



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

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

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

Post No.: 0291                      District No.: 29                      Area: 5

Newport Beach, CA

(Location)

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

**ARTICLES RECEIVED:**

By-Laws  
 Amendment

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

Thank you.

DATE: April 13, 2024

Mark L. Rice

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

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

\_\_\_\_\_

Dated

\_\_\_\_\_

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## **PREAMBLE TO THE AMERICAN LEGION CONSTITUTION**

For God and Country, we associate ourselves together for the following purposes:

To uphold and defend the Constitution of the United States of America;

To maintain law and order;

To foster and perpetuate a one hundred percent Americanism;

To preserve the memories and incidents of our associations in all wars;

To inculcate a sense of individual obligation to 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

**1.1. NAME.** The legal name of this American Legion 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. Abbreviated Names.** The name of this American Legion Post may be abbreviated as:

**1.2.1.** Newport Harbor Post 291 of The American Legion

**1.2.2.** American Legion Post 291

**1.2.3.** Post 291

**1.2.4.** Post

**1.3. State of California Corporation Number.** The Corporation Number assigned by the State of California upon incorporation as a nonprofit mutual benefit corporation on 18 August 1924 is: C0110515. On July 25, 1974, a resolution, signed by the California Secretary of State, resolved that this corporation shall have perpetual existence.

**1.4. Location and Office.** The principal office of the Post 291 organization and the corporation for transaction of its business is in the City of Newport Beach, Orange County, California.

**1.4.1. Street Address.** The Post 291 street address is: 215 15<sup>th</sup> Street  
Newport Beach, CA 92663-4556

**1.4.2. Mailing Address.** The Post 291 mailing address is: American Legion Post 291  
215 15<sup>th</sup> Street  
Newport Beach, CA 92663-4556

**1.4.3. Website.** The Post 291 internet website address is: <https://www.al291.com>

## ARTICLE II

### PURPOSE AND OBJECTIVES

- 2.1. Purpose: Mutual Helpfulness and Support.** This Post exists for the benefit of its members and to provide mutual helpfulness and support to military veterans. Its members are military veterans who have served on active duty in the military of our country since December 7, 1941, and who pledge to promote the principals stated in the Declaration of Independence and the Constitution of the United States, and the principles and policies as set forth in the foregoing Preamble and in the National and in the Department of California Constitutions and Bylaws. The Post is also intended to be a Community Center for Legionnaires and shall be operated to encourage social participation and improve civic relationships.
- 2.2. Objectives.** Objectives of Post 291 and its organization are:
- 2.2.1. Support to Members and Their Families.** Provide an attractive, inviting, and affordable facility and place to gather and to meet for military veterans and their families.
  - 2.2.2. Support to Other Military Veterans and Organizations.** Provide support to military veterans needing assistance and to their families and other deserving military and charitable organizations.
  - 2.2.3. Community Service.** Serve the community in sponsoring civic and community events — especially those involving and emphasizing law and order, patriotism, Americanism, children and youth, and veterans' affairs and rehabilitation.
  - 2.2.4. Fundraising.** The Post shall encourage members and the local community to participate in fundraising for organizations dedicated to help both military veterans and active-duty military personnel needing assistance.
- 2.3. Civilian Organization.** American Legion Post 291 is a civilian organization; membership therein does not affect nor increase liability for military or police service. Rank does not exist in The American Legion; no member shall be addressed by their military title in any convention or meeting of The American Legion.

## ARTICLE III

### POST DESCRIPTION

- 3.1. Origination.** Congress chartered The American Legion in 1919 as a patriotic, mutual-help, and wartime veterans' organization. It is a community-service organization that has nearly two million members — men and women — in over 13,000 American Legion Posts worldwide. These Posts are organized into 55 Departments -- one each for the 50 states, the District of Columbia, Puerto Rico, France, Mexico, and the Philippines. Post 291 was founded in 1924 by a group of thirty World War I veterans who were residents of the Newport Harbor area. The National American Legion through The American Legion, Department of California, charters this Post.



- 3.2. Ownership.** The corporation shall have no capital stock but is to be composed of members only. As a nonprofit mutual benefit corporation, no part of its assets may privately benefit any member; an exception would be needy members who may be eligible for donations or other support.
- 3.3. Nonpartisan.** The American Legion, while endorsing a political agenda, is strictly nonpartisan. This Post 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.

## ARTICLE IV

### MEMBERSHIP

- 4.1. Eligibility for Membership in The American Legion.** Individuals who have served on active duty in the United States Armed Forces since December 7, 1941 and who are still active, retired, or have been honorably discharged are eligible for membership. The eligibility dates for membership in The American Legion are those dates and conditions set forth in the LEGION Act of 2019.
- 4.2. Requirements for Membership in Post 291.** Requirements to become a Post 291 member and to maintain membership in good standing are:
- (1) Membership in The American Legion.
  - (2) Agreement to never disgrace or dishonor the United States, the American Legion, or Post 291.
  - (3) Agreement to comply with the Bylaws and Regulations of Post 291.
  - (4) Annual dues fully paid up to Post 291 and The American Legion.
- 4.3. Class of Membership.** There shall be no form or class of American Legion Membership except active membership.
- 4.4. Joining Post 291.**
- 4.4.1. Eligibility.** Eligibility to membership in the Post shall be as prescribed by the National Constitution of the American Legion.
- 4.4.2. Application.** An applicant must submit a completed Membership Application to the Post under such regulations as may from time to time be prescribed by the Post Executive Committee. Any required evidence of eligibility, including a Form DD214, along with Post dues, must accompany the application.
- 4.4.3. Induction.** After the Post Membership Committee approves a Membership Application, a formal initiation ceremony will be scheduled at a General Meeting. At the initiation ceremony members shall vote whether to approve the new members by majority vote.
- 4.5. Post 291 Dues.**
- 4.5.1. Payment of Annual Dues.** Post membership dues paid beginning 1 July of each year cover active membership from 1 January through 31 December of the following year.

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

**4.5.3 Delinquent Dues.** Members whose dues for the current year have not been paid by 1 January shall be classed as delinquent. If their dues are paid on or before 1 February, they shall be automatically reinstated. If they are still delinquent after 1 February, they shall be suspended from all privileges. If they are still under suspension on 30 June of such year, their membership in The American Legion shall be forfeited. A member so suspended, or whose membership has been so forfeited, may be reinstated to active membership in good standing by vote of the Post and payment of current dues for the year in which the reinstatement occurs. Continuous membership privileges and benefits may be affected by any break in continuous membership. To avoid such termination of continuous membership, a member who has forfeited his membership may make up past dues until 31 December for only the immediately preceding year. A separate initiation fee may be charged by the Post to reinstate such continuous membership.

#### **4.6. Post Member Status.**

**4.6.1. Good Standing.** Post Members in Good Standing are members who are fully paid up in their Post annual dues and are in compliance with the Post Members' Requirements.

**4.6.2. Restricted Status.** Post members who have had their Post privileges restricted are in a Restricted Status, when the Executive Committee, following Post Judicial Procedures, has limited their Post privileges.

#### **4.7. Post Member's Rights and Privileges.**

**4.7.1. Rights.** An individual Post member in Good Standing has the customary rights of membership including the right to:

- (1) Run for an elected Post office,
- (2) Attend and vote at General Meetings and Special General Meetings,
- (3) Attend Executive Committee meetings, and
- (4) Appeal to the Department of California Commander for grievances that cannot be resolved at the Post.

**4.7.2. Privileges.** Post members in Good Standing have the Privilege of using the Post facilities according to the Post Bylaws, Rules, and Regulations. The Executive Committee may restrict a Post member's Privileges following Post Judicial Procedures, conducted under the Department *Administrative Hearing Manual*.

## ARTICLE V

### ADMINISTRATION AND GOVERNANCE

**5.1. Post Administration and Governance.** Post 291 and its officers shall conduct the affairs of the Post and its operations with honesty, integrity, highest character, transparency, and fair play. Post 291 and its officers shall comply with all Federal, State, and local laws; with The American Legion and Department of California of The American Legion Bylaws, Rules, Regulations, and Policies; and with Post 291 Bylaws, Rules, Regulations and Policies.

**5.2. Controlling Documents.** The operation and governance of this Post shall be under the authority of:

**5.2.1. Bylaws.** These Bylaws, which state the basic principles, laws, and rules of this Post which may be amended after consent of its members and the Department of California of The American Legion. These Bylaws are the rules for the governance of the Post and its members and the administration of Post affairs. These Bylaws shall be consistent with, and not in conflict with, those of The American Legion (National) and the Department of California of The American Legion. These Bylaws are also the Bylaws of the Post's California nonprofit mutual benefit corporation.

**5.2.2. Rules, Regulations, and Policies.** A set of Rules, Regulations, and Policies which shall not conflict with these Bylaws which may be changed after consent of those officers who have the responsibility for Post governance and operations. These Rules, Regulations, and Policies provide written details of how day-to-day operations of the Post should be managed and shall be approved by Post membership. The Executive Committee of the Post shall establish written rules, regulations, and policies for day-to-day Post operations and activities and to ensure efficient continuity of operations between elections and changes in Post leadership. Such Rules, Regulations and Policies shall be readily available to all members, using means including posting at various locations within the Post, attaching to the Post Webpage, and including in email blasts to Members. Members of The American Legion Yacht Club, The Sons of the American Legion and The American Legion Auxiliary are required to comply with such Rules, Regulations and Policies while at the Post.

**5.2.3. California Corporations Code.** California Corporations Code: Title 1, Corporations; Division 2, Nonprofit Corporation Law; Part 1, General Provisions and Definitions; and Part 3, Nonprofit Mutual Benefit Corporations shall also govern the operations of the Post corporation.

**5.2.4. Priority of Authority.** In the event of any conflict, the higher priority authority will prevail. The order of priority is:

- (1) The American Legion (National) and California Corporations Code,
- (2) Department of California of The American Legion,
- (3) Post Bylaws, and
- (4) Post Rules, Regulations, and Policies.

**5.3. Levels of Post Governance Authority.** The Post may not adopt any rule, practice or procedure that conflicts with the Post's Bylaws, nor conflicts with American Legion rules or with Federal, State, or local laws.

**5.3.1. Post Membership.** The voting majority of Post Members in Good Standing shall have the right to:

(1) Elect members of the Executive Committee and may recall Committee members in accordance with procedures of Article 5.8., and

(2) Approve or disapprove:

(a) The appointment of officers,

(b) Major financial plans and commitments as defined in the Post Bylaws,

(c) Amendments or changes to Post Bylaws, and

(d) Any temporary waiver to a specific Bylaw or Bylaws requested by the Executive Committee.

(3) Overrule the Executive Committee at a Post General Meeting by the process of making and seconding a motion, having a discussion, and then having a vote requiring a simple majority of members present and voting to pass.

**5.3.2. Executive Committee.** The Executive Committee is responsible for the planning and management of all Post activities and for ensuring that adequate resources are allocated to accomplish Post goals and objectives. Executive Committee decisions are made by majority vote. The Executive Committee shall:

(1) Administer the affairs of the Post according to the controlling documents described in Article 5.1.

(2) Oversee and control Post property;

(3) Enforce Post Bylaws;

(4) Establish Rules, Regulations, and Policies for day-to-day operations and for the preservation of order; and shall be approved by Post membership.

(5) Engage professionals or professional services as necessary for expert advice and support in such fields as law, finance, insurance, or management.

(6) Consider all matters affecting the Post and make recommendations to the Post membership regarding Post decisions; and

(7) Be accountable to and report directly to the Post membership on all Post decisions.

**5.3.3. Commander.** The Commander is Chair of the Executive Committee and provides leadership for the Post. At Executive Committee meetings and General Meetings, the Commander may vote only to break a tie vote. The Commander may create committees and define their conditional authorities and responsibilities. All committee members appointed by the Commander shall be approved by a majority vote of the Executive Committee.

**5.5. Corporation Executive Committee and Officers.** The Executive Committee of the Post shall function as the elected Board of Directors for the Post's California nonprofit mutual benefit corporation, California Corporation Number C0110515; and shall ensure the Post complies with the California Corporations Code. The officers of the Post corporation are

- (1) Chief Executive Officer (CEO). The Post Commander shall serve as the corporation Chief Executive Officer (CEO) and Chair of the Board of Directors.
- (2) Chief Financial Officer (CFO). The Post Finance officer shall serve as the corporation Chief Financial Officer (CFO).
- (3) Corporate Secretary. The Adjutant shall serve as the corporation Corporate Secretary.

**5.6. Duties and Responsibilities of Post Officers and Executive Committee.**

**5.6.1. Compliance Requirements.** The duties and responsibilities of the elected officers and Executive Committee are to ensure that the Post operates in conformance with:

- (1) Federal, State, and local laws,
- (2) The American Legion (National) Rules, Regulations, and Policies,
- (3) Post 291 Bylaws and Rules, Regulations, and Policies.

**5.6.2. Financial Stewardship.** Other duties and responsibilities of officers and Executive Committee are to:

- (1) Protect the Post's assets;
- (2) Carry appropriate insurance to protect Post assets and officers; and
- (3) Adhere to the principles and practices of the controlling documents described in Article 5.2.

**5.6.3. American Legion Operations.** The officers and Executive Committee shall also:

- (1) Encourage participation by Post members in Post functions and administration;
- (2) Promote activities to assure sufficient membership to support the Post;
- (3) Increase assistance to veterans, active-duty military, and their families;
- (4) Maintain the respect and trust of all Post members; and
- (5) Assist in the transition to newly elected and appointed officers.

**5.6.4. Elected Officers Duties and Responsibilities.**

**5.6.4.1. 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:

- (1) Preside as Chair at all Executive Committee meetings, General Meetings, Special General Meetings and Special Executive Committee meetings;
- (2) Nominate members of Standing Committees and Temporary Committees and their Chairs;
- (3) Perform the duties necessary to keep the Post operating in an effective and efficient manner;

(4) Possess such other powers and duties as may be prescribed the Post membership and these Bylaws, or as promulgated by The American Legion; and

(5) Preserve the integrity of the Post organization.

**5.6.4.2. First Vice Commander.** First Vice Commander is the Chair of the Membership Committee and performs other duties as assigned and shall assume and discharge the duties of the office of Commander in the absence or disability of the Commander.

**5.6.4.3. Second Vice Commander.** Second Vice Commander is the lead for Post entertainment scheduling, selected Post events, and other duties as assigned, and shall assume and discharge the duties of the office of First Vice Commander or Commander, in the absence or disability of such officers.

**5.6.4.4. Third Vice Commander.** Third Vice Commander is Chair of the Americanism Committee, and other duties as assigned, 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.

**5.6.4.5. Finance Officer.** The Finance Officer shall be the Chair of the Finance Committee and responsible for overseeing the financial transactions and records of the Post.

**5.6.4.6. Historian.** The Post Historian shall compile and preserve Post records.

**5.6.4.7. 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.

**5.6.4.8. 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., and adhere to such ceremonial rituals as are recommended by The American Legion (National) or Department of California of The American Legion.

**5.6.4.9. Junior Past Commander.** The Junior Past Commander shall assist in the transition to a new Executive Committee and be available to advise the Commander upon request.

**5.6.4.10. Members at Large.** These six elected officers may serve on multiple committees at the discretion of the Commander.

### **5.6.5. Appointed Officers Duties and Responsibilities.**

**5.6.4.1. Adjutant.** The Adjutant is the Secretary of the Executive Committee and is the Corporate Secretary of the Post's California nonprofit mutual benefit corporation. Serving as the Executive Officer under the direction of the Commander, the Adjutant shall receive and answer all correspondence of the Post; maintain a complete and correct record of the proceedings of all Official Meetings; and prepare summarized meeting minutes and reports for publication and other Post communications.

**5.6.5.2. Judge Advocate.** The Judge Advocate duties shall be to: advise the Post Commander on the interpretation or modifications of the Post's Bylaws and Rules, Regulations and Policies; and to be responsible for the annual Post Responsibility Audit.

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

**5.6.6. Indemnification of Officers and the Board of Directors.** Except as limited by California Nonprofit Mutual Benefit Corporation Law, members of the Post Executive Committee and California Corporation Number C0110515 Board of Directors and officers, acting within the scope of their authority as defined by these Bylaws or as duly adopted pursuant to these Bylaws, shall be indemnified by the Post and its corporation for any liability, claims, suits, expenses (including reasonable attorney fees), loss of income, and any other damage arising out of or suffered as a result of good faith performance of their duties as members of the Executive Committee and corporation Board of Directors and officers. The Post and its corporation shall maintain Directors and Officers (D&O) insurance in support of this article.

**5.6.7. Limitations of Liabilities.** The Post shall not incur nor cause to be incurred any liability or obligation whatsoever that shall subject to liability any other Post, subdivision group, members of The American Legion, or any other individuals, corporations, or organizations.

## **5.7. Election and Appointment of Post 291 Officers.**

### **5.7.1. Elected and Appointed Terms.**

**5.7.1.1. Twelve Month Terms.** The elected and appointed terms for all officers, except for the six Members at Large, shall be 12 months from 1 July through 30 June of the following year.

**5.7.1.2. Staggered Terms.** To ensure continuity from year-to-year, each Member at Large shall serve a three-year term, beginning on 1 July and ending on 30 June after three years. Two Members at Large shall be elected each year.

**5.7.1.3. Number of Terms.** Except for Commander, there are no restrictions on the number of terms for elected or appointed officers.

**5.7.1.4. Term Limitations.** No person shall serve as Commander for more than three years.

### **5.7.2. Campaign Rules and Election Voting and Process Rules.**

**5.7.2.1. Candidates.** Candidates for office may campaign based on their experience, philosophy, plans and ideas, and goals and objectives. All candidates must treat other candidates with respect as members of The American Legion. The Executive Committee will update and provide the Campaign and Election rules to be approved by the membership at the February General Meeting. The rules will specify the campaign restrictions, and the activities allowed by the candidates as well as the process to be followed by the Election Committee to establish eligibility of voting members and the counting of ballots.

### **5.7.3. Election Rules.**

**5.7.3.1. Election Committee.** The Election Committee has the authority and responsibility to ensure the integrity of the election of Post officers. To help establish Post members' confidence in the election, Post members have the right to approve Election Committee members. No later than the February General Meeting the Commander shall nominate an Election Committee consisting of three past Post Officers. Election Committee members 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 present and voting at the February General meeting. The Commander must submit substitute Election Committee nominees if any nominee is rejected by the vote. Principal duties of the Election Committee are to:

- (1) Verify candidate eligibility;
- (2) Validate eligibility of voters;
- (3) Monitor the voting to ensure that each eligible member can vote only once for each office;
- (4) Count the votes; and
- (5) Announce the results of the election.

**5.7.3.2. Election Committee Authority.** The Election Committee:

- (1) Is authorized to remove a candidate from the ballot if that person refuses to comply with the Campaign Rules, the Election Rules, or instructions of the Election Committee;
- (2) Is the sole authority for reviewing election materials and campaign materials for suitability and acceptability. The Executive Committee shall have no role in this review process;
- (3) Shall prohibit any communications from Post 291 resources related to any campaigning by any candidates. A complete list of confirmed candidates will be published on the Post 291 website, along with their contact information (if they give permission), after final nominations in April. All postings on the Post web site and any email blasts from the Post's email service must be approved by the Election Committee starting on the date of final nominations and ending when the election results are posted.
- (4) Is the sole authority for arranging the use of the Post Membership list by candidates in accordance with California Corporation Code and Post 291 membership list usage procedures. The Executive Committee shall have no role in this process.
- (5) Shall be the only persons responsible to certify the results of the election.

**5.7.3.3. Nominations.** Nominations will be conducted at the March and April General Meetings.

**5.7.3.4. Candidate Confirmation.** Any member in good standing may run for office. The Election Committee is responsible for verifying the eligibility of each nominee.

**5.7.3.5. Election Voting Process and Rules.**

- (1) The annual Post election will be held on the date of the May General Meeting.
- (2) The Election Committee will update and provide the Election Rules which must be approved by the Post membership.
- (3) Post members must be present to vote. Neither proxy voting nor absentee voting is permitted.
- (4) The Election Committee may appoint other Post 291 members in good standing who are not running for office to assist with the voting process.



(5) If in-person paper ballots are used, each ballot cast for each office must be preserved in such a manner that if the election is questioned, the votes may be verified by a recount. If printed ballots are used, the Election Committee places the voted ballots in a sealed packet together with its report (signed by at least a majority of the Election Committee) and delivers the packet, sealed, to the Adjutant. This sealed packet shall not be opened except by order of the Executive Committee for the purpose of verifying the vote or destroying the packet. Secret ballots shall be retained by the Post Judge Adjutant for a minimum of 30 days following the election. If electronic ballots are used, the Election Committee will review the balloting process prior to the election to assure that the system is secure, the Members' votes will be anonymous, and that Members will not be allowed to vote more than once. The Election Committee will also assure that the results of the election are delivered directly to the Committee or Committee's designee.

(6) Elections shall be by secret ballot, and a majority of all votes cast shall be required for the election of Commander and Vice Commanders. Other elected officers shall be determined by a plurality vote.

**5.7.4. Appointment of Officers.** The Commander shall appoint the Adjutant, Judge Advocate, Service Officer. All appointed officers must be approved by a majority of the elected officers of the Post and by the Post membership. If an appointed officer is disapproved, then the Commander must propose another acceptable appointment.

## **5.8. Officer Vacancies.**

### **5.8.1. Resignations.**

**5.8.1.1. Voluntary.** Voluntary resignations of Post officers must be written and should be given as soon as possible. Suggestions for replacement are encouraged.

**5.8.1.2. Involuntary.** Besides death there are several types of involuntary resignations of Post officers:

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

(2) **Incapacitation.** If a Post officer is incapacitated to the extent that the officer is incapable of resigning, then the Executive Committee shall conduct a vote, with at least a two-thirds majority to declare an involuntary resignation.

(3) **No Confidence.** To avoid the complications and potential embarrassment of an officer recall, a Vote of No Confidence may be used to elicit a voluntary resignation. If the Executive Committee determines that an officer is either not performing required duties or is disrupting Executive Committee business, then the Committee may obtain a Vote of No Confidence. If a majority of the Executive Committee votes "No Confidence," then a voluntary resignation by the Post officer

is requested. If a voluntary resignation by the Post officer is submitted, the recall is avoided. If the voluntary resignation is not submitted, then a recall procedure may be initiated. In the event that the Executive Committee vote of “No Confidence” does not pass, then the officer remains in office.

**5.8.2. Recall.** All officers, including the Junior Past Commander, can be recalled (relieved from responsibility and authority of an Executive Committee member) by majority vote of members in good standing present and voting at a General Meeting following the recall announcement at a previous General Meeting. A petition signed by 5% percent of Post members, or by at least two-thirds of all voting-eligible officers, can initiate a recall. After the Executive Committee 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 Executive Committee must schedule a recall election at a General Meeting. If the recall passes, the officer is no longer on the Executive Committee; and a search for a replacement officer commences. If the recall fails, then the officer retains the office. The Executive Committee cannot obstruct a recall petition.-

**5.8.3. Reassignments and Filling Vacancies.**

(1) Elected Officers. When an elected officer position is vacated, an election will be held for the position at the following two General Meeting. Nominations shall be from the floor of the first General Meeting. Ballots will be prepared, and election by secret ballot shall occur at the next General Meeting.

(2) Appointed Officers. When an appointed officer position is vacated, the Commander may appoint another active member in good standing to the vacated position. All appointed officers must be approved by a majority of the elected officers of the Post and by a majority of the Post membership. Post members have the right to approve or disapprove the appointment at the following General Meeting.

**5.9. Programs of Post 291.** Programs of Post 291 are established to meet needs, goals, and objectives of Post 291 members and their families. Programs of Post 291 may be established or terminated only by an amendment to these Bylaws.

**5.9.1. Sons of The American Legion, Newport Harbor Squadron 291.** 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.

**5.9.2. American Legion Yacht Club.** 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 and to the rules and regulations of The American Legion (National) for use of the American Legion trademark.

**5.10. Post Communications.** Post 291 shall provide communications to keep Post members informed of activities and events of Post 291 and The American Legion organizations and of special interest to military veterans.

**5.10.1.** The Post will use appropriate resources including the Post newsletter, the Post website (www.al291.com), broadcast email, and U.S. Postal Service mailings to communicate with members.

## ARTICLE VI

### FINANCIAL MANAGEMENT

**6.1. Business, Financial, and Accounting Practices.** The Post shall follow good business practices that shall include, but be not limited to: financial planning, budgeting, record keeping, reporting, analyzing, adjusting, auditing, and publishing financial data. Post financial plans, budgets, and reports shall include both taxable and non-taxable items, which shall have separate account numbers, be clearly defined, and conform to all tax laws. The following sections describe general requirements.

**6.1.1. Financial Controls.** The Executive Committee shall establish a system of internal controls to detect financial errors, omissions, unauthorized expenditures, and fraud. Among these internal controls:

(1) Only selected Post officers shall be granted authority to sign Post checks. The Executive Committee must approve all Post officers who are authorized to sign Post checks.

(2) No person with check signing authority or any control of Post funds shall serve on the Audit Committee.

(3) No Post employees are permitted to have the administrator password to the Post computerized accounting software.

(4) Passwords for Post computerized accounting systems and any other financial systems, along with an emergency backup recovery procedure, must be securely maintained by a trusted Post member who is approved by the Executive Committee.

(5) All individuals with authority to handle Post funds must be approved by the Executive Committee.

(6) All checks prepared for Post disbursements shall have appropriate invoices and other documentation provided with them.

(7) All expenditures that are not budgeted items must be separately authorized by the House Committee or the Executive Committee, depending on the amount.

**6.1.2. Fiscal Year.** The accounting fiscal year of the Post shall be from 1 January through 31 December.

**6.1.3. Accounting Systems.** The Post shall adopt and use reputable, professional computerized accounting software capable of properly recording financial transactions and of generating both detailed and summary financial reports.

**6.1.4. Chart of Accounts.** The Post shall establish and maintain a suitable and appropriate Chart of Accounts for its financial transactions, activities, and operations. The Chart of Accounts must be approved by the Finance Committee, and any proposed changes to the Chart of Accounts must be approved by the Finance Committee prior to implementation.

**6.1.5. Record Keeping.** The Post shall provide for appropriate protection of vital financial records by establishing a backup procedure to prevent loss or compromise of financial data. Both original

and backup copies of computerized Post financial transactions and records shall be maintained, with a backup copy securely maintained offsite and shall be preserved for a minimum of ten years.

**6.1.6. Point of Sale (PoS) Systems.** Post PoS systems shall be functionally integrated with the Post computerized accounting software to the extent possible and feasible to ensure accurate record keeping of Post facilities administration and operations and other related financial transactions, and to enable financial analysis of Post facilities administration and operations.

**6.1.7. Banking and Banking Practices.**

(1) Post operating and reserve funds must be held in Federally insured bank accounts or U.S. Treasury Securities.

(2) The Finance Committee must approve the establishment, retention, and termination of all bank accounts and all automatic withdrawal and automatic payment arrangements,

(3) The Finance Committee must approve all acceptance, retention, and termination of any and all Post debit cards and credit cards. The Finance Committee must also approve the individuals who have authority to use Post debit cards and credit cards.

(4) Only designated Post officers shall be granted authority to sign Post checks. The Executive Committee must approve all Post officers who are authorized to sign Post checks.

(5) Bank balance reconciliations shall be conducted monthly by a Post member approved by the Executive Committee.

**6.1.8. Insurance.** The Post shall carry crime insurance for liability and recovery of any funds unlawfully misappropriated by Post members or Post employees.

**6.1.9. Professional Accounting Services.** The Post may contract with accounting professionals and professional accounting and financial management firms for financial or financial management advice, financial management, tax issues, and preparation of Post tax returns.

**6.2. Financial Reporting and Disclosure.** Standard financial reports of Post financial transactions, including Income Statements (Profit and Loss; Income and Expenses) and Balance Sheets, shall be prepared at least monthly, and shall include financial information of both Post membership and business operations. Year-end consolidated financial reports, including Income Statements (Profit and Loss; Income and Expenses) and Balance Sheets, shall also be prepared and provided to the Finance Committee and Executive Committee no later than 30 days after the end of the fiscal year.

**6.2.1. Finance Committee.** All Finance Committee members shall have access to all Post financial data, but must keep those data confidential and not circumvent disclosure policies of the Executive Committee. The Finance Committee may also request additional financial data and reports to enable developing recommendations to the Executive Committee for further actions.

**6.2.2. Executive Committee.** All Executive Committee members shall have access to all Post financial data but must maintain those data as confidential and not circumvent disclosure policies of the Executive Committee.

**6.2.3. General Membership.** Standard financial reports of Post financial transactions, including Income Statements (Profit and Loss; Income and Expenses) and Balance Sheets, shall be made

available to all Post members for examination, with few exceptions. Exceptions may include violations of privacy laws, or disclosures that jeopardize the Post's financial condition. These exceptions shall not be used to conceal any other financial data. Post members may review financial reports at the Post, but shall not make copies or photos of the financial reports and shall not remove financial reports from the Post.

### **6.3. Financial Planning.**

**6.3.1. Annual Operating Budget.** The Finance Committee shall submit to the Executive Committee an annual operating budget for the following fiscal year at least one (1) month before the end of the current Post fiscal year that reflects income and expense trends and the goals of the Executive Committee. The annual operating budget shall include both membership and business operations. The Executive Committee shall adopt an annual operating budget before the beginning of each Post fiscal year.

**6.3.2. Annual Capital Budget.** The Finance Committee shall submit to the Executive Committee an annual capital budget for the following fiscal year at least one (1) month before the end of the current Post fiscal year that identifies planned capital outlays for depreciable Post upgrades and improvement projects. The Executive Committee shall adopt an annual capital budget before the beginning of each Post fiscal year.

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

**6.3.4. Cash Flow Forecasts.** The Finance Officer will provide monthly cash flow projections through the three subsequent months.

### **6.4. Audit.**

**6.4.1. Annual Audit for Department.** The annual Post Financial Audit Certification for the preceding Post fiscal year, shall be completed no later than 1 October of each year, and submitted to the Department Adjutant no later than the following 15 November. The Post Financial Audit Certification shall be performed by a reputable professional accounting firm or individual. A copy of the Audit Report shall also be submitted with the Financial Audit Certification.

**6.4.2. Annual Post Financial Audit by Auditing Firm.** Under the supervision of the Post Audit Committee, a complete financial audit of the Post shall be conducted by a professional auditing firm each year for the preceding Post fiscal year.

### **6.5. Approvals for Financial Matters.**

**6.5.1. Major Financial Matter.** Any new financial matter that involves 10 percent or more of Post Current Assets is considered a Major Financial Matter and must first be approved by majority vote of the Executive Committee and then be authorized by majority vote of Post members present and voting at an official meeting of the General Membership. A Major Financial Matter shall not be subdivided to avoid the 10 percent rule.

**6.5.2. Minor Financial Matter.** Financial matters involving less than 10 percent of Post Current Assets are within the authority of the Executive Committee to approve or disapprove. The Executive Committee may delegate spending authority to authorized Post officials and committees.

## ARTICLE VII

### COMMITTEES

**7.1. Purpose.** The purpose of Committees is to collect and analyze information and make recommendations about specific areas of interest to the Commander and the Executive Committee. The Commander may create temporary committees as needed. The purpose of Standing Committees is to provide the Executive Committee with advisors who have specific experience with those Post issues that continue from year to year. Each Standing Committee shall have at least one Executive Committee member who will act as liaison between the committee and the Executive Committee. All committee members appointed by the Commander shall be approved by a majority of the Executive Committee.

#### **7.2. Standing Committees.**

##### **7.2.1. Finance Committee.**

**7.2.1.1. Composition.** The Finance Committee shall be composed of the Finance Officer (as Chair), the Adjutant, and at least two Post Members in Good Standing selected by the Commander and approved by a majority of the Executive Committee. The Commander may also serve as an Ex Officio member of the Finance Committee.

**7.2.1.2. Responsibilities.** 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 Executive Committee;
- (2) Recommending improvements in Post financial management; and
- (3) Cooperating with the annual audit.

**7.2.1.3. Authority.** The Finance Committee must approve any modifications to the Chart of Accounts prior to changes in the Chart of Accounts. The Finance Committee must also approve any new or revised financial controls and processes.

##### **7.2.2. House Committee.**

**7.2.2.1. Composition.** The House Committee shall be composed of the Adjutant (as Chair), the Finance Officer, and at least four Post Members in Good Standing selected by the Commander and approved by a majority of the Executive Committee. The majority of House Committee members shall be elected officers of the Post. The Commander may also serve as an Ex Officio member of the House Committee.

**7.2.2.2. Responsibilities.** 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, and other parts of the Post facilities and their operations;
- (2) Providing an attractive community center for 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.

**7.2.2.3. Authority.**

- (1) Monetary Outlays. The House Committee may authorize expenditures of Post funds for expenses or capital projects related to the administration office, and other parts of the Post facilities and their operations up to an amount approved by the Executive Committee.
- (2) Employees and Personnel. The House Committee must approve hiring, compensation and termination of Post employees.

### **7.2.3. Sons of The American Legion Committee.**

**7.2.3.1. Composition.** The Sons of The American Legion Committee shall be composed of Commander.

**7.2.3.2. Responsibilities.** 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 and Manual of Ceremonies*.

### **7.2.4. Judicial Committee.**

**7.2.4.1. Composition.** The Judicial Committee shall be composed of the Judge Advocate (as Chair) and at least four Post Members in Good Standing selected by the Commander.

**7.2.4.2. Responsibilities.** 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 investigation Hearings; for major infractions the Committee will participate in a Post Trial according to the Department of California *Administrative Hearing Manual*.

### **7.2.5. Audit Committee.**

**7.2.5.1. Composition.** The Audit Committee shall be composed of at least three Post Members in Good Standing selected by the Commander and approved by a majority of the Executive Committee. Each Audit Committee member will be financially literate. No member of the Audit Committee may be a member of the Finance Committee nor have Post check signing authority.

**7.2.5.2. Responsibilities.** The duties of the Audit Committee shall include but not be limited to:

- (1) Arranging and supervising Post financial audits;
- (2) Resolve any disagreements between management and the auditor regarding financial reporting;

(3) Meet with company officers, external auditors or outside counsel, as needed.

**7.2.5.3. Authority.** The Audit Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

(1) Resolve any disagreements between management and the auditor regarding financial reporting.

(2) Seek any information it requires from employees, all of whom are directed to cooperate with the Audit Committee's requests.

(3) Meet with Post officers, external auditors, or outside counsel, as necessary.

**7.3. Other Committees.** The Commander may also appoint additional committees as needed to support other areas of interest to the Commander, Executive Committee, and Post Membership, including but not limited to:

(1) Election Committee

(2) Election and Campaign Rules Committee

(3) Bylaws Committee

(4) Rules, Regulations, Policies, and Procedures Committee

(5) Donations Committee

(6) Membership

(7) Post Security

## ARTICLE VIII

### MEETINGS

**8.1. Conduct of Meetings.** *Robert's Rules of Order*, Newly Revised, shall govern the conduct of all meetings except as may be otherwise provided in these Bylaws.

**8.2. Official Meetings.** A meeting is an Official Meeting if it meets the following conditions:

(1) It is called by the Commander or the Executive Committee or is a General Meeting or Executive Committee meeting as specified in these Bylaws;

(2) A minimum ten (10) day notice is given; and,

(3) A quorum is present.

**8.3. Videoconference Meetings.** Official Meetings may be held by videoconference if they cannot be held at the Post as a result of health or safety issues, declarations of emergencies by Federal, State, or local authorities, or other actions or events that may render onsite meetings impractical or inappropriate.



- 8.4. Meeting Minutes.** Written meeting Minutes are required for every Official Meeting and must be approved by the same organization at its next Official Meeting.
- 8.5. General Meetings.** The General Meeting is the monthly Official Meeting open to all Post Members in Good Standing and is held at the Post on a consistent day of the month and time by the Executive Committee and approved by a majority vote of the membership at a regular meeting. Attendance is not required but encouraged.
- 8.5.1. Procedure.** Opening and closing of General 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.
- 8.5.2. Order of Business.** The Order of Business for General Meetings shall be in accordance with The American Legion *Officer's Guide and Manual of Ceremonies*.
- 8.5.3. Quorum.** A quorum for a General Meeting or Special General Meeting to conduct official business shall be any number of Post Members in Good Standing present in addition to eight voting-eligible Executive Committee Members.
- 8.5.4. Special General Meetings.** A Special General Meeting may be called by the Commander — or by a written request signed by at least 100 Post Members in Good Standing. A ten (10) day notice must be given to the Post membership. The following conditions for a Special General Meeting must be met:
- (1) The written request must specify in detail the purpose of the Special General Meeting.
  - (2) A written request for a Special General Meeting, signed by at least 100 Post Members in Good Standing must be filed with the Adjutant; and
  - (3) Only the topic specified for the purpose may be discussed at the Special General Meeting.
- 8.5.5. Notification of Special General Meetings.** The Executive Committee must send Post Members notification of a Special General Meeting with a notice of at least ten (10) days prior to the meeting being given with the subject to be discussed.
- 8.6. Executive Committee Meetings.** The Monthly Executive Committee Meeting is the monthly Official Meeting for the Post officers and is held at the Post on a consistent day of the month and time determined by the Executive Committee. Attendance is required; planned absences must be reported to the Commander in advance. Executive Committee meetings are concurrently meetings of the Post corporation Board of Directors.
- 8.6.1. Order of Business.** The Order of Business for Executive Committee Meetings shall be in accordance with *Robert's Rules of Order*, Newly Revised.
- 8.6.2. Quorum.** A quorum for the Executive Committee to conduct official business at an Executive Committee Meeting or Special Executive Committee Meeting shall be eight voting-eligible Executive Committee Members.

**8.6.3. Special Executive Committee Meetings.** A Special Executive Meeting must be held if called by the Commander — or upon the written request of six voting-eligible Executive Committee Members. The following conditions for a Special Executive Committee Meeting must be met:

(1) The written notification or request must specify in detail the purpose of the Special Executive Committee Meeting.

(2) Only the topic specified for the purpose may be discussed at the Special Executive Committee Meeting.

**8.6.4. Notification of Special Executive Committee Meetings.** Executive Committee Members must be notified of a Special Executive Committee Meeting at least 72 hours prior to the meeting.

**8.6.5. Emergency Executive Committee Meetings.** Upon determination by the Commander that a situation requires an immediate decision from the Executive Committee that cannot wait until a Special Executive Committee Meeting can be called, the Commander can request an email vote by the voting members of the Executive Committee. A majority of the voting members of the Executive Committee must approve the measure. The results of the email vote must be recorded by the Adjutant and attached to the minutes of the next scheduled Executive Committee Meeting.

## ARTICLE IX

### SONS OF THE AMERICAN LEGION

**9.1. Affiliation with 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.

**9.2. Rules, Regulations, Policies, and Procedures.** Squadron 291 is self-governing with its own Constitution, Bylaws, Rules, and Regulations. In the event there is a fundamental difference or conflict between the Bylaws or Rules and Regulations of Post 291 and those of Squadron 291 governing policies, the Post 291 governing policies shall supersede.

**9.3. 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 unified Post 291 Family effort.

**9.4. Audit.** Financial statements and financial data as defined by the Post Finance Officer shall be provided as requested.

## ARTICLE X

### AMERICAN LEGION YACHT CLUB

- 10.1. Affiliation with 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 and to the rules and regulations of The American Legion (National) for use of the American Legion trademark. The purpose of this club is to encourage nautical 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.
- 10.2. Rules, Regulations, Policies, and Procedures.** The American Legion Yacht Club (ALYC) is self-governing with its own Bylaws. In the event there is a fundamental difference or conflict between the Bylaws or Rules, and Regulations of Post 291 and those of ALYC policies, the Post 291 governing policies shall supersede.
- 10.3. 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 unified Post 291 Family effort.
- 10.4. Audit.** Financial statements and financial data as defined by the Post Finance Officer shall be provided as requested.

## ARTICLE XI

### AMERICAN LEGION AUXILIARY

- 11.1. Affiliation with the Post.** The American Legion Auxiliary is a patriotic 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 but is hosted by Post 291 at Post 291 facilities.
- 11.2. Rules, Regulations, Policies, and Procedures.** Unit 291 operates in accordance with its own Constitution, Bylaws, Rules, and Regulations. Members of Unit 291 are guests of Post 291 and are subject to the rules and regulations governing Post 291 guests. Use of any and all of Post 291 facilities are granted by Post 291 Executive Committee to both individual and collective membership of Unit 291.
- 11.3. 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 unified Post 291 Family effort.

- 11.4. 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.

## ARTICLE XII

### DELEGATES

- 12.1. Purpose.** Delegates and their Alternates are Post 291 representatives to District 29 meetings and Department of California Conventions. 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.
- 12.2. Number of Delegates.** The number of Delegates and Alternates for Post 291 are determined by Department Bylaws. Post 291 has two (2) Delegates, plus one (1) additional Delegate for each fifty (50) members or major fraction thereof, along with an equivalent number of Alternates.
- 12.3. Number of Alternates.** The Executive Committee will decide the number of Alternates who may substitute for Delegates who are unable to attend District meetings or Department Conventions.
- 12.4. Delegates.** All delegates must be elected.
- 12.5. Selection of Delegates and Alternates.** The process for selection and certification of Post 291 Delegates and Alternates is directed by Department Bylaws. Post 291 Delegates and Alternates will be nominated by the Executive Committee and approved and elected by the Post membership by a majority vote of those present and voting at a regular General Meeting of the Post prior to June 1<sup>st</sup>.

## ARTICLE XIII

### JUDICIAL PROCEDURES

- 13.1. Purpose.** To enforce Post rules and regulations, Post 291 shall be the judge of its own membership and guests, and other individuals on Post 291 property, subject to the restrictions of the Post 291 Bylaws and the Department of California *Administrative Hearing Manual*.
- 13.2. Authority.** The Executive Committee, by a majority vote, may suspend any or all Post Privileges or Post Membership subject to the outcome of any Judicial Procedure.
- 13.3. Judicial Procedures Details.**
- 13.3.1. Incident Report.** Any Post Member, Post Employee or Post guest — including members of SAL Squadron 291 and Auxiliary Unit 291 as well as their guests — may file a complaint against another Post Member, Post employee, or Post guest — including members of SAL Squadron 291 and Auxiliary Unit 291 as well as their guests — by properly filling out an Incident Report and submitting it to the Executive Committee. The complaint must be related to an action that occurred on Post property. The format for the Incident Report shall be established by the Executive Committee and shall conform with the Department of California *Administrative Hearing Manual*.

**13.3.2. Preliminary Evaluation.** Upon receiving an Incident Report, the Post Commander (or in his/her absence, disability or disqualification, one of the Vice Commanders), shall within 10 days consult with the Post Judicial Committee to evaluate the origin, content and sufficiency, and severity of the Incident Report and present their findings and recommendations to the Executive Committee.

**13.3.2.1. Origin.**

- (1) Only Post 291 Legionnaires - If the Incident Report involves only Legionnaires who are members of Post 291 and their guests, then the Incident Report will be processed as described in Sections 13.4., 13.5., 13.6., below, and the Department of California *Administrative Hearing Manual*.
- (2) Only SAL Squadron 291 Members - If the Incident Report involves only members of one of the Post 291 Family organizations (SAL Squadron 291, or one or more of their guests), then the Incident Report shall be initially processed in accordance with internal judicial procedures of that organization. If the content and severity of the Incident Report have significant implications for Post 291 and its operations, the head of that organization shall provide to each of the Executive Committee members copies of the Incident Report identifying the remedies available the results of the internal organizational judicial procedures along with any recommendations for Post 291 disciplinary actions.
- (3) Only Post 291 Employees - If the Incident Report involves only Post 291 employees, then the Incident Report shall be initially processed in accordance with internal employee practices and rules. If the content and severity of the Incident Report have significant implications for Post 291 and its operations, the employee supervisor shall provide each of the Executive Committee members copies of the Incident Report identifying the remedies available the results of the internal organizational judicial procedures along with any recommendations for Post 291 disciplinary actions.
- (4) SAL Squadron 291 and Guests - If the Incident Report involves members of Post 291 and Post 291 Family organizations (SAL Squadron 291 and their guests), then the Incident Report shall be initially processed by designated representatives of the respective organizations. If the incident involves undesirable impacts on Post 291 operations or the Post 291 social environment, a recommendation shall be forwarded to each of the Executive Committee members copies with the remedies available.
- (5) Post 291 Legionnaires and Employees - If the Incident Report involves members of Post 291 and Post 291 employees, then the Incident Report shall be initially processed by designated representatives of the Post Executive Committee and the employee supervisor. If the incident involves undesirable impacts on Post 291 operations or the Post 291 social environment, a recommendation shall be forwarded to each of the Executive Committee members copies with the remedies available.

**13.3.7. Judicial Committee Hearing.** A Post Hearing or Trial shall follow the procedures stated in the most current edition of the Department of California *Administrative Hearing Manual* as adapted from time to time.

**13.3.8. Hearing or Trial Penalties.** Post Members have the right to accept the results of a Hearing or Trial and the penalties or may appeal following the procedures defined in the Department of California *Administrative Hearing Manual*.

**13.4. 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.

**13.5. Right of Appeal.** As stated in the Department of California *Administrative Hearing Manual*, any member of The American Legion tried before a Post or a District who has been reprimanded, suspended, or expelled shall have the right to appeal to the Department Board of Review. The decision of the Department shall be final.

## ARTICLE XIV

### AMENDMENTS

**14.1. Bylaws Changes or Amendments.** Any changes or amendments to these Bylaws must be approved by the Post Membership.

**14.2. National or Department Amendments.** These Bylaws shall be amended to conform with any changes in the American Legion (National) or Department of California of The American Legion Constitution or Bylaws. Failure of the Post to adopt the required amendments shall not delay or modify the effect of such changes.

**14.3. Post Initiated Amendments.** Any Amendment initiated by the Post shall not be in conflict with the Constitution or Bylaws or policies of The American Legion (National) or Department of California of The American Legion nor conflict with Federal, State or local laws. It shall not be in final force 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 those of the Department of California.

**14.4. Post Bylaws Amendment Origination.** Amendments to Post Bylaws must be submitted in writing and may originate in two ways.

**14.4.1. Membership Petition.** Any individual Post member or group in good standing, may submit to the Executive Committee a proposed Amendment properly written in accordance with Department of California Bylaws Submission Instructions.

**14.4.2. Executive Committee.** The Post Executive Committee may propose an Amendment, and it will require at least a simple majority vote of those Executive Committee members present and voting to recommended to be passed by the Post Membership.

**14.5. Amendments Procedure.** The general procedure for enacting an Amendment to the Post Bylaws that originates from this Post shall employ the following steps:

**14.5.1. Judicial Committee Review.** The Judicial Committee shall review the Proposed Amendment for compliance with Section 14.3 and Section 14.4 and prepare a summary and analysis of the proposal describing the proposed change(s) to the Bylaws and their effect on Post governance and operations. The Judicial Committee shall determine if a Proposed Amendment meets or fails to meet the requirements of Section 14.3 or 14.4, and it shall make its findings and recommendation to the Executive Committee.

(1) If the Judicial Committee concludes and approves that the Proposed Amendment meets the requirements of Section 14.3. and Section 14.4., the Proposed Amendment shall be presented to the Post membership at the next two General Membership Meetings, as prescribed in Section 14.5.2.

(2) If the Judicial Committee concludes and approves that the Proposed Amendment does not meet the requirements of Section 14.3. and Section 14.4., the Proposed Amendment shall be returned to the proponents with a written explanation.

**14.5.2. Post Membership.** Proposed Amendments that do not conflict with National or Department Constitution or Bylaws or policies nor conflict with Federal, State, or Local law shall be presented and read to Post members at the next two General Membership Meetings for approval by the Post membership. Post members shall vote on the proposed Amendment after the second presentation, and it will require at least a two-thirds majority vote of those Post members present and voting to be approved. If the proposed Amendment is not approved, no further action will be taken on the proposed Amendment.

**14.5.3. Department.** If approved by Post members, the proposed Amendment will be sent to Department of California of The American Legion for approval; and, if approved, it will become part of these Bylaws. If the proposed Amendment is not approved by American Legion Department of California, no further action will be taken on the proposed Amendment. No amendment shall go into permanent effect until approved by the Department Constitution and Bylaws Commission.

March 13, 2024

March 13, 2024

**CERTIFICATION**

These Bylaws were revised on February 13, 2024.

Copies of these Bylaws were presented, distributed, made available and read at the General Meeting on February 14, 2024.

Copies of these Bylaws were made available at the Post 291 Front Office from February 14, 2024.

Copies of these Bylaws were presented, distributed, made available and read at the General Meeting on March 13, 2024.

The Post 291 Members approved these Bylaws at a General Meeting on March 13, 2024.

We hereby certify that the above Bylaws were presented and read at two meetings of the Post membership and adopted on March 13, 2024, a quorum being present, and by a two-thirds (2/3) vote of those Post members present and voting.

Post 291 Commander

Name Evin D. Planto

Signature *Evin D. Planto*

Dated 3 April 2024

Post 291 Adjutant

Name Nick Saifan

Signature *N. Saifan*

Dated 3 APRIL, 24

The American Legion, Department of California approved these Bylaws on \_\_\_\_\_.

Title \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_ Dated \_\_\_\_\_

Newport Harbor Post No. 291 of The American Legion, California Corporation Number C0110515

Articles of Incorporation for this Post are on file with the California Secretary of State.