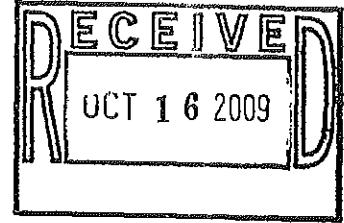


**THE AMERICAN LEGION  
DEPARTMENT OF CALIFORNIA**  
401 Van Ness Ave., Rm 117  
San Francisco, CA 94102-4587



Post No. 291 Direct To: Post \_\_\_\_\_

District 29 Dept. File

Area 5 Date 8/15/09

215 E. 15th Street, Newport Beach, CA 92663-4556  
(Mailing Address)

Your articles, as submitted have been reviewed and disposed of as follows, by this commission:

**ARTICLES RECEIVED:**

	<b>Approved</b>	<b>Disapproved</b>
( ) Const. & By-Laws	_____	_____
(X) By-Laws	_____X_____	_____
( ) Amendment	_____	_____

Article _____	Section _____	Article _____	Section _____
Article _____	Section _____	Article _____	Section _____
Article _____	Section _____	Article _____	Section _____

**REMARKS:**

If the Constitution & By-Laws, By-Laws or the Amendments have been marked "Not approved", please correct your submission by regular Post procedure, to comply with the instructions below and submit **TWO** copies of same to Dept. Headquarters at the address on the top of this page. Thank you.

DATED 10/9/09

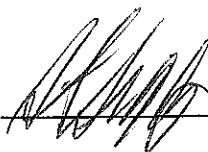
John Robinson  
Constitution & By-Laws  
Commissioner AREA 5

# NEWPORT HARBOR POST NO. 291 OF THE AMERICAN LEGION

## BYLAWS

These Bylaws have been adopted by the members of Post 291 and have been approved by The American Legion, Department of California.

Signature of Commander Steven B. Spriggs



Dated

10-15-2009

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## Post 291 Bylaws

### 1 ARTICLE 1 Post Description

- 1.1. Name** - The legal name of this Post as recorded with the State of California in the Articles Of Incorporation is: NEWPORT HARBOR POST NO. 291 OF THE AMERICAN LEGION (hereinafter referred to as the "Post" or "Post 291"). The name of this Post as recorded in the records of the American Legion is: DEPARTMENT OF CALIFORNIA NEWPORT HARBOR POST 291.
- 1.2. Location** - The office for the transaction of business of the Post is located at 215 15<sup>th</sup> Street, Newport Beach, CA 92663.
- 1.3. Purpose** - The purpose of this Post is set forth in the Post's Constitution, Article II. The Post shall promote the principals stated in the Declaration of Independence and the Constitution of the United States. The Post is also intended to be a Community Center for Legionnaires and shall be operated to encourage social participation and improve civic relationships. The Post shall also be operated to encourage members and the local community to participate in fundraising for organizations dedicated to help both veterans and active duty military personnel in need.
- 1.4. Administration** - The administration of this Post is entrusted to the Post Executive Board, which is composed of fourteen elected, the Jr. Past Commander and three appointed Post members. Members of the Post Executive Board are referred to as Post Officers or Officers in Post documents. The Post Executive Board is synonymous with the Post Executive Committee referred to in Department and National American Legion documents when that usage refers to all Post Officers.

### 2 ARTICLE 2 Controlling Documents

- 2.1. Purpose of Bylaws** - These Bylaws are semi-permanent rules for the conduct of Post and member activities. They may be amended as described in Article 15.
- 2.2. Priority of Authority** - In the event of any conflict in rules the higher priority authority will prevail; the order of priority is National American Legion, Department American Legion, District American Legion, Post Constitution, Post Bylaws and Post Regulations.
- 2.3. Post Regulations** - The Post-elected officers must establish written regulations to control the important day-to-day post activities and to insure an efficient continuation of operations between elections and changes in management.
- 2.4. Conflicts Within Documents** - To avoid inconsistent interpretation of rules and regulations all conflicts must be resolved and documented. The District Judge Advocate is charged to resolve conflicts arising in District, Department, or National American Legion documents. The Post Judge Advocate makes recommendations to the Board to resolve conflicts arising in Post documents. If it becomes necessary for the Post Executive Board to act upon a conflict-affected matter before obtaining a Post Judge Advocate's recommendation then the Post Executive Board must document the rationale for its action.

## Post 291 Bylaws

### 3 ARTICLE 3 Post Members

**3.1. Post 291 Eligibility** – There are three requirements to become a Post 291 member and maintain membership:

- 3.1.1.** Membership in the American Legion. Eligibility for the American Legion is to have served in the Armed Forces of the United States in times of conflict as defined by the United States Congress.
- 3.1.2.** Agreement to never disgrace or dishonor the United States, the American Legion, or Post 291.
- 3.1.3.** Agreement to conform to the Constitution, Bylaws, and Regulations of Post 291.

### 3.2. Joining Post 291

- 3.2.1. Application** – An applicant must submit a completed Membership Application to the Post Membership Committee. Any required evidence of eligibility and Post dues must accompany the application.
- 3.2.2. Initiation** – After the Membership Committee approves a Membership Application a formal initiation ceremony will be scheduled at a General Meeting. At the initiation ceremony members have the opportunity to approve the new members by majority vote.
- 3.2.3. American Legion Uniform** - The American Legion cap is considered the formal uniform of the American Legion and will be issued at the Initiation Ceremony. American Legion members must wear the cap to official Legion functions that require the American Legion uniform.

### 3.3. Post 291 Dues

- 3.3.1. Determination.** The Board shall determine annual Post dues and payment schedule.
- 3.3.2. Delinquent Dues.** Members whose dues are delinquent may have their Post membership lapsed according to Post Rules and Regulations.

### 3.4. Post Member's Requirements

- 3.4.1.** Post members must maintain membership in the American Legion.
- 3.4.2.** Post members must never bring disgrace or dishonor to the United States, the American Legion or Post 291.
- 3.4.3.** Post members must comply with the Constitution, Bylaws, and Regulations of Post 291.
- 3.4.4.** In order to support American Legion Programs and Post events, Post members who are able are expected to serve a minimum of 12 hours per year in the programs or events of their choice. These volunteer hours shall be left to the member's integrity and will not be monitored by the Post.

### 3.5. Post Member's Status

- 3.5.1. Good Standing** – Post Members in Good Standing are members who have paid their Post annual dues and are in compliance with the Post Members' Requirements as described in Article 3.4.
- 3.5.2. Restricted Status** – Post members who have had their Post Privileges restricted are in a Restricted Status, where the Board, according to the Bylaw article on "Judicial Procedures", determines their Post privileges.

### 3.6. Post Member's Rights and Privileges

- 3.6.1. Rights** – An individual member in Good Standing has the customary rights of membership including the right to: run for an elected Post office, attend and vote at General and Special Members' Meetings, attend Executive Board meetings, and appeal to the Department of California Commander for grievances that cannot be resolved at the Post.
- 3.6.2. Privileges** - Post members in Good Standing have the Privilege of using the Post facilities according to the Post Rules and Regulations. The Board may restrict a Post member's Privileges according to the Bylaws Article 14 "Judicial Procedures".

## Post 291 Bylaws

- 3.7. Post Communication** – It is imperative that there is good communication between the Commander, the Board, and all Post members so that confidence, morale, and friendship is maintained at a high level.
- 3.7.1. Monthly General Meetings** - The Post Commander shall conduct regularly scheduled monthly General Meetings for all members to keep them knowledgeable of Post programs, operations and events.
- 3.7.2. Post Newsletter** – The Post shall maintain an official monthly Post 291 newsletter and make it freely available on the Post website. The newsletter will be used to convey official notices to members. This newsletter cannot be used for Post election campaigning.
- 3.7.3. Post Website** - The Post shall maintain a Post website that will convey to members important Post information about Post programs, operations and events. This website cannot be used for Post election campaigning
- 3.7.4. Meeting Minutes and Financial Reports** – Summarized General, Special and Board meeting minutes, except closed Board meetings, shall be published on the Post website. Quarterly and Annual financial reports shall be readily available at the Post 291 office for examination by any Post member.

## 4 ARTICLE 4 - Sons of The American Legion

- 4.1. Affiliation to the Post** - Sons of The American Legion, Newport Harbor Squadron 291 (Squadron 291) is a program of the American Legion chartered by Post 291. Squadron 291 operates under the sponsorship and jurisdiction of Post 291 and is subject to the rules and regulations of Post 291. Sons of The American Legion squadrons are urged to participate in American Legion and public observances. Squadron 291 is permitted flexibility in planning its organization, activities, and programs for the needs of its own membership.
- 4.2. Rules, Regulations, Policies, and Procedures** – Squadron 291 is self-governing with their own Constitution, Bylaws, Rules and Regulations. In the event there is a fundamental difference or conflict between the Constitution, Bylaws, Rules and Regulations of Post 291 and Squadron 291 governing policies the Post 291 governing policies shall supersede.
- 4.3. Partnership** – Post 291, Squadron 291, The American Legion Yacht Club, and Unit 291 of the American Legion Auxiliary need to be partners in providing service to our veterans, their families and their communities. All officers must set the example for intra-organization dialogue and cooperation. Our work of service to our veterans is a *“family affair”*.
- 4.4. Audit** –Financial data as defined by the Post Finance Officer shall be provided as requested or, at a minimum, quarterly.

## 5 ARTICLE 5 – American Legion Yacht Club

- 5.1. Affiliation to the Post** - The American Legion Yacht Club (ALYC) is a program of Post 291. ALYC operates under the sponsorship and jurisdiction of Post 291 and is subject to the rules and regulations of Post 291. The purpose of this club is to encourage activities such as yacht racing and cruising and to promote the science of, seamanship and navigation. ALYC is permitted flexibility in planning its organization, activities, recreational and education programs for the needs of its own membership.



## Post 291 Bylaws

- 5.2. Rules, Regulations, Policies, and Procedures** – The American Legion Yacht Club (ALYC) is self-governing with their own Bylaws. In the event there is a fundamental difference or conflict between the Constitution, Bylaws, Rules and Regulations of Post 291 and ALYC policies the Post 291 governing policies shall supersede.
- 5.3. Partnership** – Post 291, Squadron 291, The American Legion Yacht Club, and Unit 291 of the American Legion Auxiliary need to be partners in providing service to our veterans, their families and their communities. All officers must set the example for intra-organization dialogue and cooperation. Our work of service to our veterans is a *“family affair”*.
- 5.4. Audit** – Financial data as defined by the Post Finance Officer shall be provided as requested or, at a minimum, quarterly.

## 6 ARTICLE 6 American Legion Auxiliary

- 6.1. Affiliation to the Post** – The American Legion Auxiliary is a patriotic women’s service organization that sponsors volunteer programs serving veterans, their families and their communities. The American Legion Auxiliary, Unit 291 (Unit 291) is affiliated with Post 291. Unit 291 is a self-governing organization and is not under the sponsorship or jurisdiction of Post 291.
- 6.2. Rules, Regulations, Policies, and Procedures** - Unit 291 operates in accordance with their own Constitution, Bylaws, Rules and Regulations. Members of Unit 291 are guests of Post 291 and subject to the rules and regulations governing guests. Use of any and all of Post 291 facilities are granted by Post 291 Executive Board to both individual and the collective membership of Unit 291.
- 6.3. Partnership** – Post 291, Squadron 291, The American Legion Yacht Club, and Unit 291 of the American Legion Auxiliary need to be partners in providing service to our veterans, their families and their communities. All officers must set the example for intra-organization dialogue and cooperation. Our work of service to our veterans is a *“family affair”*.
- 6.4. Audit** – Financial data for Unit 291 is not included in the annual Post audit and is in no form reported or made a part of Post 291 financial data.

## 7 ARTICLE 7 Post Executive Board

- 7.1. Description** – The Post Executive Board is a group of eighteen officers (fifteen elected and three appointed) headed by the Commander who is the highest-ranking officer.
- 7.2. Purpose and Duty** – The purpose and duty of the Post Executive Board is to insure that the Post operates in conformance with: (1) Federal, State, and Local laws, (2) American Legion Rules, Regulations, and Policies, and (3) Post 291 Constitution, Bylaws, Rules, Regulations, and Policies.

## Post 291 Bylaws

- 7.3. Board Members' Titles and Voting Powers**—The fifteen elected officers are: Commander, First Vice Commander, Second Vice Commander, Third Vice Commander, Finance Officer, Historian, Sergeant-at-Arms, Chaplain, Jr. Past Commander and six Members-At-Large. Each elected officer has one vote in all Board matters except the Commander (or designee), who votes only to break a tie vote. The Commander shall appoint three non-voting officers to serve as the Adjutant, Judge Advocate and Service Officer. Each officer must be a member in Good Standing of Post 291.
- 7.4. Elected and Appointed Terms**
- 7.4.1. Twelve month Terms** - The elected and appointed terms for all officers, except the 6 Members-At-Large, shall be 12 months from July 1 through June 30.
- 7.4.2. Staggered Terms** – To insure some continuity from year-to-year each member-at-large shall serve a 3-year term, beginning on July 1 and ending on June 30 after three years. Two members shall be elected each year. To initiate staggered terms at the first election after Staggered Terms are adopted two members will be elected for one year, two for two years, and two for three years.
- 7.5. Election of Officers**
- 7.5.1. Election Committee** – The Election Committee has the responsibility to insure the integrity of the election of Post officers. To help establish members' confidence in the election Post members have the right to approve Election Committee members. No later than the February General meeting the Commander must nominate an Election Committee consisting of three past Post Officers. Election Committee member cannot be or become a candidate for the current election or be directly related to someone nominated for office. Election Committee nominees must be approved by majority vote of Post members at the February General meeting. The Commander must submit substitute Election Committee nominees if any nominee is rejected by the vote. The duties of the Election Committee are: to verify the eligibility of voters, , monitor the voting to insure that each eligible member can vote only once for each office, count the votes, and announce the results.
- 7.5.2. Nominations** – The call for nominations must be announced at the March and April General Meetings prior to the election at the May General Meeting and published in the official Post Newsletter. The call for nominations shall also include the date, time, and place for nominations and the election and any related rules. Nominees must appear before the Election Committee to substantiate their eligibility.
- 7.5.3. Campaigning for Office** - Candidates for office may campaign based on their experience, philosophy, plans and ideas, and must treat other candidates with respect as members of the American Legion.
- 7.6. Appointment of Officers** - Upon election the Commander shall appoint the Adjutant, Judge Advocate and Service Officer. Each shall serve at the discretion of the Commander. Post members have the right to approve or disapprove the appointments at the election meeting. If an appointed officer is not approved then the Commander must propose another acceptable appointment.
- 7.7. Consecutive Terms** –There are no restrictions on the number of consecutive terms for elected or appointed officers.

## 7.8. Resignations

## Post 291 Bylaws

**7.8.1. Voluntary** - Voluntary resignations must be written and should be given as soon as possible. Suggestions for replacement are encouraged.

**7.8.2. Involuntary** – Besides death there are several types of Involuntary resignations:

**7.8.2.1. Unexcused Absences** – If a Board member misses three consecutive Board meetings without obtaining permission from the Commander then the Board member is considered to be inactive, to have resigned from the Board, and is ineligible to vote on any future Board action. The Board has the right to reinstate a member by a majority vote at a Board meeting.

**7.8.2.2. Incapacitation** – In the event that an Officer is incapacitated to the extent that the Officer is incapable of resigning then the Board shall vote and need at least a two-thirds majority to declare an Involuntary Resignation.

**7.8.2.3. Vote of No Confidence** – In order to avoid the complications and potential embarrassment of an Officer Recall, the Vote of No Confidence may be used to elicit a voluntary resignation. In the event that the Board determines that an elected Officer is either not performing required duties or is disrupting Board business then the Board may obtain a Vote of No Confidence. If a majority of the Board votes “No Confidence” then a resignation is requested. If the resignation is submitted the recall is avoided. If the resignation is not submitted then a recall procedure may be initiated. In the event that the Board vote of “No Confidence” does not pass then the officer remains in office.

**7.9. Recall** – All officers, including the Jr. Past Commander, can be recalled (relieved from responsibility and authority of a board member) by majority vote of members in Good Standing present at a General Meeting following the Recall announcement at a previous General Meeting. A petition signed by twentyfive Post members or by at least two-thirds of all Voting-eligible elected officers can initiate a recall. After the Board receives the petition the subject officer must be notified and offered an opportunity to resign. If the officer resigns the recall is terminated. If the officer does not resign then the Board must schedule a recall election at a General Meeting. If the recall passes the officer is no longer on the Board and a search for a replacement officer commences. If the recall fails then the officer retains the office. The Board cannot obstruct a recall petition.

**7.10. Reassignments and Filling Vacancies** – When an elected or appointed officer position is vacated the Commander may appoint another member in good standing to the vacated position. Post members have the right to approve or disapprove the appointment at the following General meeting.

### 7.11. Board Proceedings

**7.11.1. Voting-eligible Elected Officers** – The three conditions for eligibility to vote at a Board meeting are: (1) must be an elected officer, (2) must be active (neither recalled nor resigned), and (3) must be in Good Standing.

**7.11.2. Formal Board Meetings** – The Board can conduct official Post business only at a Formal Board Meeting, which is a Board meeting that has a majority of elected Board members present and where meetings minutes are recorded.

**7.11.3. One Vote per Officer** – Each officer can cast only one vote.– even if the officer holds multiple officer responsibilities.

**7.11.4. Commander Voting** – The Commander or presiding officer will vote only to break a tie vote.

**7.12. Committees** – The Commander may establish Committees to perform specific tasks for the Board. All members of Committees must be Members in Good Standing of Post 291. All Committees must include at least one Board member who shall act as the liaison between the Committee and the Board. Committees shall have Board specified responsibilities to investigate, analyze, and make

## Post 291 Bylaws

recommendations to the Board – they shall not have authority to enter into contracts, commitments, or spend Post funds. There are two (2) types of committees: Standing and Temporary.

**7.12.1. Standing Committees** – Standing Committees have a continuing responsibility from year to year. Standing Committee responsibilities and their members are subject to ratification by the Board each year, no later than the second meeting of the new term.

**7.12.2. Temporary Committees** – Temporary Committees are formed by the Commander to perform specific tasks that are not expected to continue year-to-year.

**7.12.3. Chair** – The Commander nominates the Chair of every committee. The Board has the right to reject by majority vote any nomination. The committee Chair is responsible for managing the committee, assisting the Commander with the selection of its members, and reporting Committee activities.

## 8 ARTICLE 8 Post Executive Board Duties

**8.1. Elected Officers Duties** – It is the responsibility of the Elected Officers to insure that the Post operates in conformance with: (1) Federal, State, and Local laws, (2) American Legion Rules, Regulations, and Policies, and (3) Post 291 Constitution, Bylaws, Rules, Regulations, and Policies. Some of the Board responsibilities are to: protect the Post's assets; carry appropriate insurance to protect Post assets and Officers; adhere to the principles and practices of the controlling documents described in Article 2; encourage members' participation in Post functions and administration; increase membership; increase assistance to veterans, active duty military, and their families; maintain the respect and trust of all Post members; and assist in the transition to newly elected and appointed officers. The Board shall insure that all Post members are treated with respect, according to their multiple positions as owners, major customers, and major volunteers of their time and money to the Post. Many duties of the officers of the Post are described in the AMERICAN LEGION OFFICER'S GUIDE AND MANUAL OF CEREMONIES. The Commander may modify these duties to improve Post operations.

**8.1.1. Post Commander** - The Commander is the chief executive officer of the Post and shall supervise, lead and manage the Post and its Officers. The Commander shall preside at all Board Meetings, General Meetings, Special General Meetings and Special Board Meetings; shall nominate Standing Committees and Temporary Committees and their Chair, shall perform the duties necessary to keep the Post operating in an effective and efficient manner; shall have such other powers and duties as may be prescribed by the Board, these Bylaws or as promulgated by the American Legion; and shall preserve the integrity of the Post Charter.

**8.1.2. First Vice Commander** - First Vice-Commander is the Chair of the Membership Committee, and shall assume and discharge the duties of the office of Commander in the absence or disability of the Commander.

**8.1.3. Second Vice Commander** - Second Vice-Commander is the Chair of the Ways and Means Committee, and shall assume and discharge the duties of the office of First Vice-Commander or Commander, in the absence or disability of such officers.

**8.1.4. Third Vice Commander** - Third Vice-Commander is the Chair of the Americanism Committee, and shall assume and discharge the duties of the office of Second Vice-Commander, First Vice-Commander or Commander, in the absence or disability of such officers.

**8.1.5. Finance officer** – The Finance Officer shall be the Chair of the Finance Committee, and responsible for overseeing the financial records of the Post.

**8.1.6. Historian** - The Post Historian shall compile and preserve Post records.

**8.1.7. Sergeant-at-arms** - The Sergeant-at-Arms shall preserve order at all meetings and shall perform such other duties as may be from time to time assigned to him by the Commander.

**8.1.8. Chaplain** - The Chaplain shall be charged with the spiritual welfare of Post members and will offer divine but non-sectarian service in the event of dedications, funerals, public functions, etc.,

## Post 291 Bylaws

and adhere to such ceremonial rituals as are recommended by the National or Department Headquarters.

**8.1.9. Jr. Past Commander** - The Jr. Past Commander shall assist in the transition to a new Board and be available to advise the Commander upon request.

**8.1.10. Six Members-At-Large** - These elected officers may serve on multiple committees at the discretion of the Commander.

### 8.2. Appointed Officers Duties

**8.2.1. Adjutant** - The Adjutant is the Secretary of the Board. Under the direction of the Commander, the Adjutant shall: receive and answer all correspondence of the Post; have charge of and keep a complete and correct record of the proceedings of all Official Meetings; and prepare summarized meeting minutes and reports for publication.

**8.2.2. Judge Advocate** - The Judge Advocate's duties shall be to: advise the Post Commander on the interpretation or modifications of the Post's Constitution, Bylaws, and Rules and Regulations; and to be responsible for an annual financial audit and the Post Responsibility Audit as described in the American Legion Officer's Guide.

**8.2.3. Service Officer** - The Service Officer duties shall be generally that of: coordinating all Post 291 veterans' assistance programs; assist in processing veterans' claims; and protecting the rights and privileges of all veterans, their dependents and survivors.

## 9 ARTICLE 9 Management

**9.1. Levels of Post Management Authority** - The following are the levels of Post management authority from highest to lowest. The Post may not adopt any rule, practice or procedure that conflicts with the Post's Constitution or Bylaws, with American Legion rules, or with local, State, or Federal laws.

**9.1.1. Voting Majority of Post Members in Good Standing** - The voting majority of Post Members in Good Standing have the right to elect members of the Executive Board and may recall Board members in accordance with procedures of Article 7.9. They also have the right to approve or disapprove; the appointment of officers, major financial plans and commitments as defined in the Post Constitution, changes to the Post Constitution and Bylaws, and any temporary waiver to a specific Bylaw requested by the Executive Board.

**9.1.2. Executive Board** - The Executive Board is responsible for the planning and management of all Post activities. Board decisions are made by majority vote.

**9.1.3. Commander** - The Commander is Chair of the Executive Board, provides leadership for the Post, but votes only to break a tie Board vote. The Commander may create committees and define their conditional authorities and responsibilities. The ultimate responsibilities of the Committees are held by the Commander and cannot be abrogated.

**9.2. Executive Board** - The Administration, government and management of this Post is entrusted to a Board to be known as the Executive Board (Board).

**9.2.1. General Corporate Powers** - General Corporate Powers are subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Post Articles of Incorporation and these Bylaws relating to action required to be approved by the members. The business and affairs of the Post shall be managed and all corporate powers shall be exercised by or under the direction of the Board limited to the following: (1) No action shall be taken by the Board which conflicts with any Post vote; and (2) In order to preserve the tax-exempt status of the Post, neither the Board

### **Post 291 Bylaws**

nor any member shall commit any act on behalf of the Post that is inconsistent with these Bylaws or the not-for-profit purpose of the Post .

**9.2.2. Specific Powers.** - The Board shall oversee and control the Post's property, enforce the Post's Constitution and Bylaws, establish Rules and Regulations for the preservation of order and select and remove all Agents of the Post.

**9.2.3. Consultants** – The Board may engage consultants for expert advice in such fields as law, finance, insurance, or management.

**9.2.4. Employees** - The Board must create or adopt an Employee Manual that covers employee hiring, training, insuring, evaluating, compensating, promoting, disciplining, and employment termination.

**9.3. Limitations of Liability** – This Post shall not incur, nor cause to be incurred any liability or obligations whatever which shall subject to liability any other individuals, corporations or organizations.

## **10 ARTICLE 10 Financial Management**

**10.1. Use of Certified Public Accountant (CPA)** – The Board may contract with a CPA for financial advice such as: financial management, taxes issues, and preparation of Post tax returns.

**10.2. Use Of Computerized Accounting & Bookkeeping** – The Post must use commonly used computerized accounting software capable of generating both detailed and summary financial reports. Receipts and disbursements should be entered into the accounting and bookkeeping program on a daily basis. Hard copies of receipts and disbursements must be retained as backup for the Accounting program.

**10.3. Chart of Accounts** – The Chart of Accounts must include sufficient accounts so that appropriate statements can be used to show to the Board the profitability and efficiency of each major revenue source. In addition, the accounts are to be detailed enough to easily separate the Post's taxable and nontaxable income and expenses.

**10.4. Five Year Plan** – The Finance Committee will establish and maintain a 5-year plan to support long term repair, replacement and maintenance expenses. This plan shall be based on Post historical trends in membership, income, expenses, Legion programs, and future goals.

**10.5. Annual Budget** – The Finance Committee must submit to the Board an annual budget at least one (1) month before the end of the Post accounting year that reflects income and expense trends and the goals of the Board. The Board shall adopt an annual budget before the beginning of each Post fiscal year.

**10.6. Record Keeping** – The original and a backup copy of computerized Post Financial records shall be kept on site and another backup copy kept off site. Backup should be done at least once a month but real-time backup should be used whenever practical. Hard copies (either computer or manually generated) of receipts and disbursements shall be preserved for a minimum of seven years. Cash

## Post 291 Bylaws

registers (bar, restaurant, etc.) must be connected to the accounting/bookkeeping program to ensure accurate record keeping of revenue and enable financial analysis of operational efficiencies.

- 10.7. Financial reports** – End of month reports, as designed by the Finance Committee, shall be generated by accounting software and provided to the Finance Committee. The Finance Committee shall provide Board-defined summary financial reports to the Board prior to the monthly Board Meeting. These reports shall contain monthly and year-to-date data for each major Post income and expense category. These categories shall include membership dues, facility rentals, bar, restaurant, fundraisers, and any other major category of income and expense. These reports shall also compare actual income and expenses to budgeted amounts to help identify significant differences.

The Finance Committee shall produce Year-end consolidated Financial Reports that summarize the monthly reports. The Board must make these reports available for the benefit of all Post members within 60 days following the end of the reporting period.

- 10.8. Audit** – As a minimum, financial records must be audited according to Department regulations. The Board may request other audits if necessary.
- 10.9. Major Financial Matter** – As defined in the Post 291 Constitution a Major Financial Matter is any financial matter that involves 10 percent or more of the Post's Current Assets.
- 10.10. Minor Financial Matter** – Any new financial matter involving less than 10 percent of the Post's current assets shall be pre-approved by majority vote of the Board. After approval, only the Commander or another elected Board member, selected by the Board, is authorized to sign contracts or agreements.
- 10.11. Disclosure**
- 10.11.1.** Each Board member shall have access to all Post financial data but must keep that data confidential and not circumvent the disclosure policies of the Board.
  - 10.11.2.** The Board must strive to gain the confidence of all members by disclosing as much financial data as is reasonable. The Board must not conceal or obfuscate financial data to suppress members' questions about practices, procedures, plans, risks, or results.
  - 10.11.3.** All Post members shall have access to Post financial data except that data which is protected by the privacy laws
- 10.12. Checks and Balances** - The Board must establish a system of internal controls to detect financial errors, omissions, unauthorized expenditures, and fraud.
- 10.13. For-profit Business Considerations** – The Board must insure that taxes are paid on the taxable income of the Post and that the non-taxable status of the Post is not jeopardized by violation of any Federal or State Law.
- 10.14. Operating and Reserve Funds Safety** – Both Operating and Reserve funds must be held in Federally insured accounts.
- 10.15. Facilities Lease** – The Board must insure that lease requirements and payment schedules are met.

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### 11 ARTICLE 11 Delegates and Alternates to District and Department Meetings

- 11.1. Purpose** - Delegates and their Alternates are Post 291 representatives to District 29 and Department of California Meetings. These representatives have the opportunity to vote on important District and Department issues that can affect Post 291 such as: dues increases, Bylaws, and election of District and Department officers.
- 11.2. Number of Delegates** - Post 291 has two Delegates plus one Delegate for each fifty members or major fraction thereof based on membership numbers as announced by the Department of California. The Post may also have an additional Delegate in perpetuity if a post member serves as the Department Commander. The Post may also have an additional Delegate for the current year if a post member is currently serving as the District Commander.
- 11.3. Number of Alternates** – It is the Board’s duty to decide on the number of Alternates who may substitute for Delegates if they are unable to attend District or Department meetings.
- 11.4. Officers as Delegates** – All elected officers are automatically Delegates.
- 11.5. Other Delegates and Alternates** - The remaining Delegates (after subtracting the number of officers from the total allowed number) and the Alternates shall be elected prior to the pre-Department Convention Caucus Meeting of the 29<sup>th</sup> District and shall serve until their successors are elected. If any Delegate is unable to attend, then the Commander may select from the Alternate listing.

### 12 ARTICLE 12 Standing Committees

- 12.1. Purpose** – The purpose of Committees is to collect and analyze information and make recommendations about specific areas of interest to the Commander. The Commander may create temporary or Standing Committees as needed. The purpose of Standing Committees is to provide the Executive Board with advisors who have specific experience with those Post issues that continue from year to year. The duties of many Standing Committees are specified in the American Legion Officer’s Guide and may be modified by the Commander. Each Standing Committee should have at least one Board member who will act as liaison between the committee and the Board.
- 12.2. Finance Committee** –
- 12.2.1. Composition** – The Finance Committee shall be composed of the Finance Officer (as Chair), the Judge Advocate, the Adjutant, and two Post Members in Good Standing selected by the Commander.
- 12.2.2. Responsibilities** – As directed by the Commander the duties of the Finance Committee shall include but not be limited to: (1) Overseeing the management of the accounting and bookkeeping practices of the Post in accordance with the system of internal controls established by the Board; (2) Recommending improvements in Post financial management; and (3) Cooperating with the annual audit.



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### 12.3. House Committee –

**12.3.1. Composition** – The House Committee shall be composed of the Adjutant (as Chair), the Finance Officer, four Post Members in Good Standing selected by the Commander.

**12.3.2. Responsibilities** – As directed by the Commander the duties of the House Committee shall include but not be limited to: (1) overseeing the management and recommending changes to the operations of the administration office, marina, bar, kitchen, and facilities rental and maintenance; (2) providing an attractive community center to local veterans; and (3) increasing community awareness of the American Legion and its programs by providing an attractive facility for hosting local community leaders and other guests.

### 12.4. Sons of The American Legion Committee

**12.4.1. Composition** – The Sons of The American Legion Committee shall be composed of members selected by the Commander.

**12.4.2. Responsibilities** – As directed by the Commander the duties of the Sons of The American Legion Committee shall include but not be limited to the overseeing of the Squadron's organization, activities, recreational, and educational programs as described in the American Legion Officer's Guide.

### 12.5. Judicial Committee

**12.5.1. Composition** – The Judicial Committee shall be composed of the Judge Advocate and four Post Members in Good Standing selected by the Commander. To achieve year-to-year consistency in enforcing rules and regulations it is strongly recommended that Committee members serve for multiple years. In the case of a conflict of interest the Commander may appoint a temporary replacement for a Committee member.

**12.5.2. Responsibilities** – At the request of the Commander the Committee shall investigate and evaluate complaints brought against any Post member or guest and recommend remedies. For minor Post infractions the Committee may hold formal Hearings; for major Post infractions the Committee will participate in a Post Trial according to the Department of California Trial Manual.

## Post 291 Bylaws

### 13 ARTICLE 13 Meetings

- 13.1. Procedure** - 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, 1921, with subsequent amendments adopted and approved at later Conventions.
- 13.2. Robert's Rules** - Robert's Rules of Order, revised, shall govern the conduct of all meetings except as may be otherwise provided in these Bylaws.
- 13.3. Order of Business** - The Order of Business shall be in accordance with the Officer's Guide.
- 13.4. Official Meeting** - A meeting is an Official Meeting if it meets the following conditions: (1) It is called by the Commander or the Board, (2) Proper notification is given, and (3) A quorum is present.
- 13.5. Meeting Minutes** - Written meeting minutes are required for every Official Meeting and must be approved by the same organization at its next meeting.
- 13.6. Monthly General Meeting** - The General Meeting is the monthly Official Meeting open to all Post members in Good Standing and held at the Post hall on a consistent day-of-the-month and time determined by the Board. Attendance is not required but encouraged.
- 13.7. Special General Meeting** -
- 13.7.1. Conditions** - A Special General Meetings may be called by the Commander or if the following conditions are met:
- 13.7.1.1.** A written request for a meeting, signed by at least twenty-five Post members in Good Standing, must be filed with the Adjutant
- 13.7.1.2.** The request must specify in detail the purpose of the meeting.
- 13.7.2. Notification of Meeting** - The Board must send Post members notification of a Special General Meeting at least 7 days prior to the meeting.
- 13.8. Monthly E-Board Meeting** - The Monthly E-Board Meeting is the monthly Official Meeting for the Post officers and held at the Post hall on a consistent day-of-the-month and time determined by Executive Board. Attendance is required; planned absences must be reported to the Commander in advance.
- 13.9. Special E-Board Meeting** -
- 13.9.1. Conditions** - Special Board Meetings must be held if called by the Commander or upon the written request of six elected Board members.
- 13.9.2. Notification of Meeting** - All Board members must be notified of a Special Board Meeting at least three days before the meeting.
- 13.10. Quorum** - Quorum shall exist as follows:
- 13.10.1. Board Meeting** - A quorum for the Board to conduct business at a Board Meeting or Special Board Meeting shall be eight elected Board Members.
- 13.10.2. General Meeting** - A quorum for a General Meeting or Special General Meeting to conduct business shall be any number of Post Members in Good Standing present in addition to a quorum of elected Board Members as defined in section 13.10.1.

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### 14 ARTICLE 14 Judicial Procedures

- 14.1. Purpose** – In order to enforce Post rules and regulations, Post 291 shall be the judge of its own membership and guests, subject to the restrictions of the Post 291 Constitution and Bylaws.
- 14.2. Authority** – The Board may suspend any or all Post Privileges or Post Membership subject to the outcome of any judicial procedure.
- 14.3. Charges** - As stated in the Officer's Guide: Members may be suspended or expelled from the Legion only upon a proper showing of cause. Charges shall be based upon disloyalty, neglect of duty, dishonesty and conduct unbecoming a member of THE AMERICAN LEGION. All charges must be made under oath in writing by the accusers, and no member in good standing shall lose his membership until given a fair trial by the Post or Department in such manner and form as the Department Bylaws and Department Executive Committee shall prescribe.

#### 14.4. Judicial Procedure Details

- 14.4.1. Incident Report** – Any Post Member may file a complaint against another Post Member or Post guest by properly filling out an Incident Report and submitting it to the Board. The complaint must be related to a Post event or Post property. The format for the Incident Report shall be established by the Board and shall conform to the Department of California Trial Manual.
- 14.4.2. Preliminary Board Evaluation** – The Board shall evaluate the Incident Report to determine its seriousness. If the Incident Report is determined to be trivial the Board will issue a letter to the complainant explaining its decision to halt proceedings. If the Incident Report is not trivial the Board shall ask the Judicial Committee to investigate the charges and recommend further action.
- 14.4.3. Judicial Committee Investigation** – The Judicial Committee shall investigate the charges and make a recommendation to the Board. The recommendation for a serious offense by a Post Member would be to hold a formal Post Trial. If the defendant is a Post Guest, or if the Committee determines the offense is less serious then the recommendation would be for a Formal Hearing. For a minor offense the recommendation could be for the issuance of an admonition letter.
- 14.4.4. Board Decision** - Unless contradicted by new information the Board shall follow the recommendation of the Judicial Committee. If a Hearing is warranted then the Board shall direct the Judicial Committee to proceed according to the current Post Rules and Regulations. If a Post Trial is warranted then the Board shall proceed according to the Department of California Trial Manual.
- 14.4.5. Judicial Committee Hearing** – If requested by the Board the Judicial Committee will further investigate the Incident Report and hold a Hearing. After the Hearing the Committee may recommend dismissal of charges or a penalty. The penalties recommended by a Hearing are limited, for a Post Member, to suspension of Post privileges; Post membership can only be denied as a result of a Post Trial. Post privileges shall include, but is not limited to, access to Post property and participation in Post activities.
- 14.4.6. Hearing Based Penalties** - Only the Board may impose penalties. Post Guests may be barred from all Post properties and activities and cannot appeal. Post Members have the right to accept the results of the Hearing and the penalties or must proceed to a formal Post Trial.

## Post 291 Bylaws

**14.4.7. Post Trial** – A Post Trial shall follow the procedures stated in the most current Department of California Trial Manual.

**14.5. Judicial Procedure Records** - The results of all judicial procedures shall be documented and preserved to establish a record of precedence to help determine future cases. Unless charges against a defendant are dismissed the remedy shall be documented including the time period and types of Post privileges withheld and these records shall be maintained in the Post Member's file for a minimum of five years.

**14.6. Right of Appeal** - As stated in the Officer's Guide: Any member who has been suspended or expelled has the right of appeal to his Department Commander. The decision of the Department shall be final.

## 15 ARTICLE 15 Amendments

**15.1. National or Department Amendments** - These Bylaws shall be amended to conform to any changes in the National or Department Constitution or Bylaws. Failure of the Post to adopt the required amendments shall not delay or modify the effect of such changes.

**15.2. Post Initiated Amendments** - Any amendment initiated by the Post shall not be in conflict with the policies of the National or Department American Legion. It shall not be in final force or effect until approved by the Constitution and Bylaws Commission of the Department, but shall be temporarily enforced pending action thereon if not in conflict with the Constitution and Bylaws or adopted policy of The American Legion, or the Department of California.

**15.3. Amendments Procedure** - The general procedure for enacting a Bylaws amendment that originates from this post shall use the following steps

- (1) Any group of twenty-five or more Post members may submit to the Executive Board a properly written amendment to these Bylaws.
- (2) At the next Board meeting the Board will vote on the amendment and it will require at least a two-thirds majority vote of those Board members present to pass. If the amendment does not pass then the Board shall send a written explanation to the petitioners.
- (3) If the amendment passes the Board vote then it shall be read at the next two General Meetings. Post members shall vote on the amendment after the second reading and it will require at least a two-thirds majority vote of those Post members present to pass.
- (4) If passed by Post members the Amendment will be sent to The American Legion Department of California for approval and, if approved, it will become part of the Bylaws.
- (5) If the Amendment fails at any step then it must be abandoned or returned to the first step for reconsideration.

# CERTIFICATION

These Bylaws was revised on 3 May, 2009.

The Executive Board approved these Bylaws on 2 June 2009.

Copies of these Bylaws were read, distributed and made available at the General Meeting on 10 June 2009

Copies of these Bylaws were made available at the Post 291 office from 11 June 2009

Copies of these Bylaws were made available on the Post 291 website as of 10 June 2009

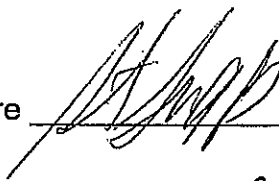
Copies of these Bylaws were read, distributed and made available at the General Meeting on 8 July 2009

The Post 291 Members approved these Bylaws at a General Meeting on 8 July 2009

Post 291 Commander

Name Steven B. Spriggs

Signature



Dated

22 Jul 09

Post 291 Adjutant

Name Mike J. Lipscombe

Signature



Dated

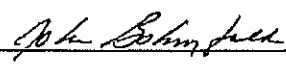
22 Jul 09

The American Legion, Department of California approved these Bylaws on 10/5/09.

Title 5<sup>th</sup> ARAA Commissioner

Name John Boushalk

Signature



Dated

10/5/09

Articles of Incorporation for this Post are on file with the secretary of State under the date of

18 August 1924

Corporate I.D. number 110515

Newport Harbor Post No. 291 of the American Legion