



The American Legion  
Department of California  
1601 7<sup>TH</sup> Street  
Sanger, CA 93657-2801

CERTIFICATION OF CONSTITUTION, BYLAWS AND AMENDMENTS  
CONSTITUTION AND BYLAWS COMMISSION, DEPARTMENT OF CALIFORNIA

Post Articles                       District Articles                       \_\_\_\_\_ Articles

Post No.: 0105                      District No.: 26                      Area: 2

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Redwood City, CA  
(Location)

**Your articles, as submitted have been reviewed and by this Commission for entry into the Department Record. A copy of this form should be kept with your Post or District Records**

**ARTICLES RECEIVED:**

- Const. & By-Laws  
 By-Laws  
 Amendment

**REMARKS:** If the Constitution & By-Laws, By-Laws or the Amendments are ever changed or amended after the date of this form, the changes or revisions shall be submitted to the Constitution and Bylaws Commission - Department of California for review and approval. All Articles of any Bylaws must remain in compliance with the American Legion National Constitution and Bylaws as well as the American Legion – Department of California Constitution and Bylaws. It is the responsibility of the Post or District to always keep them current.

Thank you.

DATE: May 16th, 2023

Mark L. Rice  
Mark L. Rice  
Chairman and Commissioner, Area 1  
Constitution and Bylaws Commission, DOC

2022-2023 Revised By-Laws Redwood City Post 105, The  
American Legion  
Department of California, Inc.



Redwood City Post 105, The American Legion  
651 El Camino Real, Redwood City, CA 94063

## **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 all wars.*
- *To inculcate a sense of individual obligation to 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.*

## **DEFINITIONS**

- Redwood City Post 105, The American Legion is referenced herein as "Post".
- The General Meeting of the membership is referenced herein as "General Meeting".
- The Executive Board and the Board of Directors shall be referenced as the "Executive Committee" and referred to as the elected governing body of Redwood City Post 105, The American Legion.

## **ARTICLE I**

### **Name of Organization**

**Section 1.** The name of this or organization shall be:

REDWOOD CITY POST 105, THE AMERICAN LEGION DEPARTMENT OF CALIFORNIA, hereinafter referred to as "Post".

**Section 2.** The location of the Post and mailing address is:

651 El Camino Real  
Redwood City, CA 94063

## **ARTICLE II – OBJECTS**

**Section 1.** The objects and purposes of this Post shall be to promote the principles and policies as set forth in the foregoing Preamble and in the Articles of Incorporation of this Post and the National and Department Constitutions of The American Legion.

## **ARTICLE III – NATURE**

**Section 1.** This Post is a civilian organization and membership therein does not affect nor increases liability for military or police services.

**Section 2.** Rank does not exist in the Post. No member shall be addressed by their military title in any meeting of the Post.

**Section 3.** This Post shall be non-political and shall not be used for dissemination of partisan principles or promotion of the candidacy of any person seeking public office.

## **ARTICLE IV – MEMBERSHIP**

**Section 1.** The eligibility for membership in this Post shall be those dates and conditions set forth in Article IV, Section 1, of the National Constitution of The American Legion.

**Section 2.** There shall be no form or class of membership except active.

**Section 3.** All applications to Post 105 are to be submitted to the Membership Committee and furnish official proof of military service such as a DD214 and pay dues for the current fiscal year.

**Section 4.** If approved by the Membership Committee, the candidate will be brought to the General Membership at the next monthly meeting.

**Section 5.** All candidates for membership in the American Legion shall be voted by those at the General Meeting and shall elect or reject a candidate to the Post by the membership.

**Section 6.** No members shall be elected to the membership of Post 105 who is a member of any other Post of The American Legion.

**Section 7.** No limitations may be placed on membership or re-application of membership.

**Section 8.** Candidates may transfer into the Post from another Post as long as they are a member in good standing.

**Section 9.** Candidates who transfer must submit official proof of military service such as a DD214, to the Membership Committee, all candidates must have served at least one day in military service.

**Section 10.** A member whose dues for the current year have not been paid by January 1st are considered delinquent. If their dues are paid on or before February 1st, they shall be automatically reinstated. If they are still delinquent after February 1st, they shall be suspended from all privileges. If they are still under suspension on June 30th of such year, their membership in The American Legion shall be forfeited. A member so suspended or who's membership has been so forfeited, must reapply to the Membership Committee, and brought to the General Membership to be reinstated to active membership in good standing by a vote of the Post membership and payment of current dues for the year in which the

reinstatement occurs. Continuous membership privileges and benefits may be affected by any break in continuous membership. Continuous membership cannot be reinstated after February 1.

## **ARTICLE V - OFFICERS & EXECUTIVE COMMITTEE**

### **Section 1. Officers - The Officers of this Post shall be:**

#### **A.**

- Commander
- 1st Vice Commander
- 2nd Vice Commander
- 3rd Vice Commander
- Adjutant
- Judge Advocate
- Finance Officer
- Historian
- Sergeant-at-Arms
- Chaplain
- Service Officer
- Jr. Past Commander

#### **B. The elected officers of this Post shall be for the term of one (1) year:**

- Commander
- 1st Vice Commander
- 2nd Vice Commander
- 3rd Vice Commander
- Finance Officer
- Sergeant-at-Arms

C. The Post may have Assistant positions as warranted by the Commander and subject to membership approval at any General Meeting.

#### **D. The Commander shall appoint the following officers.**

- Adjutant
- Judge Advocate
- Service Officer
- Historian
- Chaplain
- Assistant Adjutant
- Assistant Finance Officer
- Assistant Sergeant-at-Arms

E. Any officer, other than the Commander and Vice Commanders, may hold two or more of the **above** offices at the same time.

**Section 2.** The Executive Committee shall consist of thirteen (13) members:

- Commander (who shall chair the committee)
- 1st Vice Commander
- 2nd Vice Commander
- 3rd Vice Commander
- Adjutant (who shall be the Secretary of the Executive Committee)
- Finance officer
- Six Members-at-Large (two (2) Post members elected from the General Membership) to serve terms of three years each.
- Junior Past Commander (who shall serve with voice but without vote).

**Section 3.** The Officers who have been elected shall be impressively installed, preferably by a ritual team, in accordance with the prevailing National Manual of Ceremonies, prior to the first day of July of that year.

**Section 4.** Election of Officers

- A. Any member of this Post in good standing shall be eligible to hold office as provided in the National Constitution. There shall be no limiting qualifications.
- B. All elections shall be by written secret ballot at the Redwood City, Post 105, 651 El Camino Real, Redwood City, California.
- C. Ballots will be distributed by the Sergeant-at-Arms upon entry to the May General Meeting to all members in good standing who show a valid Membership Card.
- D. No vote will be by absentee or proxy.
- E. A majority of all votes cast at that General Meeting shall be necessary to elect the Commander, 1st Vice Commander, 2nd Vice Commander, 3rd Vice Commander, Finance Officer, Sergeant-at-Arms and Members-at-Large.
- F. The Commander will select three (3) members who are in attendance at the General Meeting and who are not up for

election to tabulate the vote.

- G. The election results will be announced by the Adjutant at the May General Meeting and recorded in the General Minutes.
- H. Election results will be published in the Newsletter, Website, email, and United States Postal Service for those who do not have email.
- I. In the event of a tie, candidates will have a re-vote during the May General Meeting.
- J. The newly elected Officers and new Executive Committee members' terms will commence on July 1st of the next fiscal year.
- K. A record of the election will be kept for three (3) years.

**Section 5.** Nominations for elected officers and Post members:

- A. Nominations will be made by the Executive Committee in March of the fiscal year and presented at the next General Membership meeting.
- B. Nominations by the General Membership, in attendance, to be presented at the General Meeting in April in that Fiscal Year.
- C. Announcement of Nominations and their term will be made during the regular meeting in April of each Fiscal year.
- D. Announcements of all Nominations and their term shall be made by official notification through the Minutes, Newsletter, Website, BLOG, email, and United State Postal Service for those who do not have email.

**Section 6.** Disputing the Election or Term

- A. A protest must be submitted in writing to the Adjutant and Commander within 30 days of Election by email or letter.
- B. The Executive Committee will determine if the protest is valid at an Emergency Session and the Executive Committee will determine who won and for how long. If the Executive Committee cannot determine who the winner is, then a Run-off Election will be held the following month.



- C. After 30 days and there is no dispute, then the election stands and is recorded in the Minutes, Newsletter, Website, email, or United States Postal Service for those who do not have email.

**Section 7.** If a National, State or Local Emergency has been declared by the President of the United States, Governor of the State of California, Mayor of Redwood City, San Mateo County Supervisors or Health Officials, the Executive Committee will:

- A. Suspend all activity at the Post until the emergency has been lifted.
- B. In the event a Post-Election cannot be held during this emergency, then all Executive Committee members and appointed Committee Members are to remain in place until elections can be held pending the emergency declaration being lifted.
- C. The terms of the Officers will remain the same and will be elected or unelected at the next available election depending on the removal of the declaration.
- D. All Executive Committee and Committee Meetings at this time will be held by virtual meetings such as video conferencing and minutes kept of each meeting or recorded.

**Section 8.** All vacancies in the elective offices and Executive Committee seats shall be filled by a secret ballot at a regular meeting following the vacancy, provided that notice of the election is given at the previous regular meeting.

**Section 9.** The duties of Officers and Executive Committee Members shall be those usually pertaining to such Officers or Executive Committee Members and as further provided by Article IX of these By-laws.

- A. On being elected or appointed, all Officers or Post Members having custody of Post funds shall be bonded by the Post.
- B. In the event any of the bonded Officers or Executive Committee Members fails to qualify for bonding, the officer or seat of such person shall be declared vacant.

C. Liability Insurance shall be provided by the Post to cover members of the Executive Committee.

**Section 10.** In the event any Post Officer or member of the Post Executive Committee shall be absent for three (3) consecutive meetings of the Post of Executive Committee meeting without being excused by the Post Commander, such office shall be declared vacant by a majority vote of those present at a regular Post meeting held after a written notice, by email or United States postal service to all members that such vote will take place. The vacancy so created will be filled by the same method they were originally filled.

## **ARTICLE VI –PROCEDURE** **Procedures - General Meeting**

**Section 1.** Opening and closing of meetings: Initiation of new members and installation of officers shall be conducted as prescribed and approved by the National Convention of The American Legion in Kansas City of 1921, with subsequent amendments as adopted and approved by later conventions.

**Section 2.** Robert's Rules of Order, latest edition, shall govern the conduct of all meetings except otherwise where they are in conflict with these bylaws.

**Section 3.** The Order of Business shall be as listed in the "National Manual of Ceremonies."

**Section 4.** All meetings of the Post, Executive Committee, and Special Committees shall be open to any member in good standing. Should any Executive Committee, or Special Committee find it necessary to adjourn into an "administrative" or "executive" session, such adjournment shall be for the purpose of discreet discussion of the item at hand, only to resolve a specific issue, and for any official pertinent action. The same must then be done at the subsequent reconvention into open session.

**Section 5.** If a member wishes to attend an Executive Committee meeting or a Committee meeting, they may do so but have no voice

unless invited by the Commander. Any Executive Committee member requesting an attendee to speak must go through the Executive Committee Chairperson.

## **Article VII - GENERAL MEETINGS**

**Section 1.** The General Meetings of this Post shall be held on the second Wednesday of the month at 1900 hours (7:00 p.m.) at Redwood City Post 105, The American Legion, 651 El Camino Real, Redwood City, CA 94063, or at a place to be designated by the Commander.

**Section 2.** General Meeting will not be held unless there is a quorum of fifteen (15) members in good standing. A quorum will be determined by the Sergeant-at- Arms. **If no quorum is obtained, then an information meeting only may occur. No vote, motion or any decision pertaining to the Post may occur.**

**Section 3.** Roll Call will be taken of all Executive Committee members in attendance by the Adjutant and recorded in the Minutes of the General Meeting.

**Section 4.** Minutes of previous General Meetings are to be made available to the Membership and any additions or deletions may be made at this time.

**Section 5.** Guests of the Post will be noted in the monthly minutes.

**Section 6.** The American Legion Family may be recorded as guests and give reports at the General Meeting.

**Section 7.** MIA/KIAs will be honored at each General Meeting according to the National Manual of Ceremonies and National By-laws.

**Section 8.** The Commander may call special meetings. A meeting may be called by at least three (3) Executive Committee members and the request must be in writing. No special meeting shall be called unless announced by the Commander at the regular meeting preceding the special meeting date, or unless a notice is emailed or mailed to each member at least ten (10) days prior to said special meeting, stating the time and place of the meeting and the subject to be considered.

## **ARTICLE VIII – EXECUTIVE COMMITTEE**

**Section 1.** The management of this Post is entrusted to the Executive Committee which shall meet on the first Wednesday of each month, commencing on July 1, 2023.

**Section 2.** Each meeting of the Executive Committee must have seven (7) members in good standing for a Quorum.

**Section 3.** The Commander shall preside over the Executive Committee meeting and shall vote only in the event of a tied vote. The Junior Past Commander has a voice but no vote.

**Section 4.** The voting members of the Executive Committee are:

- |                       |                         |
|-----------------------|-------------------------|
| 1. Commander*         | 5. Judge Advocate       |
| 2. 1st Vice Commander | 6. Finance Officer      |
| 3. 2nd Vice Commander | 7. Adjutant             |
| 4. 3rd Vice Commander | 8. Six Members-at-Large |

\*Commander only votes in the event of a tie.

**Section 5.** The Executive Committee shall consider all matters affecting the Post and shall make recommendations to the Post Membership, which thereafter shall be approved by the Post Membership before becoming effective.

**Section 6.** In the event the Commander is absent the following officers shall chair the Executive Committee or General Meeting respectively.

- 1st Vice Commander
- 2nd Vice Commander
- 3rd Vice Commander
- Adjutant

**Section 7.** The Adjutant shall keep accurate minutes of the Executive Committee meetings. The minutes may be read to the Post membership. A copy is available only to Executive Committee members on a secure website location.

**Section 8.** The Executive Committee shall have control of all real and personal property belonging to the Post. This includes all furnishings, equipment, fixtures, kitchen equipment, bar equipment and all Post assets.

**Section 9.** The Finance Officer will keep all financial records of the Post, including building and bar accounts, and shall always be kept on the Post premises at 651 El Camino Real, Redwood City, California, in the business office, under appropriate security, and are only to be removed on a short-term basis by the responsible authority for the purpose of updating extensive transactions after which they shall be returned. For security of data recorded by computer, backup files may be stored off the premises.

**Section 10.** The 1st Vice Commander will keep all membership records, cards, the principal roster, and paraphernalia and shall always be kept on the Post premises at 651 El Camino Real, Redwood City, California, in the business office, under appropriate security, and are only to be removed on a short-term basis by the responsible authority for the purpose of updating extensive transactions, after which they shall be returned. For security of data recorded by computer, backup files may be stored off the premises.

**Section 11.** The Adjutant and the Commander shall be responsible for the maintenance, repair, care, upkeep, security, and rental of all Post properties. *The employment and discharge of all personnel within the scope of their responsibilities, and all other functions related thereto.*

**Section 12.** The Executive Committee is authorized to spend budgeted amounts for repairs, purchases, or replacement of equipment without prior membership approval. No unbudgeted expenditures, except for emergencies, shall be made without prior membership approval.

**Section 13.** When it is to the Post's advantage, the 2nd Vice Commander and Bar Manager may expend a reasonable sum for the replenishment and extra purchases of alcoholic beverages and operating supplies.

**Section 14.** The Post Membership may, at any meeting, consider and pass upon any matters irrespective of whether such matters have been

previously considered by the Executive Committee.

**Section 15.** No member of the Executive Committee shall be represented or shall vote by proxy. There shall be **no** voting by absentee ballot.

**Section 16.** All communications and notices must be in writing, either by email or United States Postal Service.

## **ARTICLE IX - DUTIES OF OFFICERS**

**Section 1. Commander** - Shall preside over all meetings of the Redwood City Post 105, The American Legion. Such an Officer shall be the Chief Executive Officer of the Post.

**Section 2. First Vice Commander** - Shall assume and discharge the duties of:

- A. Membership Chairperson, responsible for the recruitment and retention of veterans.
- B. The office of the Commander in the absence of, disability of or when called upon by the Post Commander.

**Section 3. Second Vice Commander** shall assume and discharge the duties of:

- A. Activity and Rehabilitation Chairperson
- B. Responsible for event planning.
- C. Oversight of the office of the First Vice Commander in the absence or disability of such an officer.
- D. Shall perform such other duties as directed by the membership.

**Section 4. Third Vice Commander** shall be responsible for:

- A. Chairperson duties for Youth
- B. Duties as directed by the membership.
- C. Oversight of the office of the Second Vice Commander in the absence or disability of such officer.

**Section 5. Adjutant** shall:

- A. Have charge of and keep a full and correct record of all proceedings of all meetings.
- B. Be under the direction of the Post Commander.
- C. Manage all correspondence of the Post.
- D. Shall receive expenses as authorized by the membership.

**Section 6. Finance Officer** shall be charged with:

- A. The custody of all funds.
- B. Pay all bills approved by the membership.
- C. Shall keep all accounts and report to the Executive Committee and General Membership and file all appropriate tax forms.

**Section 7. Historian** shall:

Be charged with the individual records and events of the Post and Post members and shall perform such other duties as directed by the Membership or the Executive Committee.

**Section 8. Judge Advocate** shall be the Parliamentarian of the Post.

- A. Shall perform the duties as outlined in the Post Commanders Guide and Manual of Ceremonies.
- B. Shall also be responsible for maintaining the Post's Policy and Procedures Manual.
- C. Shall familiarize themselves with Robert's Rules of Order, latest edition.

**Section 9. Chaplain** shall be charged with the spiritual welfare of all Post comrades.

- A. The Chaplain will offer divine but non-sectarian services at Dedications, Funerals and Public functions.
- B. The Chaplain will adhere to ceremonial rituals as are recommended by the National or Department Headquarters from time-to-time.

**Section 10. Service Officer** shall:

- A. Assist in filling out forms and providing guidance to veterans, their dependents, and survivors.

- B. Manage such other matters as may properly be considered service work.

**Section 11. Sergeant-at-Arms shall:**

- A. Preserve order at all meetings.
- B. Shall perform such other duties as may be needed from time-to-time assigned by the Commander.

**ARTICLE X – FINANCE**

**Section 1. Executive Committee shall:**

- A. The Executive Committee shall be the Finance Committee of the Post and shall be responsible for all financial transactions affecting the Post.
- B. In August of each year, the Finance Officer shall prepare a budget for submission to the Executive Committee, to pertain to budgeted items commencing July 1st. At the next General Meeting, the membership shall consider the proposed budget and at its discretion, may add or delete items and amounts, as it may deem necessary or appropriate.
- C. Post accounting shall be on a fiscal year basis, commencing July 1st annually.
- D. All disbursements of the Post shall require the signature of two officers. Funds shall be dispersed by check, signed by two (2) of the following Officers:
  - Commander
  - Adjutant
  - Finance Officer
  - Assistant Finance Officer
- E. Operational routine expenditures, such as bar supplies and vending machine supplies are part of the budgeted items and do not need further approval.
- F. The Commander and the Adjutant have the authority to spend up to \$2000 without Executive Committee approval.
- G. Any non-routine expenditure, especially expenditures involving outside contractors, requires three (3) competitive bids and membership approval prior to awarding any contract.
- H. The fiscal year of the Post shall be July 1 to June 30.



## **Section 2. Audit Committee**

- A. The independent Audit Committee shall be responsible only to the membership and any irregularities shall be reported directly to the Commander.
- B. The duties of the Audit Committee are:
  - a. To conduct an annual audit of the books held by the Post Finance Officer (except when an audit by an outside auditing firm is required by Post 105), and to report its findings to the membership. Sign off the Annual Audit Form as prescribed by the Department of California. Such an Audit shall be made by October 1<sup>st</sup> and shall cover the immediately preceding fiscal year.
  - b. To investigate any unusual or unauthorized expenditures or activity of the Post and to report its findings.
  - c. To assure itself that all Officers, employees, and members who are required to be bonded by the Post are bonded.
  - d. If the Post has gross annual revenues of fifty thousand dollars (\$50,000) or over, it shall have its books examined by a reputable bookkeeper or certified public accountant and submit a copy of their report with the *Certification of Financial Audit*.
  - e. The Post shall submit a *Certification of Financial Audit* to Department by November 15<sup>th</sup> with a copy sent to the District Commander and District Adjutant.

## **Section 3. Finance Officer**

- A. The Finance Officer shall have custody of all Post funds.
- B. The Finance Officer shall pay all bills for which the membership has approved the expenditure of funds.
- C. The Finance Officer shall refer all questionable bills or unauthorized expenditures to the Executive Committee.
- D. The Finance Officer shall set up the books to coincide with activities in the approved budget and make disbursements automatically as appropriate.
- E. The authorized Officers shall deposit funds in savings and checking accounts.

## **Section 4. Insurance**

1. The Commander will appoint a committee to provide guidance and acquire insurance.
  - a. To protect the facility (i.e., fire, theft, hazard, and liability).
  - b. For general liability (i.e., individuals volunteering on the Executive Committee and on the Post property).
  - c. Shall not provide insurance to members, volunteers, or employees (i.e., health, dental and vision)

## **ARTICLE XI - DUES, FEES, AND FUNDS**

**Section 1.** The annual dues for this Post shall not be less than the combined amount of Department and National per capita dues, payable annually. This amount may be changed by recommendation of the Executive Committee and adopted by a majority vote of those present and voting at a Post meeting.

**Section 2.** There shall be no initiation fee.

**Section 3.** From such dues, the Finance Officer shall apply them to all per capita taxes or assessments, and such other expenditures as the membership may approve.

**Section 4.** The dates for delinquency, suspension, and expulsion from this Post for non-payment of dues shall be those dates and conditions set forth in Article IV, Section 10 of these By-laws.

**Section 5.** Any active-duty member or reservist who is deployed for six (6) months or more, shall have their membership dues paid by the Post during their deployment. The active-duty member or reservist must notify the Post of their deployment before they are deployed.

## **ARTICLE XII - DELEGATES AND REPRESENTATIVES**

**Section 1.** The delegates and alternates to represent the Post at Department Conventions shall be elected at a regular meeting in May by those present and voting. The election shall be held at least twenty (20) days before the Department Convention convenes.

**Section 2.** Delegates to the 26th District shall be selected in accordance with the District 26 By-laws.

### **ARTICLE XIII - APPOINTMENTS**

**Section 1.** The Post Commander, immediately upon taking office each year, shall appoint the following committees:

- A. The Finance Officer shall keep books of accounts and shall cause said books to be examined by a licensed accountant or a committee of three (3) competent persons, none of whom shall be the Commander, Adjutant or Finance Officer, Building Manager, or any other person charged with the responsibility of handling Post funds. The Audit Committee shall serve for a period of one year.
- B. Such examination shall be made within ninety (90) days following installation of Post Officers and for the period of the immediately preceding fiscal year of the Post. Said fiscal year shall be determined by the Post.
- C. If the Post has gross annual revenues of fifty thousand dollars (\$50,000) or over, it shall have its books examined by a reputable bookkeeper or certified public accountant and submit a copy of their report with the Certification of Financial Audit.
- D. The Post shall certify to the Department Adjutant prior to December 19 each year. Such an examination has been made, and the original filed with the Department Adjutant before the said date, with a copy to the District Commander of said Post.
- E. The Department Commander, the Post's Commander or the Post Executive Committee may order an audit of the books of accounts at such other times during the current year.
- F. Failure of the Post to meet any of the requirements of this Section within said times or any general or special extension thereof, shall be deemed a delinquency and the delegates of such Post shall not be entitled to be accredited at the Department Convention.
- G. The certification to the Department Adjutant and the examination may be put on forms by the Department Adjutants office.

**Section 2. The Membership Committee** shall consist of three (3) members and have charge of all matters pertaining to the membership of the Post, including the procuring of all new members, reinstatement, and eligibility of members, subject to approval by the Post. The First Vice Commander shall be chairperson of this committee.

**Section 3. Special/Other Committees** - Shall be appointed as the Post Commander deems necessary or appropriate and shall have charge as directed by the Commander.

**Section 4. The Public Relations Committee** is responsible for the Newsletter, Web Site, Blog, Advertising of Post events. The Public Relations Committee Chair is appointed by the Commander.

**Section 6. The By-laws Committee** shall consist of three (3) members who are appointed yearly by the Commander to review and edit the By-laws as needed.

#### **ARTICLE XIV - LIMITATIONS OF LIABILITY**

**Section 1.** This Post shall not encumber nor incur, nor cause to be incurred any liability or obligations whatever, which shall subject to liability any other individuals, corporations, or organizations.

#### **ARTICLE XV - TRIALS**

**Section 1.** Members of this Post shall be subject to disciplinary action as provided in the Administrative Hearing Manual of the Department of California as adopted.

#### **ARTICLE XVI - RECALL PROVISIONS**

**Section 1.** A petition signed by ten (10) percent of the membership in good standing, requesting the holding of an election for the purpose of recalling an elective officer or a member of the Executive Committee may be filed at any time with the Adjutant.

- A. The Adjutant shall, within five (5) days after filing said petition, compare the signatures on said petition with the signatures on the applications of the respective signers on the Post records.

- B. The Adjutant shall deliver the said petition and his report on the correctness of the signatures to the Executive Committee at its' next meeting.
- C. If it shall appear from the report of the Adjutant that ten (10) percent of the membership have signed said petition, the Executive Committee shall fix the date for the recall election, which date shall be fixed for a regular meeting of the Post to be held not less than two (2) weeks nor more than six (6) weeks after the meeting of the Executive Committee.
- D. If the report of the Adjutant shall show that less than ten (10) percent of the membership have signed said petition, the petition shall be forthwith returned to the member who filed the same with the Adjutant who shall have ten (10) days thereafter to obtain the required number of valid signatures, and refile said petition with the Adjutant who shall recheck with his records and resubmit same to the Executive Committee at its' next meeting thereafter with a report. If the petition is found to be sufficient, the recall election shall be fixed as set forth above.

**Section 2.** Notice of the date, time, and place of the holding of the recall election shall be mailed or emailed to each member of the Post in good standing at their address as the same appears in the Post records, at least ten (10) days before the election.

**Section 3.** All recall elections shall be conducted by written secret ballot at the Post.

**Section 4.** At the election, the ballot shall read as follows: Shall recalled?

- Yes or No. A "Yes" vote shall be counted as for the recall and a "No" vote shall be counted as against the recall. Only members in good standing shall be entitled to vote at such elections.

**Section 5.** If the officer or Executive Committee member shall be recalled, the membership, at its next regular meeting, shall elect a successor to fill the unexpired term. Nominations shall

be held the same night as the election. The person recalled shall not be eligible as a candidate for election to fill the vacancy.

## **ARTICLE XVII - AMENDMENTS**

**Section 1.** Proposed By-laws or Amendments must be submitted in writing at a regular meeting of the Post and read. At the next regular meeting or, if postponed, at a subsequent regular meeting, the proposed By-laws or Amendment shall be adopted by a two-thirds (2/3) affirmative vote of those present and voting. Changes of amendments to the post constitution and by-laws shall be certified in writing by the Post Commander and Adjutant before submission to the Constitution and By-laws Commission through the American Legion Department of California.

### **Section 2.**

A. These By-laws shall be amended to conform to any changes in the National and Department of California Constitution and By-laws no later than 90 days following the close of the National Convention of The American Legion. Failure of the Post to adopt the required amendments shall not delay or modify the effect of such changes.

B. Any amendment initiated by the Post shall not be in final force or effect until approved by the Constitution and By-laws Commission of the Department of California but shall be temporarily enforced pending action if not in conflict with the Constitution and By-laws or adopted policy of The American Legion, or The American Legion - Department of California.

## **ARTICLE XVIII – LEGAL REQUIREMENTS**

**Section 1.** Conflict of Interest: All officers, Executive Committee members, members of the Post and key employees are covered by this policy.

A. All such persons shall disclose to the Commander any material financial benefit, direct or indirect, that such person may obtain

from a decision such person could make in such a capacity.  
B. The Executive Committee shall decide what, if any, action to take after any such disclosure.

**Section 2.** Whistleblower Policy: Post 105 encourages reports about illegal practices or serious violations of Post 105 policies. Post 105 prohibits retaliation against anyone that makes any report. All reports shall be directed to the Commander or if the Commander is implicated in such report, to any other officer. Any report may be made confidentially at the request of the person making the report.

**Section 3.** Policy on the Process for Determining Compensation: As stated in the By-laws of Post 105 no Director or Officer, of any type, may receive compensation for his or her services. Post 105 has never had a paid CEO (Chief Executive Officer), Executive Director, or management official. If, at such time Post 105 should decide to hire such a person, any compensation shall be approved by the Executive Committee, after reviewing comparable data, and such decision shall be reflected in the Minutes of the Executive Committee.

**Section 4.** Joint Venture policy: Post 105 shall not invest in, contribute assets to, or participate in any joint venture or similar arrangement with a for-profit entity. If the Executive Committee elects to change this policy, it shall evaluate its participation in such arrangement under applicable Federal Laws and take steps to safeguard the Post 105 tax exempt status with respect to such arrangement.

**Section 5.** Disclosure of Documents: It is the policy of Post 105 to make its governing documents, Conflict of Interest Policy, and financial statements (which consist only of its annual tax return) available to the public on written request. To the extent permitted by law Post 105 shall charge a reasonable fee of \$1.00 per page in advance for all such documents.

**Section 6.** Document Retention: Post 105 shall retain all critical records as required by law, which is currently seven (7) years.

**Section 7.** The By-laws Committee will review and edit the By-laws every six (6) years and submit them to the Department no later than

