



**AMERICAN LEGION NEWPORT HARBOR POST 291
EXECUTIVE BOARD MINUTES
VIA GOTOWEBINAR
MONDAY APRIL 13, 2020**

GOTOWEBINAR OVERVIEW – MIKE BERDINE

CALL TO ORDER: Appx. 1810 HRS

INVOCATION: Ken Wilson

PLEDGE OF ALLEGIANCE: Commander Jon Reynolds

ROLL CALL:

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Jon Reynolds, Commander | <input checked="" type="checkbox"/> Burt McChesney, Judge Advocate | <input checked="" type="checkbox"/> Rich Whitlinger, M.a.L. |
| <input type="checkbox"/> Bob Brennen, 1 st Vice | <input checked="" type="checkbox"/> Bob Wine, Finance Officer | <input checked="" type="checkbox"/> Robert Wright, M.a.L. |
| <input type="checkbox"/> Anthony Morales, 2 nd Vice | <input checked="" type="checkbox"/> Bob Grundmeyer, Sgt-at-Arms | <input checked="" type="checkbox"/> Kevin Van Otterloo, M.a.L. |
| <input checked="" type="checkbox"/> Jim Updike, 3 rd Vice | <input checked="" type="checkbox"/> Chase Wickersham, Service Officer | <input type="checkbox"/> Wayne Zippi, M.a.L. |
| <input checked="" type="checkbox"/> Doug Nye, Jr. Past Comm | <input checked="" type="checkbox"/> Ken Wilson, Chaplain | <input checked="" type="checkbox"/> Eric Schroeder, M.a.L. |
| <input checked="" type="checkbox"/> Mike Berdine, Adjutant | <input checked="" type="checkbox"/> Rich Frauzenzimmer, Historian | <input checked="" type="checkbox"/> Nick Giordano, M.a.L. |

Excused:

INTRODUCTION OF GUESTS & GUEST COMMENTS: Tim Bercovitz, John Lindgren, Dana Johnston, Bruce Batcheller, Frank Reinhart, Bob Carolan

Election Committee and Campaign and Election Committee Report

- Summary of the April 11 Election Committee and Campaign and Election Committee Report – Chair Mike Berdine
- Committee conclusion – Commander Jon Reynolds
 - It is therefore recommended that the E-Board of the American Legion Newport Harbor Post 291 adopt the following resolution:
 - “That the 2020 election be cancelled due to the COVID-19 crisis and that all current officers remain in place until next year. In addition, that this decision of the E-Board be communicated as soon as possible to all Members of Post 291.”
- Election Process Overview – Commander Jon Reynolds

Annual Election Process — Key Dates			
• Election Committee Appointed	GMM	Wed	12 Feb
◦ Mike Lipscombe, Chair	Former Adjutant and Service Officer		
◦ John Lindgren	Former Adjutant and Member at Large		
◦ Bob Carolan	Former Post 291 Commander and Dept JA		
• Election Rules and Campaign Rules	E-Board	Thu	5 March
• First Nominations	GMM	Wed	11 March
• Second (Final ?) Nominations	GMM	Wed	8 April
• Special Meeting of E-Board	E-Board	Mon	13 April
• Special Meeting of GMM	GMM	Wed	29 April
• Monthly GMM and Annual Election	GMM	Wed	13 May ?
• Installation of Officers	Post	Sun	21 June

□ Election Process Overview – Commander Jon Reynolds - continued

Current Status of Annual Election Planning

- National American Legion
 - Canceled American Legion 2020 National Convention
 - All current National American Legion Officers to remain in place until 2021
 - Recommended all Departments and Posts also cancel annual elections and for all current officers to remain in place until 2021
- Department of California
 - Currently still plans to hold annual Department Convention in Visalia on Friday 26 June 2020
 - Currently still requiring all Posts to hold annual elections and to submit Certification of Officers no later than 20 days prior to Annual Convention — i.e., by Saturday 6 June 2020 [Department Bylaws Article V, Section 9.]

Status of Annual Election Planning (cont)

- Post 291 Election and Campaign Rules Committee and Election Committee
 - Recommend canceling annual elections and for all current officers to remain in place until 2021
- Post 291 Bylaws
 - Enable canceling annual election — subject to approval by Membership
 - Article 2.2.
 - Article 9.1.
- California Corporations Code
 - Opinion received from Department (Autrey James) — Mon 13 April
 - Posts must continue to hold annual elections in 2020
- Special General Membership Meeting to be called for Wed 29 April
- Additional Special E-Board Meeting — to be called

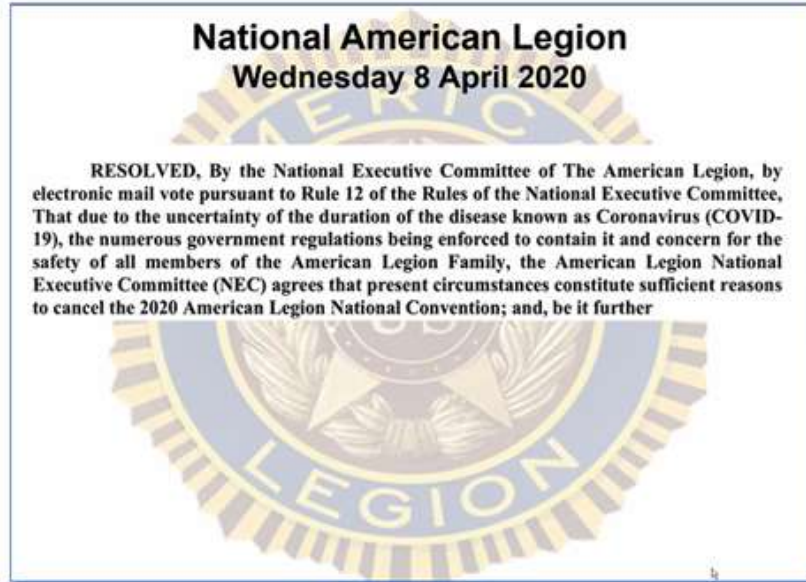
□ Ambiguity was noted in the online Department statement about the Post election requirement

In the absence of any provision in the articles or bylaws, the term shall be one year. Finally, an amendment of the articles or the bylaws may not extend the term of a director beyond that for which they were elected, and any bylaws provision increasing the terms of directors may not be adopted without approval of the members. Section 7220 of the same code addresses non profit mutual benefit corporations and that provision mirrors section 5220.

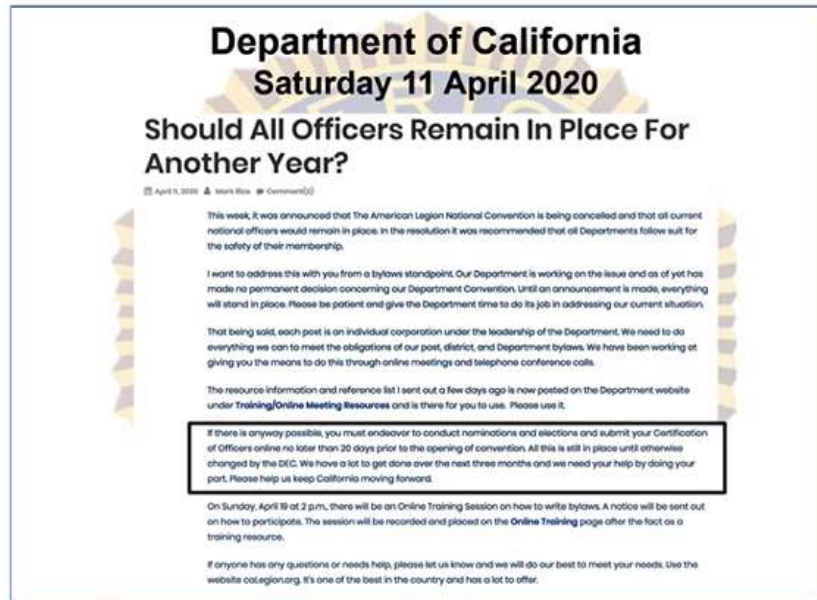
What this means is you must look to your bylaws to determine if it is possible to extend the terms. Unfortunately, I think most posts, districts and even our Department do not have the ability to extend directors for a term longer than they were elected. For example, Article IX, Section 22 of our current bylaws provide that the National Executive Committoeman (NEC) shall be elected at convention for a term of two (2) years.

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.

- Election Process Overview – Commander Jon Reynolds - continued



- Department asks, if possible, Post elections should be conducted



□ Election Process Overview – Commander Jon Reynolds - continued

Department of California (cont)

- **Department Bylaws Article V**

Section 9. Post elections shall be held annually, at a regular meeting during either April or May. Elective and appointed officers will serve for one year and shall be installed by a ritual team or a past commander, in accordance with the National Manual of Ceremonies, prior to the first (1st) day of September following the annual post elections.
- **Department Website — Monday 13 April 2020 (Autrey James)**
 - **California Corporations Code, along with Department of California Bylaws, will not permit Posts to cancel 2020 annual elections and to continue current Post officers in place for another year**

Post 291 Bylaws

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.

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.

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.

- Election Process Overview – Commander Jon Reynolds - continued



NEW BUSINESS

- A motion was made to postpone the May General Membership Meeting from the May 13 to May 27
 - M/S/C – By unanimous vote, the motion was passed to postpone the May General Membership Meeting from the May 13 to May 27.
- A motion was made to notify the membership of scheduling a Special General Membership Meeting for April 29
 - M/S/C – By unanimous vote, the motion was passed to notify the membership of scheduling a Special General Membership Meeting for April 29
- A motion was made to cancel the 2020 annual Executive Board election and keep current Post 291 officers in place for next year
 - M/S/C – Division of assembly - By unanimous vote, the motion was passed to notify the membership of scheduling a Special General Membership Meeting for April 29
 - Burt McChesney will contact the National Judge Advocate to verify that Post 291 can cancel the election if the Post Bylaws allow it.

GOOD OF THE LEGION

- Mal Robert Wright commented on the need for the Post to keep the best interest of our members in mind as we decide how to conduct an election.
- Post 291 member Frank Reinhart commented about Autry James' election related article.

ADJOURNED: approximately 1915 hour