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# **BYLAWS**

## **ARTICLE I ORGANIZATION**

Section 1. The Department of Oregon shall be divided into the same Districts as the American Legion.

## **ARTICLE II ELECTION OF OFFICERS**

Section 1. The election of the following officers shall be by secret ballot: Department President, Department Vice President, District Presidents, District Vice Presidents, National Executive Committee person, and Alternate National Executive Committee person. A majority of the votes cast shall be necessary to elect. When there is but one (1) candidate for an office, the nominee may be elected by voice vote.

Section 2. There shall be a Department Secretary, Department Treasurer, Department Chaplain, Department Historian, Department Parliamentarian, Department Sgt-at-Arms, and Department Assistant Sgt-at-Arms, to be nominated by the Department President and confirmed by the Department Executive Committee at the Post-Convention Department Executive Committee.

Section 3. The District Presidents and Vice Presidents shall be nominated in their respective District caucuses and elected at convention.

Section 4. All Department officers, members of the Department Executive Committee shall be in good standing in their Units.

Section 5. Department officers must maintain their primary residency within the state of Oregon.

## **ARTICLE III DUTIES OF OFFICERS**

Section 1. Department President: It shall be the duty of the Department President to preside at all sessions of the Department Convention and the Department Executive Committee; to appoint members of all Department Committees; to appoint other committees as they deem advisable to further the mission of the organization; and to appoint officials not otherwise provided for in these Bylaws, all subject to confirmation by the Department Executive Committee. The Department President shall serve as an ex-officio member of all committees and shall perform other duties as usually incident to the office.

Section 2. In the event the Department President becomes incapacitated or is otherwise unable to discharge the duties of the Department President, the Department Executive Committee may declare the position vacant.

In the event there is a vacancy in the office of Department President, the Department Vice President shall become the President and shall assume the duties and authority of the office. In the event the Department Vice President has assumed the office of the Department President for a period of less than six (6) months, they may run for a succeeding full term as Department President.

Section 3. Department Vice President: It shall be the duty of the Department Vice President to be the presiding officer at a meeting of the organization in the absence of the Department President. The Department Vice President shall assume such other duties as assigned by the Department President.

In the event the Department Vice President thus assumes the office of Department President, the Department Executive Committee shall fill the office of Department Vice President. If this term is less than six (6) months, the person so named is eligible to election by regular process to the office of Department Vice President.

Section 4. In the absence of both the Department President and Department Vice President, a chairman pro tempore shall be elected by the Department Executive Committee.

Section 5. It shall be the duty of the Department Secretary to ensure the proceedings of the organization in Convention assembled, and of the Department Executive Committee are recorded, to keep all records of the organization, and to perform other duties as assigned. It is the specific

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responsibility of the Department Secretary as a corporate officer to maintain constant and continuous control of all trademarks, trade names, patents, and copyrights of the American Legion Auxiliary, including but not limited to, on the recommendation of Counsel General, the hiring and engagement of competent outside legal counsel and others needed to protect the trade names and trademarks.

Section 6. Department Treasurer: It shall be the duty of the Department Treasurer to serve as custodian of the funds of the Department organization to account for same, to sign all checks in dispersing the funds of the organization and shall perform other duties as assigned. The Treasurer shall be the Chair of the Finance Committee. In the absence of or in addition to the Department Treasurer, the Department Secretary, the Department President, or Department Officer as appointed by the Department President and confirmed by the Department Executive Committee shall be authorized to sign checks according to policy.

Section 7. Department Historian: It shall be the duty of the Department Historian to complete a historical record of the administrative year and to maintain and update the historical records of the Department organization through the process provided in the Standing Rules and shall perform other duties as assigned.

Section 8. Department Chaplain: It shall be the duty of the Department Chaplain to offer prayer and to perform such divine and nonsectarian services as may be necessary, adhering to such ceremonial rituals as may be recommended by the department President or the Department Executive Committee, and shall perform other duties as assigned.

Section 9. Department Parliamentarian: Shall be familiar with all documents governing the management of the Department and provide assistance to the Department President and to all Department Officers and Chairmen in the administration of their duties. When requested, offer advice to Units and Districts in resolving parliamentary issues. To preserve impartiality, the Parliamentarian may not be a member of any other committee that may bring resolutions or issues to the floor of official meetings.

#### **ARTICLE IV DEPARTMENT EXECUTIVE COMMITTEE**

Section 1. Role: The Department Executive Committee shall serve as the governing body of the organization with fiduciary, policy, and strategic responsibility for the organization between Department Conventions. It shall be the duty of the Department Executive Committee, as corporate directors for the American Legion Auxiliary, to ensure that the organization has adequate resources to fulfill its mission. The Department Executive Committee is responsible for the organization's adherence to legal standards and ethical norms.

Section 2. Authority: The Department Executive Committee shall adopt the annual budget for the Department Organization; adopt policies and standing rules, unless otherwise noted in the Department Constitution, these Bylaws or Standing Rules, strategic plans and agreements, and memorandums of understanding; review financial statements and accept the department annual audit and ratify committees. Confirm committee and other department appointments and confirm the appointment of officials not otherwise provided for in these Bylaws; levy assessments as needed; ratify the cancellation of charters; receive for filing reports from department subsidiary organizations; and other duties and responsibilities that are the normal function of a corporate board of directors.

Any intermediate governing body established by Department Convention action shall be subordinate to the Department Executive American Legion Auxiliary Department Constitution, Bylaws, and Standing Rules Committee and shall report to, be accountable to, and its actions ratified by the Department Executive Committee.

All questions affecting the election, eligibility, conduct, and capacity of Department Officers shall be referred to and determined by the Department Executive Committee. The Department Executive Committee shall be responsible for establishing the process and procedure for making the determination that a Department Officer or a department committee member serving a single- or multiple-year term is incompetent, incapacitated, or otherwise unable to discharge the duties of the department office.

Section 3. Duty: It shall be the duty of each Department Executive Committee person to fulfill the responsibilities of the Department Executive Committee, and to articulate the organization's mission, accomplishments, and goals to the public and to her Department.

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Section 4. Meetings: The Department Executive Committee shall meet as provided in the Standing Rules. Special meetings may be held upon reasonable notice at the call of the Department President. The Department President shall call a meeting of the Department Executive Committee upon written request of not less than five (5) members.

Section 5. Electronic Voting: Between Department Executive Committee meetings, the Department President may bring motions before the Department Executive Committee for action through email, telephone conference calls, or alternative methods that will allow discussion and voting.

Section 6. Quorum: A majority of the voting Department Executive Committee members shall constitute a quorum of the Department Executive Committee.

## **ARTICLE V COMMITTEES**

Section 1. Pursuant to the Article on Duties of Officers, the Department President may appoint committees as deemed advisable to further the mission of the organization, subject to ratification by the Department Executive Committee. When a vacancy occurs on a committee, the Department President shall appoint a member to serve the remainder of the unexpired term, all subject to confirmation by the Department Executive Committee.

Section 2. There shall be the following core Department Standing Committees: Veterans Affairs and Rehabilitation, Children and Youth, Americanism, National Security, Membership, Constitution & Bylaws, Finance, Audit, Administrative, and such other mission and member/organizational support committees as provided in the Standing Rules.

Section 3. The composition, terms, and purpose of the Department Standing Committees and Department Committees shall be as provided in the Standing Rules. Amendments to the composition, terms, or purpose of such department committees may be determined only by a two-thirds vote of the Department Convention delegates.

## **ARTICLE VI SUBSIDIARY ORGANIZATIONS**

Section 1. A separately incorporated American Legion Auxiliary subsidiary organization shall conform and comply with all legal and organizational requirements of the Department Organization to ensure that the required constant and continuous control of all trademarks and trade name law is satisfied.

All subsidiary organizations of the American Legion Auxiliary shall be subject to regulation by the United States trademark laws and by action of the American Legion Auxiliary Department Convention or the American Legion Auxiliary Department Executive Committee. At a minimum, each subsidiary organization must comply with the regulations provided in the Standing Rules.

## **ARTICLE VII DEPARTMENT ORGANIZATION**

Section 1. Departments shall be chartered by the National Executive Committee and shall be comprised of the Units within their respective areas. A minimum of five hundred (500) adult members shall be required to issue a Department charter. Each Department charter shall be signed by the National President and the National Secretary.

Section 2. Each Department shall have the following department officers: Department President, Department Vice President(s), Department Secretary, Department Treasurer, National Executive Committee person, and may have a Chaplain, Historian, and such other officers as the governing documents of the Department may prescribe.

Section 3. Departments shall have authority to create intermediate bodies between the Units and Department to act as a liaison between such organizations and for the purpose of promoting the programs of the American Legion Auxiliary. An intermediate body shall be administratively subject to the Department and totally under Department jurisdiction. Department Executive Committees shall have the authority to set forth responsibilities and limits of all intermediate bodies. In no event shall these

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responsibilities established by the Department Executive Committee usurp the prerogatives of the National Organization, Departments, and Units.

Section 4. All persons handling funds of the Department shall be bonded by a reputable, solvent bonding and surety company; or shall be covered by fidelity-crime insurance in an adequate amount as determined by the Department Audit Committee, Department Finance Committee, and/or Department Executive Committee.

## **ARTICLE VIII UNIT ORGANIZATION**

Section 1. Those who desire to form a Unit shall apply to the Post to which it will attach and the Department in which it resides. Upon receipt of a properly executed charter application from the Department, the Unit charter shall be signed by the National President and National Secretary.

Section 2. The minimum membership of a Chartering Unit shall be ten (10) Senior members.

Section 3. A Unit shall be given the name, location, and number of The American Legion Post to which it is attached.

Section 4. The qualifications and process for an existing Unit in good standing shall be as provided in the Standing Rules.

Section 5. Each Unit of the American Legion Auxiliary shall be responsible for verifying eligibility and deciding its membership, subject to the restrictions of the national governing documents. No person who is a member of an organization which has for its aim the overthrow of the United States Government or who subscribes to the principles of any group opposed to our form of government shall be eligible to become or remain a member of the American Legion Auxiliary.

## **ARTICLE IX FINANCE**

Section 1. The revenue of the American Legion Auxiliary shall be derived from annual membership dues in a per capita amount established by the Department Convention delegates, and from such other sources as may be approved by the Department Executive Committee. Modification to the Department per capita dues for members shall require a two-thirds vote in the affirmative by the Department Convention delegates. Dues shall be payable in amounts as provided in the Standing Rules. A member's status is dependent upon timely payment of dues as provided in the Standing Rules.

Section 2. The fiduciary responsibility of the Department Executive Committee shall include adoption of the Department Organization's budget, and review and acceptance of financial reports and the annual audit.

Section 3. The Department Organization shall ensure that all persons handling funds of the Department Organization shall be bonded by a reputable, solvent bonding and surety company, or shall be covered by fidelity/crime insurance in an adequate amount approved by the Department Secretary and Department Treasurer and reported to the Department Audit Committee.

Section 4. There shall be no salaried officers. Necessary expenses incurred by department officers, Department Executive Committee, and chairmen of department committees in the exercise of their duties to the American Legion Auxiliary may be paid from the department treasury when authorized by the department budget or authorized by the Department President and confirmed by the Department Executive Committee.

## **ARTICLE X SUSPENSION, CANCELLATION AND REVOCATION OF CHARTERS**

Section 1. All charters granted by the American Legion Auxiliary are hereby ratified and confirmed.

### **Unit Charters**

Section 1. The Department Executive Committee may suspend, cancel, or revoke Unit charters for good cause.

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Section 2. Any Unit that a) fails to meet the obligations imposed upon it by the governing documents, policies, or requirements of the National Organization or Department, or b) ceases to function as an American Legion Auxiliary Unit from one Department Convention to the next, shall surrender its charter at the direction of the Department President. When a Unit so directed to surrender its charter fails to do so, the Department Executive Committee may take immediate steps to revoke the charter.

Section 3. An American Legion Auxiliary Unit whose charter has been suspended, cancelled, or revoked by the Department may appeal the decision of the Department Executive Committee and to the National Executive Committee.

Section 4. Upon suspension of an American Legion Auxiliary Unit charter, the Department Executive Committee is authorized, empowered, and directed, by and through its duly authorized agents, to take possession, custody and control of all records, assets, property, and belongings of the Unit and to provide for the governance and administration of the Unit during said suspension.

Section 5. With regard to suspensions, cancellations, and revocations of Unit charters, in no event shall the Department organization be required to assume any financial obligation with regard to records, assets, property, and belongings.

Section 6. Cancellation of a Unit charter shall be in order when two (2) or more Units merge, when a Unit ceases to function, or under such other conditions as might make such action necessary within a Department. In the event a Unit charter is canceled or revoked without the consent of such Unit, it shall have the right of appeal to the National Executive Committee as provided in the Standing Rules.

Section 7. The National Executive Committee may prescribe rules of procedures to be followed in the revocation, suspension, or cancellation of Unit charters, with full power from time to time to revise or amend such rules, provided, however, that until such rules have been adopted the procedure now in existence shall be applicable. All rules and procedures shall be in accordance with the principles of due process of law.

## **ARTICLE XI PARLIAMENTARY AUTHORITY**

Section 1. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern this organization in all cases in which they are applicable and in which they are not inconsistent with applicable state statutes, the National Constitution and Bylaws, Standing and Special Rules.

## **ARTICLE XII AMENDMENTS**

Section 1. The Bylaws may be amended at any Department Convention by a two-thirds vote of the Department Convention delegates, provided the proposed amendments shall have been submitted through the Department Headquarters to the units and to members of the Department Executive Committee by distributing same to them at least thirty (30) days prior to the convening of the next Department Convention; and provided further that all proposed amendments shall be read at a regular meeting of the Department Convention. Units shall be responsible for distributing the proposed amendments to their delegates to the Department Convention.

Section 2. Amendments proposed after distribution by the Department Headquarters may be adopted by a two-thirds vote of the Department Convention delegates, provided they have been read at one meeting of the session prior to taking the vote.

Section 3. An amendment not having been previously read or distributed may be adopted by the unanimous vote of the Department Convention delegates.

## **ARTICLE XIII AUTHORITY**

The authority under which all Departments, Units, subsidiaries, intermediate bodies, and affiliated entities of the American Legion Auxiliary shall function is vested in this Department Constitution & Bylaws and such Standing Rules as have been duly adopted. Any provision of any Department or Unit Constitution or Bylaws, any subsidiary, intermediate body, or affiliated entity's bylaws, or any regulation of any

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Department, Unit, subsidiary, intermediate body, or affiliated entity in conflict with the foregoing authority shall be void.