



**By-Laws of Garland-Tompkins Post No. 399,
Old Mission, Michigan
Department of Michigan**

Article I—Name and Purposes

The American Legion Post and nonprofit corporation existing under these By-Laws is to be known as the Garland-Tompkins Post No. 399, The American Legion, Department of Michigan, located at 4007 Swaney Road, Old Mission, Michigan 49673. The purposes of this Post shall include promoting the principles and policies as set forth in the constitutions of the national American Legion organization (“National American Legion”) and the American Legion, Department of Michigan (the “Department”). In addition, the purposes of this Post shall include supporting, serving, and addressing the needs of the community in which the Post is located. The principal office of the Post shall be that which is on file with the Department and the State of Michigan.

Article II – Membership

Section 1: The Post shall provide for and maintain two categories of members – veteran members and community members.

Section 2: Eligibility to membership in this Post, as a veteran member, shall be as prescribed by the constitutions of the National American Legion and the Department. Eligibility to membership in this Post as a community member shall be available to any non-veteran resident of, or owner of real property located in, Peninsula Township, Michigan, over eighteen (18) years of age and who supports the values and goals of the Post. As a condition of membership, each community member shall be required to pay annual dues consistent and commensurate with that portion of the annual dues, paid by each veteran member to the Department, which is allocated to and received by the Post.

Section 3: Applications for membership shall be made in writing under such written rules or requirements as may from time to time be prescribed by the Post’s Executive Committee, as described in Article III of these By-Laws. Any applications for membership shall be acted upon at the next meeting of the Post, following the submission of such application; and at such meeting, be accepted, rejected, or referred for further consideration. If, at such meeting, a majority of the members of the Post cast their votes against acceptance of that application, then that application shall be recorded as rejected.

Section 4: The Post shall be the judge of its own membership, subject to the restrictions, as applicable to its veteran members, of the constitutions and by-laws of the National American Legion and the Department. No veteran member shall be suspended or expelled from the Post except in accordance with the constitutions and by-laws of the National American Legion and the Department.

Section 5: No person who has been expelled by another American Legion post shall be admitted to membership in the Post without the consent of the expelling post; provided, however, that where such consent has been asked for and denied by such post, that person may then appeal to the state executive committee of the department of the expelling post, for permission to apply for membership in the Post, and shall be ineligible for membership until such permission is granted.

Article III—Management—Executive Committee

Section 1: The governance, management, and administrative affairs of the Post shall be entrusted to and under the supervision of an executive committee, comprised of seven (7) members, to be known as the “Executive Committee.” The term of office of members of the Executive Committee shall be for one (1) year.

Section 2: The Executive Committee shall consist of three (3) members-at-large in addition to the officers of the Post, as identified in Article IV of these By-Laws. Those three (3) members-at-large shall be elected annually at the Post’s annual membership meeting, each for a term of one (1) year. The Post’s annual membership meeting shall be held not less than thirty (30) days nor more than one-hundred twenty (120) days prior to the Department’s annual convention. The officers of the Post shall also be elected at that annual membership meeting, each for a term of one (1) year. No member may concurrently hold any two or more officer positions. The newly elected Post Commander shall be a delegate to the Department’s annual convention and shall attend the same as a delegate. Newly elected Post officers and other members of the Executive Committee shall be installed not later than forty-five (45) days after the close of the annual Department convention, on a date to be determined by the newly elected Executive Committee. All elections of officers and other executive committee members shall be by ballot (whether verbal, written, or electronic) and the candidate or candidates receiving the highest number of votes shall be elected to the respective office or offices, or executive committee membership positions, for which they are candidates. All officers and other executive committee members shall hold office until their respective successors are duly installed or as otherwise provided in these By-Laws.

Section 3: Only veteran members of the Post shall be eligible to serve as Commander and as Vice Commander/Adjutant. In addition, in the process of nominating and electing officers, preference shall be given to those veteran members who are willing, and deemed qualified by the Executive Committee, to serve as Secretary/Historian or Finance Officer/Treasurer; provided, however, that if no qualified veteran members are willing or otherwise available to serve in either of those officer positions, then upon the concurrent recommendation of both the Commander and the Vice Commander/Adjutant, a designated community member may be nominated for and elected to serve as Secretary/Historian or Finance Officer/Treasurer. All members of the Post, including community members, shall be eligible to serve as Chaplain or in any of the member-at-large positions on the Executive Committee.

Section 4: All vacancies existing on the Executive Committee or in any office of the Post, from any cause other than the expiration of the Executive Committee member’s or officer’s term, shall be filled by a majority vote of the remaining members of the Executive Committee, and the member so appointed shall hold office for the unexpired term of the member of the Executive Committee or officer being replaced. For purposes of this Section 4, a vacancy shall be deemed to exist when an Executive Committee member or officer is absent from the Post, or otherwise fails to perform prescribed participatory or other duties, for a continuous period considered detrimental to the interests of the Post by the Executive Committee.

Section 5: The Executive Committee shall meet for organization and such other business as may come before it at the call of the Post Commander, within ten (10) days after the installation of the new officers and other Executive Committee members. Thereafter the Executive Committee shall meet at the call of the Commander at least once every two (2) months, and also at such other times as the Commander

may deem necessary. In addition, the Commander shall call a meeting of the Executive Committee upon the joint written request of three or more members of the Executive Committee. At any regularly scheduled or called meeting of the Executive Committee, five (5) members of the Executive Committee shall constitute a quorum thereof.

Section 6: The Executive Committee shall have the authority to hire and terminate such employees or independent contractors as may be necessary, in furtherance of the requirements of the Post; shall authorize and approve all expenditures of Post funds; shall require adequate bonds or insurance from all persons having the custody of Post funds; shall hear the reports of Post committee chairs; and generally, shall have charge of and be responsible for the management of the affairs of the Post.

Article IV—Duties of Officers

Section 1: *Duties of Commander.* It shall be the duty of the Commander to preside at all meetings of the Post and to have general supervision over the business and affairs of the Post, functioning as the chief executive officer of the nonprofit corporation constituting the Post. The 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, together with recommendations for the ensuing year, which shall be read at the annual membership meeting. The Commander shall perform such other duties as directed by the Executive Committee.

Section 2: *Duties of Vice-Commander/Adjutant.* The Vice-Commander/Adjutant shall assume and discharge the duties of the office of Commander in the absence or disability of the Commander, or when otherwise called upon by the Commander to do so. He or she shall be in charge of membership in the Post, and also serve as the Post's principal representative to and liaison with the National American Legion and the Department – to include having charge of and keeping such records as those organizations may require. In addition, the Vice-Commander/Adjutant shall render reports of membership annually or when called upon at a meeting, and under the direction of the Commander, handle all correspondence of the Post. The Vice-Commander/Adjutant shall perform such other duties as may be directed by the Executive Committee.

Section 3: *Duties of Secretary/Historian.* The Secretary/Historian shall have charge of and keep a full and correct record, including minutes, of all meetings or official proceedings of the Executive Committee or the Post. The Secretary/Historian shall also maintain a repository of records of the Post, consisting of those documents, artifacts, and other materials determined by the Executive Committee to be of historical significance, whether with regard to the history of the Post, the history of the Old Mission community, or pertaining to individual members or contributors to the development of the Post or community. The Secretary/Historian shall perform such other duties as may properly pertain to the office, as may be directed by the Executive Committee.

Section 4: *Duties of the Finance Officer/Treasurer.* The Finance Officer/Treasurer shall have charge of all monetary accounts and finances of the Post, and shall ensure that all funds of the Post are safely deposited in accounts, at one or more local banks, established for and in the name of the Post. The Finance Officer/Treasurer shall report once a month to the Executive Committee the condition of the finances of the Post, with such recommendations as the Finance Officer/Treasurer may deem expedient or necessary for raising funds with which to carry on the activities of the Post. The Finance Officer/Treasurer shall sign all checks disbursing the monies of the Post. The Finance Officer/Treasurer shall also be responsible for securing and administering surety bonds, submitted by contractors or other third parties providing services to the Post, in such amounts and for such purposes as may be

determined by the Executive Committee. The Finance Officer/Treasurer shall perform such other duties as may be determined by the Executive Committee.

Section 5: *Duties of Post Chaplain.* In addition to the officer positions specified above in this Article IV, each of which shall be filled by election at each annual membership meeting, the Commander shall, in consultation with the Executive Committee, appoint a Post Chaplain. The Chaplain shall be so appointed within ten (10) days following the installation of each new Commander. The Chaplain shall not, by virtue of such appointment, be a member of the Executive Committee, although the Chaplain may seek election to the Executive Committee as a member-at-large, in his or her capacity as a member of the Post. The Chaplain shall be charged with the spiritual welfare of the members of the Post, and will offer divine but nonsectarian services, including but not limited to prayers and invocations, at Post-related functions, such as meetings, dedications, and funerals. In fulfilling such responsibilities, the Chaplain shall adhere to such ceremonial rituals as may be recommended, from time to time, by the National American Legion or the Department, and shall perform such other duties as may be directed by the Executive Committee.

Section 6: *Corporate Governance.* In acknowledgment of the Post's status as a duly constituted Michigan nonprofit corporation (the "Corporation"), and for all purposes of corporate governance (including without limitation, for purposes of complying with applicable requirements of the Michigan Nonprofit Corporation Act of 1982 and its successor statutes (the "Act")), the Commander shall be, and in all things act as, the President of the Corporation; the Vice-Commander/Adjutant shall be, and in all things act as, the Vice President of the Corporation; the Secretary/Historian shall be, and in all things act as, the Secretary of the Corporation; the Finance Officer/Treasurer shall be, and in all things act as, the Treasurer of the Corporation; and the Executive Committee shall be, and in all things act as, the Board of Directors of the Corporation.

Article V – Finance

Section 1: The revenue of the Post shall be derived from membership or initiation fees, annual membership dues, charitable contributions from membership or the general public, donations from foundations or grant-awarding organizations, and such other sources as may be approved by the Executive Committee. The amounts of such membership or initiation fees, and the amounts of such annual membership dues, shall be fixed and determined by the Executive Committee, subject to the requirements of the National American Legion and the Department. The Post shall pay to the Department the annual membership dues owing to the National American Legion and the Department for every veteran member of the Post, and which have not already been deducted and allocated via the National American Legion website.

Section 2: Annual membership dues for each calendar year shall be paid by January 1 of that year. Dues may either be paid annually or for life. The Vice-Commander/Adjutant shall notify each member of his or her obligation to pay annual membership dues, at least thirty (30) days prior to the date on which those membership dues are owing. A member whose dues for the current year have not been paid by January 1 shall be classified as "delinquent". If the dues are thereafter paid on or before February 1, the member shall be automatically reinstated. If the member is still delinquent after February 1, such member shall be suspended from all privileges of Post membership. If such member is still under suspension on June 30 of that year, the member's membership in the American Legion shall be forfeited. A member so suspended, or whose membership has been forfeited, may be reinstated to active membership in good standing by affirmative vote of a majority of the membership of the Post and payment of current dues for the year in which the reinstatement occurs.

Section 3: All officers of the Post who handle funds shall be insured under a fidelity and crime insurance policy to be furnished by an incorporated insurance company, which has been approved for that purpose by the Adjutant of the National American Legion. The expense of that insurance shall be borne by the Post.

Article VI—Delegates

Section 1: Delegates and alternates to each annual convention of the Department shall be elected by ballot, by members of the Post, at a regular meeting of the Post to be held at least twenty (20) days prior to the date of each such convention.

Article VII—Committees

Section 1: Within twenty (20) days after taking office each year, the Commander shall, in consultation with the Executive Committee, form the following standing committees: **Membership, Public Relations, Good Works, and Building/Facility Maintenance**. Such standing committees shall consist of such members, and the chairs thereof, as shall be designated by the Commander. Further, each of the three members-at-large of the Executive Committee shall be requested and expected to serve as a member of at least one of the standing committees. In addition to the responsibilities specified below in this Article VII, the standing committees shall have such additional duties and undertake such projects as may be requested by the Executive Committee, from time to time. The standing committees shall provide updates and other reports on their activities, as may be requested by the Executive Committee. The Executive Committee may form additional committees, on an ad hoc basis, to address emergent needs or when deemed to be in the interest of the Post.

Section 2: Membership Committee. The Membership Committee shall have charge of all matters pertaining to the membership of the Post, including the procuring of new members (such as by means of increased public awareness of the Post), reinstatements, and eligibility of members.

Section 3: Public Relations Committee. The Public Relations Committee shall be charged with the promotion of public support for the Post and community, as well as for American Legion programs, by means of maintaining regular contact with the public relations resources of the National American Legion and Department (including the American Legion magazine and MI Legionnaire newspaper), and also by means of local publicity of Post programs and activities in the local community media outlets and enterprises.

Section 4: Good Works Committee. The Good Works Committee shall be charged with the introduction, development, and leadership of Post initiatives in support of veteran affairs and good will community projects. These projects can include National American Legion and Department veteran program initiatives and locally-initiated projects of anything from a simple to complex nature. The Good Works Committee will first vet prospective projects before taking those projects to the Executive Committee for approval.

Section 5: Building/Facility Maintenance Committee. The Building Committee shall be charged with the proper care and upkeep of all real property owned by the Post, including the Post's Legion Hall, located at the intersection of Swaney Road and Traverse Street, in Old Mission, Michigan (the "Legion Hall"). The Building Committee's responsibilities shall include planning and supervising projects involving the upkeep of, or renovations or improvements to, such property, as may be authorized by the Executive Committee, from time to time.

Article VIII—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. Before any publicity is given or action taken on a resolution other than mere passage by the Post, a copy of the subject resolution shall be forwarded to the Department for its approval.

Article IX—Meetings

Section 1: Except as otherwise determined by the Executive Committee, all regular and special meetings of the Post shall be held at the Legion Hall, at which may be transacted such business as may properly be brought up for action; such meetings may be converted into entertainment meetings, as may be deemed desirable by the Executive Committee.

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

Section 3: Upon the written request of at least fifty percent (50%) of the members of the Post, the Executive Committee shall call a special meeting of the Post.

Section 4: The presence, at any regular or special meeting, of at least fifty percent (50%) of the members of the Post, including at least one (1) officer of the Post, shall constitute a quorum. Members may vote at any meeting of the Post either in person or, subject to and in accordance with the requirements of the Act, by written proxy.

Section 5: This Post shall conduct, open and close its meetings in accordance with the National American Legion's "Officer's Guide and Manual of Ceremonies" or its succeeding publication.

Article X—Notices

Section 1: Every member of the Post shall furnish the Vice-Commander/Adjutant with a mailing and/or email address for notices.

Section 2: The Vice-Commander/Adjutant shall cause notice of the annual membership meeting to be given to each member, by mailing or email, as well as by posting a notice to the Post's website, at least two (2) weeks prior to the date of that meeting. In addition (and subject to Article XIII with regard to amendments to the By-Laws), the Vice-Commander/Adjutant shall cause notice of any other regular or special meeting of the Post to be given to each member, by mailing or email, as well as by posting a notice to the Post's website, at least one (1) week prior to the date of that meeting.

Article XI—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 otherwise provided in these By-Laws.

Article XII—Limitations of Liabilities

Section 1: The Post shall incur, or cause to be incurred, no liability or obligation whatever which shall subject to liability any other post, subdivision, members of the National American Legion or Department, or other individuals, corporations or organizations.

Section 2: Every officer of the Post and member-at-large of the Executive Committee (collectively, the "Indemnites" and individually, the "Indemnitee") shall be indemnified and held harmless by the Post against all expenses and liabilities, including actual and reasonable attorneys' fees and amounts paid in settlement, incurred by or imposed upon the Indemnitee in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and

whether formal or informal, to which the Indemnitee may be a party or in which he or she may become involved by reason of his or her being, or having been, an officer of the Post or member-at-large of the Executive Committee, whether or not he or she is an officer of the Post or member-at-large of the Executive Committee at the time such expenses are incurred, except in such cases wherein the Indemnitee is adjudged guilty or legally culpable of willful or wanton misconduct or gross negligence in the performance of the Indemnitee's duties as an officer of the Post or member-at-large of the Executive Committee, and except as otherwise provided by law; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Indemnitee, the obligations of indemnification herein shall apply only if the Executive Committee (with the officer or member-at-large seeking indemnification abstaining) approves such settlement and indemnification as being in the best interest of the Post. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the Indemnitee may be entitled, including, without limitation, those rights of indemnification expressly provided for in the Chapter 5 of the Act.. At least ten (10) days prior to payment of any indemnification that it has approved, the Executive Committee shall notify all members thereof.

Article XIII—Amendments

Section 1: These By-Laws may be amended at any regular Post meeting by a vote of two-thirds (2/3rds) of the members of the Post attending such regular meeting; provided that the proposed By-Laws amendments shall have been submitted in writing and read at the most recent preceding regular meeting of the Post; and provided, further, that written notice shall have been given to all members of the Post at least thirty (30) days in advance of the date when such By-Laws amendments are to be voted upon, notifying said members that at such meeting a proposal to amend the By-Laws is to be voted upon.

Article XIV – Supersession of Previous By-Laws

Upon being approved and adopted by the members of the Post, as well as by the Department in accordance with its constitution or by-laws, these By-Laws shall supersede, and replace in their entirety, those By-Laws of the Post previously in effect, dated _____, 1988.