building and Grounds Committee for the purpose of rental of said property on a temporary basis and/or otherwise handle use of said property; subject to final approval of the Post Executive committee. The Post Executive Committee may assign such other duties to the Board of Trustees as it deems advisable.

POST CERTIFICATION

We, the following officers of Kerlin-Lyerly, Post No. 154, The American Legion, hereby certify that the foregoing Constitution and By-Laws, after due notice was given to all members, was adopted at a regular meeting of this Post held on the 20th day of September, 2021, A. D.

Phillip R. Zendejas _____
POST COMMANDER

Juan M. Bosquez _____
ATTESTED: **POST ADJUTANT**

DEPARTMENT CERTIFICATION

Passed on by the Department Judge Advocate on the _____ day of _____, 2021, A. D., and
Approved by the Department Executive Committee on the _____ day of _____, 2021,
A. D.

DEPARTMENT JUDGE ADVOCATE