

BY-LAWS
of
ANDERSON POST 318, AMERICAN LEGION

ARTICLE I
Objects / Nature

Section 1. The objects / nature of this Post are set forth in the Constitution.

ARTICLE II
Membership

Section 1. The provisions concerning membership in this Post are contained in the Constitution and are herewith incorporated in these By-laws.

Section 2. The cost of annual dues, and/or Post assessments, to cover operating expenses for each upcoming year is to be determined at the March meeting of the Executive Committee and confirmed on the floor by the membership at the next regular meeting. This time frame may be subject to change, based upon time frame of Department of Ohio with regards to processing of forthcoming year memberships.

ARTICLE III
Management

Section 1. The government and management of this Post is entrusted to the Executive Committee, as set forth in the Constitution.

ARTICLE IV
Elections

Section 1. All elections for officers may be by secret ballot, and the candidate or candidates receiving the highest number of votes shall be elected to the respective offices for which they are candidates.

Section 2. The annual election will be conducted at the May Post General Membership Meeting in each year. The elected candidates will be installed in their respective offices at the June Post General Membership Meeting after which they will assume responsibility for their respective offices.

ARTICLE V
Duties of Officers, Appointed Positions and Chairpersons

Section 1. Duties of the Post Commander: It shall be the duty of the Post Commander to preside at all meetings of this Post and to have the general supervision over the business affairs of this Post. He or she shall be the Chairperson of the Executive Committee. He or she shall represent the Post in all capacities requiring Post representation unless he or she directs otherwise. The Commander will assure that an annual audit is performed on all Post 318 accounts, prior to the installation of the officers for the upcoming business year, and such report shall be presented at the first Executive Committee Meeting in July.

Section 2. Duties of the First Vice-Commander: The First Vice-Commander shall assume and discharge the duties of the Commander in his or her absence or when called upon to do so. The First Vice-Commander shall be Chairperson of Membership Committee.

- Section 3. Duties of the Second Vice-Commander: The Second Vice-Commander shall assume the duties of the Commander in the absence of the Commander and the First Vice-Commander. The Second Vice-Commander shall be the Chairperson of the Post Activities Committee.
- Section 4. Duties of the Post Adjutant: The Adjutant shall have charge of and keep a full and complete record of all of the proceedings of all meetings, inclusive of Post General Membership Meeting, Post Executive Committee Meeting, and called Special Meetings of either body. The Adjutant shall maintain, prepare and submit such records as the National and Department organizations may require, and shall in coordination with the Post Membership Chairperson handle and submit reports or information of a membership nature, and shall serve as, and control access to Post Administrator of on-line “My Legion” portal. The Adjutant shall, under direction of the Post Commander, handle general correspondence of the Post, and shall maintain a records repository for copies of all official correspondences received or generated that is related to a Post obligation or function, and/or reflects an official position of, or an official response of the Post. This responsibility for providing copies to the Adjutant extends to all officers and committee chairpersons acting on behalf of the Post. Noted exceptions to the copies required for the Adjutant’s records repository shall be made in the case of the Service Officer who shall be responsible for all correspondence pertaining to that office, and the Chaplain’s extension of concern or condolences on behalf of Post.
- Section 5. Duties of the Finance Officer: The Finance Officer shall have charge of all funds and accounts of this Post except those specifically delegated to other officers or committees by the Post Executive Committee. The Finance Officer shall deposit all funds under his or her charge in the appropriate accounts as established by direction of the Post Executive Committee and provide a full and accurate report at each of the Post Executive Committee and the Post General Membership Meetings, regarding the status and condition of such accounts and funds. The Finance Officer shall be a voting member of all committees where the obligation, expenditure, or receipt of funds are involved. The Finance Officer will assure that all persons authorized to disburse funds or sign checks are properly recorded with the bank. All checks will require the signature of the Finance Officer. In event of Finance Officer's inability or absence to exercise such signing or disbursement, the Executive Committee may designate an Assistant Finance Officer (if there is one) with this responsibility, or temporarily appoint and designate another Post Officer to temporary discharge this duty. The Finance Officer shall handle all Investment accounts in a manner directed by the Post Executive Committee. The Finance Officer should be bonded by the Post’s insurance company, if possible.
- Section 6. Duties of the Post Chaplain: The Post Chaplain shall be charged with the spiritual welfare of the Post and its members and will offer divine, but nonsectarian, services at dedications, funerals, public functions, and Post meetings. The Chaplain shall adhere to such ceremonial rites as are recommended by National or Department organizations from time to time.
- Section 7. Duties of the Sergeant-at-Arms: The Sergeant-at-Arms shall preserve order at all meetings of this Post and perform such other duties as may properly pertain to the office. He or she shall be in charge of the advancing, posting and retiring of the colors at all meetings, and serves as chairperson of the Uniform Ceremonies Committee.

- Section 8. Duties of the Post Service Officer: The Post Service Officer shall be charged with the welfare of Post members, nonmember veterans and the families of all veterans. The Service Officer shall assist veterans and/or their families in the preparation of compensation, insurance, or death claims and any other forms of service work incident to that office. The Service Officer shall report at each meeting on cases of sickness and other matters of local service work. The Service Officer shall be responsible for all correspondence pertaining to that office, and shall serve as Chair person of the Veterans Assistance and Rehabilitation Committee, and shall provide copies of such correspondence to Post Adjutant for reference.
- Section 9. Duties of the Historian: The Post Historian shall gather, preserve and compile the various records of the Post for posterity. He or she should be mindful that the future can only be judged by the past, and recorded experience may do much to guide the footsteps of those who follow.
- Section 10. Duties of Standing Committee Chairpersons: These individuals have overall accountability for the roles, responsibilities, programs and projects defined within the scope of his or her committee, within the adopted Post Business Plan
- Section 11. Duties of all Post Officers and Standing Committee Chairpersons may be subject to revisions or additional responsibilities in accordance with the Post Business Plan, or at the direction of the Post Commander with concurrence of the Post Executive Committee.

ARTICLE VI **Nomination of Officers**

- Section 1. At the March meeting, the Post Commander shall appoint a Nominating Committee, whose duty it shall be to nominate officers for the ensuing year, and report such slate of nominees to the Post Executive Committee at their March meeting. At the April Post General Membership Meeting, the Adjutant shall report the names of such nominees to the membership. A call for additional nominations for Post Officers shall be made from the floor by the usual motion procedure at that April Post General Membership Meeting, after which nominations shall be closed and an official slate of candidates adopted. The Adjutant shall cause the membership to be notified of the nominations, in writing, not later than two (2) weeks prior to the scheduled May Post General Membership Meeting. This notification may be accomplished as part of the monthly newsletter distributed to all members.
- Section 2. Candidates nominated will consist of not less than two (2) names (wherever possible) for each office and all will be listed on the printed ballot form.
- Section 3. Candidates will be listed for Commander, First Vice-Commander, Second Vice-Commander, Adjutant, Finance Officer, Chaplain, and Sergeant-at-Arms.

ARTICLE VII **Election of Officers**

- Section 1. At the May Post General Membership Meeting, one candidate for each named elected Post Officer position will be elected.
- Section 2. All Post Officers elected must have a simple majority of ballots cast, before they are recognized as the newly elected Post Officers for the coming year.
- Section 3. Absentee ballots are allowed. Any member desiring an Absentee Ballot, may contact Adjutant, in a timely fashion, and request same. The cast Absentee Ballot must be sealed in a plain envelope, with the voting member's name on it, and

marked as an absentee ballot. This ballot envelope shall be inserted into another envelope addressed to, and either mailed or deliver to the Post Adjutant. The absentee ballot must be timely mailed or delivered by the absentee voter so as to be received by Post Adjutant, not later than the date the election is conducted. Ballots not received before the election will not be counted.

- Section 4. Present officers shall serve until the newly elected officers are installed.
- Section 5. All paid-up members, in good standing, shall be eligible to vote and must sign the register book when entering the meeting hall, except those members voting by absentee ballot.
- Section 6. Should there not be a nominee / candidate offered for a Post Elected Post Officer position at time of the election, see vacancy appointment provision under Article VIII, Section 1.
- Section 7. Issues or Circumstances Impacting Conducting of Scheduled Elections of Post Officers: Should it not be possible or practical to conduct a normal election of Post Officers due to either civil authorities' restrictions or prohibitions, or other unforeseen circumstances that are not conducive to having a Post physical gathering or meeting to conduct such election of Post Officers, deviations from the election processes stated herein may be enacted by the Post Executive Committee to allow for Post administration to proceed. These deviations may include, but may not be limited to:
- A. If possible reschedule Election Process as soon as possible.
 - B. Under provisions of Article VII, Section 4. ("Present Officers shall serve until the newly elected Post Officers are installed"), retain of all current elected Post Officers for duration of exigent circumstance, up to a maximum of an additional term of office, or until circumstance permits the scheduling of a new Election Process (three (3) months required from start to finish). Should a Post Officer be unable, or unwilling to serve for extended period required, utilize vacancy appointment provision of Article VIII, Section 1.
 - (1) Should Post Commander be unable, or unwilling to serve additional term, he would recommend and appoint a new Post Commander, with concurrence of Post Executive Committee, and notification to Post Membership.
 - B. Establish and conduct an entirely on-line virtual and /or mail version of the Election Process, based upon provision set forth for conduction of Absentee Voting under Article VII, Section 3.

ARTICLE VIII **Appointed Committees and Positions**

- Section 1. The Post Commander shall have, and shall exercise, the power to seek out and appoint willing persons to fill vacant Post Officer positions that are enumerated by the Post Constitution, By-Laws, and current year Post Business Plan that have become vacant by resignation or have failed to be filled by election. Commander shall also appoint all standing committees and any other committee to serve a period of time during the Post Commander's term of office, to carry on Post activities. Failure to appoint an individual to a vacant officer or chair position, will eliminate the representation and voting rights of that Post Officer's or respective committee's position within the Post Executive Committee.
- Section 2. The Post Commander, annually, shall appoint an Auditing Committee to audit the Post 318 financial accounts for the current business year, and the Auditing

Committee's Report shall be completed by, and presented to the Executive Committee at their July meeting.

- Section 3. The Post Commander, with concurrence of the primary elected Post Officer or position appointee, may appoint as necessary, persons to serve as Assistant(s) to the Adjutant, the Finance Officer, the Chaplain, the Sergeant-At-Arms, the Service Officer, and the Historian. Such appointees shall assist the primary Post Officer or position appointee as required, and shall with the designation by said primary Post Officer or position appointee act in the stead of, and vote on behalf of, said primary Post Officer or position appointee in their absence at Post Executive Meetings.

ARTICLE IX **Executive Committee**

- Section 1. The Post Executive Committee, shall consist of: all elected Post Officers, all Commander appointed Post Officers and Committee Chairs, the Corporation Statutory Agent; and the Charities, Inc. Liaison, and any others so designated by the Post Business Plan, or from time to time are designated as necessary.
- Section 2. The Post Executive Committee shall meet for organization and such other business as may come before it at least once a month at the call of the Post Commander. Special meetings may be called at any time by the Post Commander upon notice duly given to members of the Post Executive Committee. The Post Commander shall call a meeting of the Executive Committee upon joint written request of three or more members of the Post Executive Committee.
- Section 3. The Adjutant may call a Special Meeting of the Post Executive Committee, at the request of at least half of the members of the Post Executive Committee. All members, including the Post Commander, shall be notified of the time and place of the Special Meeting, and the nature of same.
- Section 4. At all meetings of the Post Executive Committee, fifty percent (50%) of the individual persons that are holders of an elected Post office or other enumerated Post Executive Committee position, must be present to constitute a quorum.
- Section 5. No one individual member of the Post Executive Committee shall cast more than one vote or ballot on any motion, resolution, issue or item before the Post Executive Committee, regardless of the number of designated Executive Committee offices or positions that individual may occupy or represent within the Executive Committee.
- Section 6. Assistants appointed pursuant to Article VIII, Section 3 may attend an Executive Committee meeting at the request of the respective primary officer position holder for purpose of a presentation or issue before the Executive Committee. However, an assistant may only vote on behalf of the respective position holder, when that specific position holder is absent and such position holder has provided to the Commander or Adjutant an advance notice of his/her absence from the Executive Committee Meeting and advised, by name, the assistant or alternate that is authorized to cast a vote on behalf of the absent officer position holder at a specific meeting.
- Section 7. All votes cast by members of the Executive Committees, will be by vote of the individual members present. Their vote may be subject to ratification at the next regular Post General Membership Meeting, where the issue or action requires, by a simple majority vote on the floor of the members present at that meeting.

- Section 8. The Adjutant will take notes of the Post Executive Committee proceedings, which will be prepared in written format and filed, and the Adjutant shall also present the noteworthy actions of the Executive Committee at the next regular Post General Membership meeting.
- Section 9. The Post Executive Committee shall have the responsibility, by majority vote, to appoint a Corporation Statutory Agent, whose responsibility will be to assure the Post's State of Ohio "non-profit corporation" status is maintained in effect and in compliance with the Ohio Secretary of State and Attorney General requirements for a "non-profit corporation", and assuring all corporation required filings are timely executed. The duties of this Corporation Statutory Agent require it to be a continuous appointment, serving until his or her request to be relieved of the position, or he or she is directed to be removed from the position by a majority vote of the Executive Committee. Any such change in the position requires appropriate State of Ohio notification.
- Section 10. The Executive Committee shall have responsibility, to appoint a Charities, Inc. Liaison to oversee and develop the processes and mechanics necessary for the Post and American Legion Post 318 Charities, Inc. to handle financial transactions between the two corporations in a smooth and effective manner

ARTICLE X
Annual / Special / Virtual Meetings of Post

- Section 1. The Post General Membership Meeting in June, will be the Annual Meeting of the Post, at which time the retiring officers will submit their annual report, and the newly elected officers will be installed as prescribed in the "Manual of Ceremonies of the American Legion".
- Section 2. Upon written request of at least twenty (20) members of the Post, the Post Executive Committee shall call a Special Meeting of the Post. Such written request must state the purpose of the Special Meeting, and notice thereof must be given in writing to all members, stating the purpose of the meeting.
- Section 3. Virtual attendance, whenever available and proper notice of such availability has been made to appropriate membership, constitutes a valid attendance at any Post General Membership, Executive Board Meeting, or Special Meeting, so long as the member's attendance is documented in the sign-in registry and/or any minutes of record of said meeting. Virtual attendees enjoy all rights and privileges extended to physical attendees by the respective Post Constitution and By-Laws.

ARTICLE XI
General Membership Meetings of Post

- Section 1. The Post General Membership Meetings will be held on the 2nd Wednesday of each month, at which meetings there may be transacted such business as may be properly brought before the membership for action. Such meetings may be converted into entertainment or ceremonial meetings as deemed advisable by the officers of the Post.
- Section 2. At all Post General Membership Meetings, ten percent (10%) of the members in good standing shall constitute a quorum.
- Section 3. In any event where a lack of a quorum at a Post General Membership Meeting, prevents action on a motion or vote on an exigent issue that would impact or adversely affect the welfare, safety, administrative and/or financial well-being of of Post, or which require a timely action to prevent detriment to Post, such action shall be waived by the members present at the Post General Membership Meeting,

with said matter or issue immediately being referred to the Post Executive Committee for decisive action.

ARTICLE XII
Resolutions

Section 1. All resolutions of National or Department scope presented to this Post by a member, or reported to this Post by a committee, shall merely embody the opinion of the Post on the subject and a copy of the same shall be forwarded to District or Department Headquarters for its approval before publicity is given or action other than mere passage by Post is taken.

ARTICLE XIII
Notices

Section 1. Every member shall furnish the Post Membership Committee Chairperson with his or her physical address for mailing purposes, and email address (if have one) for on-line notifications.

Section 2. The Post Adjutant shall cause notice of the annual election to be given two (2) weeks prior thereto, to all Post members in good standing. Such notice will be through Post newsletter that is emailed or mailed to such members.

Section 3. Notices for Post General Membership Meetings or Special Meetings shall be sent to all members no later than two (2) days prior to such meetings, provided, however, if the Special Meeting shall be declared an emergency meeting by the Post Commander or Post Executive Committee the time limit on notices to members shall be waived, but every effort shall be made to notify each and every Post member of said emergency meeting. Such notices may be made by Post newsletter, where meeting the time requirements.

ARTICLE XIV
Rules of Order

Section 1. All proceedings of this Post and of the Executive Committee shall be conducted under and pursuant to Robert's Rules of Order, except as herein otherwise provided.

ARTICLE XV
Limitations of Liabilities

Section 1. The Post shall incur, or caused to be incurred, no liability or obligations whatever which shall subject to liability any other Post, subdivision, members of The American Legion, or other individuals, corporations or organizations.

ARTICLE XVI
Investment of Funds

Section 1. Any investment of funds (CD's, bonds, etc.) must be brought to the Post Executive Committee for approval, who in turn must present said proposal to the general membership for approval.

ARTICLE XVII
Amendments

Section 1. These By-Laws may be amended at any Post General Membership Meeting by a simple majority vote of the members of said Post attending such meeting, provided, however, that the proposed amendment shall have been submitted in writing and was read at the meeting preceding such Post General Membership Meeting, and provided further that written notice shall have been given to all Post members at least ten (10) days in advance of the meeting date on which said amendment is to be voted upon. Such notice shall inform said membership that proposal to amend the By-Laws is to be voted upon. Notice required under this Section may be made through the Post Newsletter if such publication date meets the notification time requirements.

Revised, Amended and Recommended for Adoption by Post 318
Membership by Executive Committee as of 27th day of January, 2021.

Attest to Adoption by Post 318 Membership as of the 14th day of
April, 2021.

// *Daniel F. Wolfangel* _____
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