

# CONSTITUTION

(Revised: February 2002)

## 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 per cent Americanism; to preserve the memories and incidents of our associations in the Great Wars; to inculcate a sense of individual obligation to the 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 good will 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.

## ARTICLE I

### Name

**Section 1.** This Post is incorporated as a 501(c) (19) veteran's organization, pursuant to Section 13.1-912 of the Code of Virginia, as SPRINGFIELD, VIRGINIA, POST 176, and THE AMERICAN LEGION, INCORPORATED.

## 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 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 increase or diminish liability for military or police service.

**Section 2.** This organization shall be absolutely non-political and non-sectarian, and shall not be used for the dissemination of partisan principles or for the promotion of the candidacy of any person seeking public office or preferment. No candidate for nomination or election to, or no incumbent of, any remunerative elective public office shall hold any office in this Post and the declaration of candidacy for such public office by any officer of this Post shall operate automatically to vacate his office in the Post and same shall be filled as provided in the By Laws.

**Section 3.** Rank does not exist in The American Legion and no member shall be addressed by his military or naval title in any meeting of this Post.

**Section 4.** When used in this Constitution and Bylaws, the masculine references are generic and apply to male and female Legionnaires.

## ARTICLE IV

### Membership

**Section 1.** Eligibility for membership in this Post shall be as prescribed by the National Constitution of The American Legion.

**Section 2.** Application for membership shall be in writing under such regulations as may from time to time be prescribed by the Executive Committee.

**Section 3.** All applications for membership shall be acted upon at the next regular Post meeting, as such regular meeting is defined in the Bylaws, following the making of such application and shall, at such meeting, be accepted, rejected or referred for further investigation and consideration. If a majority of the members present at such meeting shall cast their vote against the acceptance of said application, then such application shall be recorded as rejected. A new application from the rejected applicant shall not be considered until after the expiration of six months from the date of the previous rejection.

**Section 4.** Any member of this Post may be expelled for cause and/or restored to membership, and any former member of any other Post may be admitted to membership in this Post, in accordance with the procedure and under the provisions of the Bylaws of the Department of Virginia and the National Bylaws of the American Legion.

## ARTICLE V

### Officers

**Section 1.** The Administrative affairs of this Post shall be under the supervision of an Executive Committee which shall consist of the number and character of members prescribed by the Bylaws, in addition to the Junior Past Commander. The terms of office of the members of the Executive Committee shall be for one year except as otherwise provided in the By-Laws. This Post, by its Bylaws, may provide for such other standing committees as the business of the organization may require.

**Section 2.** The elective officers of this Post shall be a commander, a first vice-commander, a second vice-commander, a third vice-commander, a finance officer, a post chaplain and a sergeant-at-arms who shall be elected annually. The other officers of this Post shall be an adjutant, a judge advocate, a service officer and such other officers as may be deemed necessary by the Post, all of whom shall be elected or appointed as provided by the Bylaws.

**Section 3.** The executive committeemen shall also be elected and shall take office at the time above provided for the elective officers of the Post, and all officers and executive committeemen shall hold office until their successors are duly installed or as otherwise provided herein. Any officer or executive committeemen may be removed from office for cause by a two-thirds (2/3) vote of the members voting at any regular or special Executive Committee meeting.

**Section 4.** Any member of this Post in good standing shall be eligible to hold office in this Post, except as otherwise provided herein.

**Section 5.** The duties of the officers and the executive committeemen shall be those usually appertaining to such offices and executive committeemen and as further provided in the Bylaws.

## ARTICLE VI

### Finance

**Section 1.** The revenue of this Post shall be derived from annual membership dues and other sources as may be approved by the Executive Committee or by the membership of this Post.

**Section 2.** The amount of such membership dues shall be fixed by this Post.

**Section 3.** The Post shall pay to Department headquarters the National and Department annual membership dues for every member of the Post.

## ARTICLE VII

### Charter Members

**Section 1.** Persons who became members of this Post before January 1, 1956, are known as charter members of Springfield, Virginia Post No. 176, The American Legion, Incorporated.

## ARTICLE VIII

### Meetings

**Section 1.** There shall be a regular monthly Post meeting held on such days as provided by the Bylaws.

**Section 2.** Special meetings may be called from time to time as provided by the Bylaws.

## ARTICLE IX

### Amendments

**Section 1.** This Constitution is adopted subject to the provisions of the National Constitution of The American Legion and of the Department of Virginia, The American Legion. Any amendment to said National or Department Constitution, which is in conflict with any provisions herein, shall be regarded as automatically repealing or modifying the provisions of this Constitution.

**Section 2.** This Constitution may be amended at any time, after twenty (20) days written notice to the membership, on the vote of two-thirds (2/3) of the members present at any regular or special meeting. Upon a majority vote of those present at any regular or special meeting, a proposed amendment may be submitted to the membership for voting at a subsequent meeting. Written notice as used in the Constitution or By-Laws of this Post shall be a communication deposited in the United States Mail to each member at his address on record with the Post adjutant.

## BY LAWS

(Revised: February 2002)

## ARTICLE I

### Management

**Section 1.** Except as otherwise specified in these Bylaws, the government and management of this Post is entrusted to an executive committee, hereafter known as EXCOM, consisting of thirteen (13) voting members, plus all Past Commanders who shall have voice but no vote, and without the ability to make or second motions; and a corporate board of directors, hereafter known as The Board.

**Section 2.** The election of all elective Post Officers, Executive Committeemen-at-Large, Corporate Directors and delegates shall be held at the regular Post meeting in May of each year. Voting shall be by secret ballot unless prescribed otherwise by vote of at least two-thirds (2/3) of the members present and voting. In order to be elected, a candidate must receive a minimum of one (1) vote more than half of those members present and voting. In electing Executive Committeemen, Directors and delegates, each member present shall have as many votes as the number of Executive Committeemen or delegates to be elected. A member may not, however, vote for the same candidate more than once on the same ballot for Executive Committeeman or Corporate Director. No elected Post Officer or Director may, at any one time, hold more than one elected office, nor may he serve as a voting member on both the EXCOM and The Board. **Section 3.** The terms of office of all officers, Executive Committeemen and Corporate Directors shall commence upon their installation and continue until the installation of their successors. The terms of office of delegates and alternates shall commence immediately upon their election. When the 17th District Bylaws allow for the transaction of business at conferences, delegates and alternates shall continue to represent the Post through the District Spring Conference.

**Section 4.** The Commander shall appoint, no later than the regular February Post meeting, with the approval of the EXCOM, a special nominating committee of three (3) or more members whose duty shall be to provide nominees for the elective offices of the Post, the Executive Committeemen-at-Large and as many Corporate Directors as are needed to elect one new Director and fill any existing vacancies on The Board. Nominees shall be presented to the Post at the regular April Post meeting. Nomination of Officers, Directors and Executive Committeemen may be made from the floor by any member in good standing at the April meeting. This shall preclude the nomination of any candidates not nominated by the end of the April meeting. The defeat of any candidate shall not preclude his eligibility for nomination and election to another office at the election meeting. Nothing in this section shall preclude the Commander's serving on the nominating committee.

**Section 5.** Any vacancy existing on the EXCOM, from any cause other than the expiration of the term, shall be filled by a majority vote of the members of this Post present at any meeting for which written notice of a special election shall have been properly given, and a person so elected shall hold office for the unexpired term of the EXCOM officer whom he succeeds, provided, however, that any vacancy occasioned by the resignation, death or inability of the Commander, First or Second Vice-Commander, shall be offered to the First, Second or Third Vice-Commander, respectively, for the unexpired term of such office. In the event the eligible officer declines the vacant office, a special election shall be held to fill that office. A special election will also be held to fill any vacancy created by succession of one of the Vice-Commanders. Special elections are to be

held only after twenty (20) days notice in writing pursuant to ARTICLE XII, Section 2, of these Bylaws. When a vacancy occurs on the EXCOM or The Board, every effort shall be made to publish notice of a special election in the earliest edition of the Post newsletter that will suffice for the required 20 days notice. The Commander is empowered to make temporary appointments to fill vacancies until a special election can be held.

**Section 6.** Those elected as delegates and alternates to the annual District Convention shall also be delegates and alternates to the annual Department Convention. Delegates and Alternates shall be both nominated and elected at the regular May meeting. All nominees for the delegate and alternate positions should make it known to the Post that they will be free to attend both conventions and that they will do so if elected. Delegates and Alternates shall be elected under the same special provisions that apply to election of Executive Committeemen-at-Large. The Junior Past Commander and the newly elected Commander shall serve as two (2) of the Post's delegates, with the former being designated Chairman of the delegation. In the absence of the Chairman, the delegates present at the convention shall elect, by majority vote, a Chairman from among those present. The Post may also designate one or more nominees for delegate to the National Convention from among members who plan to attend, and the names of such member(s) shall be presented to either the District Nominating Committee or the 17th District Convention, as candidate(s) for delegate(s).

**Section 7.** Representation of Post 176 at meetings for the nomination of candidates for District, Department or National office and convention delegates, shall be by the incumbent Post Commander, or his designee, and by one or more other members designated by the Post at a regular or special meeting. Such delegation shall be bound by any instruction or endorsement voted by the Post. The delegation will support, for office in the American Legion, any Post member whose candidacy has been endorsed by our Post. Post 176 will not be bound by any action taken by a member or members at any unofficial meeting, caucus or other gathering not sanctioned by the District, Department or National organization.

## ARTICLE II

### Post Executive Committee

**Section 1.** The EXCOM shall consist of thirteen (13) voting members comprising the Post Commander, three (3) Vice Commanders, Adjutant (who shall serve as Secretary), Finance Officer, Chaplain, Sergeant-at-Arms, Service Officer, Junior Past Commander and three (3) Committeemen-at-Large, who shall be elected for terms of three (3) years on a staggered basis. For purposes of this section, the "Junior Past Commander" is the Commander next preceding the incumbent Commander who is willing to serve and is not already holding a voting position. Each year the Post shall elect one Committeeman for a term of three years to replace the Committeeman whose term expires. Vacancies will be filled for the duration of the unexpired term only. The incumbent President of The Board, the Judge Advocate and the Historian shall be ex officio members of the EXCOM with a voice but no vote and without the ability to make or second motions.

**Section 2.** The EXCOM shall meet at the call of the Commander as soon as feasible after the installation of the new officers. Thereafter, the EXCOM shall meet at the call of the Commander at least monthly. The Commander shall call a Special Meeting of the EXCOM upon joint written request of three (3) or more members of the EXCOM. No business shall be transacted at a special meeting of the EXCOM other than that stated in the announcement of such meeting. Fifty percent (50%) of the membership of the EXCOM is required to be present at a given meeting in order to

pass or adopt any motion or resolution. Nothing in this Section shall preclude fewer than 50% from discussing matters of general interest that are not binding upon the membership.

**Section 3.** The EXCOM is charged with development and implementation of Post policy and for designing and carrying out the programmatic function of an American Legion Post; oversight of committees; final decisions on appeal from actions of the House Committee; scheduling use of the hall for Post events, patriotic observances, membership and entertainment. Officers and committee chairmen will submit to the Finance Officer estimates of the budgetary needs of their respective activities for inclusion in the proposed yearly budget.

**Section 4.** Any officer or Executive Committeeman who fails to attend three (3) consecutive EXCOM meetings or three (3) consecutive Post Membership meetings without an excuse considered valid by the Commander, shall be considered to have resigned from his office and the EXCOM and shall be replaced as provided for herein. Any officer or Executive Committeeman who does not meet these criteria but whose attendance is so irregular as to create a presumption of disinterest, indifference or flagrant disregard for the requirements of such position, shall be considered for removal by the EXCOM under the provisions of ARTICLE V, Section 3, of the Constitution.

## ARTICLE III

### Membership Meetings

**Section 1.** A regular meeting of this Post shall be held on the first Tuesday of each month unless the first Tuesday of a month is a national legal holiday or an election day. In such case, the regular meeting for that month shall be on the second Tuesday.

**Section 2.** A special meeting of the Post may be called by the Commander, by a majority vote of the members present at any regular or special meeting of the Post, or upon the written request of fifteen (15) members in good standing. Notice of any special meeting of the Post shall be mailed to the last known address of every member of the Post not less than seven (7) days in advance of such meeting. No business shall be transacted at a special meeting other than that stated in the notice of such meeting.

**Section 3.** New officers of the Post shall be installed between June 8 and July 15. Installation is the responsibility of the outgoing Commander. He should endeavor to arrange a joint installation with the Auxiliary and consult with the incoming Commander, and the incoming Commander's choice of installing officer shall be honored.

**Section 4.** A quorum shall be those members present and voting.

**Section 5.** The order of business for this Post shall conform to that set forth in The American Legion Officer's Guide and Manual of Ceremonies.

**Section 6.** The conduct of the Post meetings shall be governed by Robert's Rules of Order, Newly Revised.

**Section 7.** If the Chair is in doubt as to the ruling on any parliamentary matter or interpretation of the Constitution and Bylaws, he shall refer the question to the Judge Advocate, who will advise the Chair as to the proper ruling. A ruling by the Chair may be appealed by any member and overruled by a two-thirds (2/3) vote of the members present.

**Section 8.** At least one (1) meeting per year will be designated as initiation meetings. All members elected to membership since the previous initiation will be personally invited.

**Section 9.** There shall be a Post Everlasting to honor deceased members of the Post conducted at least once each Legion year.

**Section 10.** The Post will conduct such other ceremonials as it shall from time to time deem

appropriate.

## ARTICLE IV

### Committee

**Section 1.** As soon as possible after his installation the following committees will be established by the Post Officer so designated. These Officers will appoint, with the approval of the Commander, the Committee Chairman, coordinate the activities of the committee and retain the ultimate responsibility for the committee. Nothing shall preclude the Commander from making changes in committee assignments as deemed necessary.

<u>Committee</u>	<u>Appointed By</u>	<u>Committee</u>	<u>Appointed By</u>
Americanism	2nd Vice Cmdr.	Legislative	1st Vice Cmdr.
Athletics	1st Vice Cmdr.	Life Membership	Commander
Audit	Commander	Membership	1st Vice Cmdr.
Baseball (Legion)	1st Vice Cmdr.	National Security	1st Vice Cmdr.
Bingo	3rd Vice Cmdr.	Oratorical	2nd Vice Cmdr.
Blood Bank	2nd Vice Cmdr.	Post Scripts	Commander
Boys State	2nd Vice Cmdr.	Potomac Region	Commander
Children & Youth	3rd Vice Cmdr.	Veterans Council	
Community Service	3rd Vice Cmdr.	Public Relations	1st Vice Cmdr.
Constitution-Bylaw	Judge Advocate	Scouting	2nd Vice Cmdr.
Finance	Commander	Sons of Am. Leg.	2nd Vice Cmdr.
Honor Guard	Sgt-At-Arms	Special Olympics	1st Vice Cmdr.
House	3rd Vice Cmdr.	Veterans Affairs and Rehabilitation	Service Officer
Junior Law Cadet	3rd Vice Cmdr.	Ways & Means	1st Vice Cmdr.
Jr. Shooting Sports	3rd Vice Cmdr.		

**Section 2.** The Commander may appoint such other temporary committees as he deems necessary for the effective administration of the affairs of the Post.

**Section 3.** It shall be the duty of the chairmen to appoint members to their respective committees.

## ARTICLE V

### Duties of Officers

**Section 1.** The Commander is the presiding officer of the Post. He shall preside at all meetings of the Post except as hereinafter provided. He shall serve as chairman of the EXCOM, approve the appointment of all committee chairmen, appoint all appointive Officers, represent the Post at all District meetings and Department Conferences. He shall also serve as an ex officio member of The Board as specified in ARTICLE IX, Section 3.

**Section 2.** The First Vice-Commander shall assume the duties of the Commander in the latter are absence. He shall have primary responsibility for the Post membership program. While he

may appoint someone to assume these duties, he retains ultimate responsibility. He will coordinate the activities and appoint, with the approval of the Commander, the chairmen of committees under his charge.

**Section 3.** The Second Vice-Commander shall preside in the absence of the Commander and First Vice-Commander at the Post and EXCOM meetings. He shall have primary coordinating responsibilities for the majority of the Americanism activities of the Post. In this regard, it will be his duty to appoint, with the approval of the Commander, chairmen of these various committees.

**Section 4.** The Third Vice-Commander shall preside in the absence of the Commander, First Vice-Commander and Second Vice-Commander. He will appoint, with the approval of the Commander, chairmen of committees under his charge.

**Section 5.** The Commander may assign to his Vice-Commanders such other responsibilities and committee assignments as he may deem appropriate. It shall be the duty of the Vice-Commanders to report to the Commander periodically on the progress of their committees. The Vice Commanders shall be responsible for procuring annual reports from their committee chairmen. Nothing contained in Article V, Sections 2, 3 and 4, shall preclude the Commander from making changes in committee assignments to specific Vice-Commanders as he deems necessary, provided such changes are approved by a majority of the Executive Committee.

**Section 6.** The Adjutant is the administrative officer of the Post. He shall be responsible for the preparation of all correspondence emanating from the Post except that delegated to other members of the Post by the Commander; maintain files of correspondence sent and received, and such other files as are deemed necessary by the EXCOM; record the minutes of the Post meetings and the EXCOM meetings; see that Post members are aware of the place and date of Post meetings; and publish any special notices such as notices of special elections and proposed changes in the Constitution and Bylaws; collect from the Vice-Commanders reports of committees under their jurisdiction and compile annually the reports of the Post activities and forward them to the District and Department Awards Committees; keep a current roster of all Post members; serve as custodian of all official documents of the Post, such as contracts and articles of incorporation, except when the documents would be more appropriately placed in the possession of the Historian or the Judge Advocate. The Adjutant shall, at the end of a period specified by the EXCOM, turn over to the Historian those documents no longer deemed necessary to the Post. Those documents which have no historical value shall be destroyed at the end of this period.

**Section 7.** The Finance Officer shall insure that monies, other than those from the Bingo and Membership accounts, be properly disbursed in a timely manner; that justification for all such expenditures be submitted and made a matter of record and that measures instituted by The Board be observed. The Finance Officer shall see that a set of books is kept based on sound accounting principles; that a financial report is rendered to the membership on a monthly basis; that the financial records of the Post be available for inspection by the Post members and that the recommendations of the Audit Committee and/or outside auditors are carried out. He shall serve as an ex officio member of The Board, with a voice but no vote and without the ability to make or second motions. He will work with the EXCOM and The Board in the formulation of a yearly Post budget.

**Section 8.** The Chaplain, who may be either a clergyman or layman, is the religious leader of the Post. It shall be his responsibility to deliver the opening and closing prayers at the meetings, ascertain the names of the comrades who are ill, take charge of services for deceased comrades, assure that flowers and/or cards are sent in the event of sickness or death, assist the Commander in the obligation of any new members of the Post and perform such other specific duties as outlined in The Officers Guide & Manual of Ceremonies.

**Section 9.** The Sergeant-at-Arms is the sentinel or tyler of the Post. It is his responsibility to

see that no one enters Post meetings without proper identification. He shall be responsible for the safekeeping, and for bringing to the Post meetings, the colors, rifles, bell and other ritualistic materials; the posting of colors at meetings, funerals and other ceremonies at which the Post is represented; the initiation of new members; and Post Everlasting. He shall ascertain the attendance at each meeting and report same to the adjutant. He shall be responsible for distribution and collection of ballots at all special elections. He shall be available to assist the Commander at all meetings.

**Section 10.** The Historian will obtain from the Adjutant any documents of historical value to the Post and will maintain a file which includes the Post Charter, newspaper clippings and as many other documents as he deems necessary to maintain an adequate history of the Post. He shall familiarize himself with materials published by National Headquarters for use by Historians. He shall maintain a scrap book containing Post documents, photographs and newspaper clippings with appropriate captions. He is the repository for documents not kept by the Judge Advocate or Adjutant.

**Section 11.** The Judge Advocate should preferably have had legal training. He is the legal officer of the Post and the parliamentarian. In matters of parliamentary procedure, the Commander may request counsel from the Judge Advocate, but shall not be bound thereby. The Judge Advocate shall have general supervision of all legal questions arising in the Post, including preparation of the Constitution and By-Laws and amendments thereto, contracts, deeds and leases. The Judge Advocate shall be responsible for the safe-keeping of all records of the Post, including, but not limited to, history, permits and licenses, Constitution and Bylaws, tax and corporate records and such other documents as must be kept beyond one Legion year. He shall assist in locating and making such records available to other Post officers as required. The Judge Advocate serves as a voting member of The Board, but not the EXCOM.

**Section 12.** The Service Officer is responsible for bringing to the attention of all veterans and their dependents the rights and benefits granted them by law. He must know how to utilize the expert services available through Legion channels and those of other agencies in his community. His is the job of getting information to the full-time professionals to make certain that every veteran and his dependents are adequately represented. He may serve as chairman of the Veterans Affairs and Rehabilitation Committee, or appoint another member of the Post.

## ARTICLE VI

### Finance

**Section 1.** The revenue of this Post shall be derived from membership dues, legal gaming proceeds, rentals, club revenues and donations. It is the role of the Ways & Means Committee to devise activities to supplement such anticipated income, and to the extent possible, make up the difference between such income and the annual budgeted receipts. Committees will attempt to defray the costs of their programs through raffles, donations and other fund raising activities.

**Section 2.** The amount of annual membership dues shall be set by the membership of the Post. Dues shall pay for any and all District, Department and National Assessments (including the annual subscription to the *American Legion Magazine* and the *Virginia Legionnaire*) with any residual accruing to the Post financial accounts. There shall be no initiation fee. The amount of the Post dues shall be set as follows:

a. The amount of the dues will be established at a figure that is no less than six (6) dollars or more than eleven (11) dollars plus the total Department and National assessments for that year.

b. There shall be no more than one dues change during any three consecutive calendar year

periods except when there is an increase in total Department and National assessments. Any dues change shall start a new three year period.

c. Any motion to change the amount of the annual dues must be made and voted on at the regularly scheduled membership meeting for the months of January or February of any calendar year and shall require the approval of two thirds (2/3) of those present and voting. Any change shall be effective the next Legion year, provided National shall have been notified in sufficient time so that dues notices reflect the change.

**Section 3.** No bill of account rendered against the Post shall be approved and paid by the Finance Officer unless (i) the amount and nature of the payment are authorized by the approved Post budget; (ii) the amount and purpose of the expenditure is supported by a written voucher or (iii) an unusual expenditure has been approved by The Board or EXCOM pursuant to the provisions of Article IX, Section 5.

**Section 4.** All money belonging to the Post, or derived through any activity of the Post, shall be deposited to the appropriate Post account by the appropriate person with a deposit slip given to the Finance Officer, except that a committee or function chairman may be advanced sufficient money to begin the activity, after which all monies derived from the function or activity shall be turned over to the Finance Officer as soon as practicable after they are received, and the chairman will submit to the Finance Officer a detailed report of the financial affairs of the activity or function. Bingo receipts will be kept in a separate Bingo account until such funds are disposed of in strict accordance with the laws and regulations governing charitable gaming in Virginia. Routine expenditures by the Bingo Chairman for supplies, equipment and prize money may be expended without prior approval. However, any expenditure (other than a guaranteed prize in an on-going game) in excess of \$500.00 must be approved by The Board.

**Section 5.** A committee composed of the Commander, Finance Officer and Corporation President shall prepare a proposed budget for operation of the Post for the Legion year commencing with the installation of officers in June. The proposed budget will include the cost of programs, administrative costs, capital expenses and anticipated revenues. To assist this committee in devising the budget, the chairman of the standing Post committees, the facilities manager and The Board will submit statements of anticipated needs. No later than the second Tuesday of April, the proposed budget will be presented at a joint meeting of the EXCOM and The Board. After review and approval of the proposed budget by the EXCOM and The Board, the budget will be presented to the Post membership for final approval at the May membership meeting.

Approval by the Post of the budgets of the several committees shall constitute authorization for expenditures by the respective chairman of budgeted funds for committee purposes after consultation with the Finance Officer to ascertain availability of such funds. No officer or committee chairman, except as otherwise provided for in these Bylaws, shall commit to the expenditure of any funds that have not been budgeted, except that they may expend up to \$50.00 without prior approval on any event, project or activity.

**Section 6.** The following Post bank accounts, as a minimum, shall be established to record all deposits and expenditures of Post funds:

a. The Board will maintain a separate account for monies acquired under Article IX, Sections 2 and 7 pertaining to a "contingency fund".

b. The Bingo account will be maintained separately solely for the purposes mandated in the state gaming laws and regulations.

c. All other Post receipts will be deposited in an account known as the General Fund. Membership funds will be maintained as a restricted part of the General Fund.

**Section 7.** The Commander shall appoint a committee of three (3) members to conduct an

annual audit of the Post's books and accounts, as maintained and/or supervised by the Finance Officer, including accounts of those committees authorized to handle funds, as soon as possible after installation of officers, but not later than the September EXCOM Meeting. Such an audit will be done upon change of the Finance Officer. No member of this committee shall have held any elected or appointed office in this Post for the period covered by the audit, except that the Judge Advocate and Finance Officer shall be "ex officio" members of the committee. The findings of this special committee shall be presented to the Post by the October membership meeting. The Board shall commission an audit of Post accounts by an outside audit firm completely unrelated to the Post or any of its members when requested by our internal audit team or upon majority vote of the membership.

## ARTICLE VII

### Membership

**Section 1.** Eligibility for membership shall be restricted to persons eligible under the National and Department Constitutions of The American Legion. There will be no associate or honorary memberships.

**Section 2.** An application for membership shall be in writing upon the form prescribed by the Department of Virginia, except that it shall not be necessary for a renewal member to complete this application form.

**Section 3.** Applicants for membership in Post 176 must establish, to the satisfaction of the recruiter, that the applicant meets all of the eligibility requirements for membership in the American Legion set forth in the National and Department Constitutions and Bylaws. Applications will be processed through the Membership Chairman, who will ascertain that the applicant has met eligibility requirements and will present the names of applicants to the membership at the next General Membership meeting, together with a recommendation that the application be accepted or rejected, unless additional time is required for investigation. The membership of any DMS transferee, who cannot satisfy the eligibility requirements of this section, will not be renewed after the conclusion of their first year of membership.

**Section 4.** Applicants for membership into Post 176, or transfers from other American Legion Posts to Post 176, shall be admitted by majority vote of those present and voting at any regular meeting of the Post or at any Special meeting for which a vote on membership has been announced in advance. Candidates for membership may be voted upon *en bloc*; however, any member may request that the name of one or more candidates be set aside to be voted on at a subsequent meeting, after which the remaining candidates may be voted upon *en bloc*. Those candidates whose names have been set aside will be notified of an opportunity prior to the following meeting to meet with the membership committee. The person or persons who initiated the review may also appear and give testimony to the membership committee, which may also conduct such other additional investigation as it may deem necessary. At the membership meeting next following the referral, the membership chairman will report the findings of the committee and its recommendation, after which the members present and voting will vote for acceptance or rejection. A candidate rejected by majority vote will not again be considered for membership for one (1) year from the date of rejection.

**Section 5.** All uninitiated members shall receive their membership oath of obligation in the manner prescribed in Article III, Section 8, of these Bylaws, as soon as practicable after their

acceptance.

**Section 6.** Dues shall cover membership from January 1 through December 31. If dues are not paid by January 1 of the next calendar year, the member becomes delinquent and forfeits use of all of the social quarters unless attending an official meeting of the Post or a committee thereof. If dues have not been paid by February 1, the member is suspended with no privileges except that of reinstatement by payment of dues. If dues remain unpaid for five (5) months from that date, the individual loses his membership and ceases to be a member of the Post and The American Legion.

**Section 7.** A member may be suspended or expelled from membership in The American Legion only in strict accordance with the disciplinary procedures outlined in the Bylaws of the Department of Virginia, pursuant to the National Constitution and Bylaws.

**Section 8.** There shall be three (3) classes of Life Membership in Post 176: (i) Any veteran of World War I, upon being voted into membership in Post 176, shall automatically become a Life Member of the Post, with all the privileges appertaining thereof, and no dues shall be required of him; (ii) any veteran who shall have acquired a minimum of fifty (50) years continuous service in The American Legion and a minimum of five (5) years continuous service in Post 176, shall automatically become a life member of the Post, and no dues shall be required of him; (iii) any members who, for conspicuously meritorious achievement, have been voted "*Honorary Life Memberships*" by the Post Membership. There is created a standing committee composed of all elected Honorary Life Members of Post 176 and the incumbent Commander, who shall serve as the non-voting chairman, which shall be known as the Life Membership Committee. Any member of Post 176 may submit to the committee the name or names of prospective Honorary Life Members at least 60 days prior to the May Membership Meeting. The Life Membership Committee will, by majority vote of members present, consider such nominees and make recommendations to the membership for or against granting honorary life memberships. Election to life membership will be by majority vote of the members present at the May meeting. In making its recommendations, the committee may devise its own criteria, which may include, but not be limited to, length of membership in the Post, offices held, honor the member has brought to the Post and to the American Legion, special contributions the nominee may have made to the Post, The American Legion or community. Nothing herein contained shall preclude the nomination for life membership from the floor at the May meeting of any Post member in good standing, whom the committee has declined to recommend; provided, however, that no name shall be presented from the floor that has not first been presented to the committee.

## ARTICLE VIII

### Discipline

**Section 1.** Any officer of the Post may be removed from office for failure or refusal to perform any of the functions of his office prescribed by these Bylaws or lawfully directed by the Commander, EXCOM, The Board or Membership; conviction of a felony; gross malfeasance in the performance of his duties; actions unbecoming a Legionnaire; any action that brings dishonor on Post 176 or The American Legion or repeated failure to attend meetings of the Post, EXCOM or The Board. Removal of a Post officer shall be by three-quarters (3/4) vote of the EXCOM.

**Section 2.** Discipline of Post members shall be as set forth in the Department Bylaws. Any member of Post 176 expelled from the Post or suspended under this Article shall automatically be expelled or suspended from Club privileges. Expulsion or suspension from Club privileges is not

expulsion or suspension from the Post, but it may be as egregious as to serve as a basis for disciplinary action under this section.

## ARTICLE IX

### Corporate Affairs

**Section 1.** This Post is incorporated as a 501(c) (19) veterans' organization pursuant to Section 13.1-912 of the Code of Virginia as SPRINGFIELD, VIRGINIA, POST 176, and THE AMERICAN LEGION, INCORPORATED.

**Section 2.** The purposes of incorporation are (i) to protect the members and officers of the Post and the officers and Directors of the Post corporation acting within the scope of their authority from individual liability for actions taken or claims against the Post and/or the corporation; (ii) to ensure the fiscal integrity of the post; (iii) to establish within the Post an independent body to safeguard against undue haste in the expenditure of Post funds; (iv) to the extent feasible, set aside unbudgeted revenues for emergencies; (v) the payment of Post obligations as they come due; (vi) to act as the agent of the Post for transactions involving the real property of the Post as set forth in Section 4 hereof; and such other purposes as are set forth in the Articles of Incorporation.

**Section 3.** The management of the corporation is entrusted to a Board of Directors which shall consist of five (5) members in good standing of Post 176, including the Judge Advocate, who shall serve as Registered Agent, and a Secretary appointed by the elected Directors-at-Large. The three (3) Directors-at-Large shall be elected for terms of three (3) years on a staggered basis and shall not be eligible for re-election for one full Legion year following the expiration of their term. Any Director elected to fill less than one year of an unexpired term shall not be precluded from being a candidate for a full term upon expiration of the partial term. Each year at the annual Post election meeting, the Post meeting will recess and re-convene as the Post corporation, which shall elect one member to replace the Director whose three-year term has expired and fill any other vacancies then existing on The Board. Annually, the corporate Directors shall elect a corporation President from among their elected members. The President shall serve as the presiding officer of The Board. The Post Commander and the Post Finance Officer shall serve as *ex-officio* members of The Board with voice but no vote, and they will serve as liaison between The Board and the Post members and EXCOM.

**Section 4.** The corporation shall hold by gift, purchase, devise or bequest any real property for the benefit of the Post, and The Board or its designee is empowered to negotiate any proposed purchase, sale or lease of the real property, subject to approval as follows: Any proposed purchase, sale or lease of real property, if approved by The Board, shall be referred to the EXCOM for their review and recommendation. After twenty (20) days' notice to the membership, the proposal, together with the recommendations of The Board and EXCOM, will be submitted to the membership where a two-thirds (2/3) vote of those present and voting will be required for final approval of the proposal. Any lease requiring ninety (90) or less day's notice of termination may be approved by The Board alone.

**Section 5.** Any proposed expenditure of unbudgeted Post funds in excess of three thousand dollars (\$3,000.00) shall be referred to The Board for review and approval, and the decision of The Board shall be final. Any expenditure in excess of ten thousand dollars (\$10,000.00) recommended by The Board shall be referred to the EXCOM, where a two-thirds (2/3) vote of that body, within ten

(10) days of referral, shall be required to disapprove such expenditure.

**Section 6.** The Corporation; through bequest, donation, sale or rent of Post property or a surplus of Post funds in the General Fund; may acquire, maintain and invest "contingency" funds to cover corporate obligations, real property transactions and major repairs, reserve for replacement, capital improvements or additions to the building and grounds. No part of such funds will become available to the General Fund until such time as The Board determines that there is in the fund a surplus over and above anticipated obligations; that the funds are available and that such transfer is made in accordance with Section 5 above.

**Section 7.** The Board shall meet at least quarterly to transact business or at the call of the President or the Post Commander at such times as there is business requiring Board action. The Board will provide the Registered Agent of the Post Corporation such information as is necessary to submit annual reports to the State Corporation Commission.

**Section 8.** Any three (3) voting members of The Board shall comprise a quorum for the transaction of Board business.

**Section 9.** A member of the Board of Directors may be removed by a vote of three (3) of the remaining four (4) voting members of the Board for unexcused absence from three (3) consecutive Board meetings; for actions that bring dishonor on the Board, Post 176 or The American Legion; for dishonesty, misfeasance or malfeasance in office; conviction of a felony or a pattern of behavior or attendance inconsistent with carrying out the function of the Board.

**Section 10.** Vacancies occurring on The Board, between annual election meetings, shall be filled at a first regular Post meeting, following notice in the first Post newsletter after the occurrence of the vacancy that will satisfy the requirement for 20 days' notice.

## **ARTICLE X**

### **Other Corporations**

**Section 1.** Post 176 may create such other corporations as may be required by the Commonwealth or deemed by the EXCOM to be prudent for the orderly conduct of Post business or the protection of its members.

## **ARTICLE XI**

### **Suspension of Bylaws**

**Section 1.** These Bylaws, or any portion thereof, may be suspended by unanimous vote of those present and voting at any meeting of the Post or its EXCOM, when failure to suspend will result in irreparable damage to the Post or to a member, or when the passage of time or requirement for notice will preclude timely action on an important matter for the good of the Post.

## **ARTICLE XII**

### **Notice**

**Section 1.** Where notice is required under these Bylaws, it will be in writing and mailed to the last known address of each member. A statement identified as "notice" in the Post newsletter will suffice if it meets the time requirements herein. The determinant date will be the postmarked date or, in the case of the newsletter, the date of mailing.

**Section 2.** Amounts of notice are as follows:

- |  |                              |
|--|------------------------------|
| a. Special Membership Meeting          | - Seven (7) days             |
| b. Special EXCOM Meeting               | - No advance notice required |
| c. Special Elections                   | - Twenty (20) days           |
| d. Amendment of Constitution or Bylaws | - Twenty (20) days           |
| e. Real Estate Transactions            | - Twenty (20) days           |

## ARTICLE XIII

### Amendments

**Section 1.** These Bylaws may be amended by a two-thirds (2/3) vote of the membership present and voting at any regular or special membership meeting of the Post after twenty (20) days notice in writing to the membership of the proposed amendments. Such notice shall contain the material to be added to or deleted from the Bylaws, but this will not preclude the membership from making, or delegating authority to make changes in the proposed wording.

**Section 2.** Nothing contained herein may conflict with the National or Department Constitution and Bylaws of The American Legion. Any amendment to the National or Department Constitutions or Bylaws shall automatically amend these Bylaws to that extent.

## ARTICLE XIV

### Gambling

**Section 1.** No game of chance, lottery, card game or mechanical device where money is wagered on an outcome that is dependent upon chance shall be allowed in the Post Club Room or Game Room or in any area to which alcoholic beverages are served or consumed pursuant to a license issued by the Virginia Alcoholic Beverage Control Board. The prohibitions contained in this section include, but are not limited to, pools on athletic events; poker, pinball and other machines that pay off in cash; dice games and card games in which cash is wagered; games played with the numbers on paper currency and any "instant bingo" or other pull-tab game not specifically authorized under State Gaming Laws and Regulations. No paraphernalia that is or can be used for purposes covered by the prohibitions of this Section shall be in evidence in any area open to the public or covered by the Post's ABC license.