

**CONSTITUTION OF H. U. WOOD POST #245  
AMERICAN LEGION, DEPARTMENT OF TEXAS  
SEGUIN, GUADALUPE COUNTY, TEXAS**

**PREAMBLE**

For God and Country, we associate ourselves together for the following purposes: To uphold and defend the Constitution of the United States of American; 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**

SECTION 1. The name of this organization shall be H.U. Wood Post No. 245, The American Legion, Department of Texas.

**ARTICLE II – PURPOSE**

SECTION 1. The Objects and purposes of this Post shall be to promote the principles and polices as set forth in the forgoing Preamble, and the National and Department Constitution of the American Legion.

**ARTICLE III - NATURE**

SECTION 1. This Post is a civilian organization and membership therein does not affect or increase liability for military or police service.

SECTION 2. This organization shall be absolutely nonpolitical and shall not be used for the dissemination of partisan principles, nor for the promoting or retarding of the candidacy of any person seeking public office or preferment.

SECTION 3. Rank does not exist in The American Legion; no member shall be addressed by his/her military or naval title in any meeting of this Post.

**ARTICLE IV – ELIGIBILITY AND MEMBERSHIP**

SECTION 1. An individual is eligible for membership in The American Legion only if the individual – (1) has served in the Armed Forces of (A) the United States at any time during – (i) the period of April 6, 1917, through November 11, 1918; or (ii) any time after December 7, 1941; or (B) a government associated with the United States Government during a period or time referred to in subsection (A) of this section and was a citizen of the United States when the individual entered that service; and (2) was honorably discharged or separated from that service or continues to serve honorably during or after that period or time; provided, however, that such service shall have been terminated by honorable discharge or honorable separation, or continued honorably during or after any of said periods; provided, further, that no person shall be entitled to

membership who, being in such service during any of said periods, refused on conscientious, political or other grounds to subject themselves to military discipline or unqualified service.

SECTION 2. There shall be no form or class of membership except active membership. Membership shall be only through a Post, and dues shall be paid annually or for life.

SECTION 3. Application for membership shall be made in writing under such regulations as may from time to time be prescribed by the Post Executive Committee.

SECTION 4. All applications for membership and transfers into this Post shall be acted upon at the next Post General Membership Meeting following the making of such application or transfer, and shall at such meeting be accepted, rejected or referred for further investigation and consideration. If a majority of the members present at the Post General Membership Meeting cast their vote against the acceptance of such application, then such application shall be recorded as rejected.

SECTION 5. No person may be a member at any one time of more than one Post in The American Legion.

SECTION 6. No person who has been expelled by a Post shall be admitted to membership in another Post without the consent of the expelling Post, except that where such consent has been denied by such Post, he may then appeal to the Executive Committee of the department of the expelling Post for permission to be admitted to membership in another Post, and shall be ineligible for membership until such permission is granted.

SECTION 7. Each Post shall be the judge of its own membership, subject only to the restrictions of the National and Department Constitution and By-Laws.

SECTION 8. Transfers. Any member in good standing, to include members of Headquarters Post 345, moving or transferring to a Post near their home shall be transferred using The American Legion Member Data Form, completed by the new Post, without additional payment of dues. The new Post shall be the judge of its own membership in accordance with Article III, Section 5, Department of Texas Constitution and By-Laws. Dues already paid shall remain with the original Post and the transfer shall be completed upon issue of a new membership card.

SECTION 9. A member of this Post may only be disciplined in accordance with the Department Uniform Code of Procedure for Disciplinary Actions.

SECTION 10. If a member is expelled in a disciplinary proceeding, his/her membership is suspended until his/her final appeal is heard and a decision is rendered, and if he/she is expelled by the decision, he/she shall not be eligible for membership in this Post for one year from the date of expulsion, and then only in the event his/her application for reinstatement is approved in the manner in which memberships are approved by this Post.

SECTION 11. Members found to be ineligible. If a Post determines one of its members is not eligible for membership, the Post shall notify the Department Adjutant at once in writing so that his name can be forwarded to the National Headquarters for removal from the membership rolls. It shall be presumed that a member who will not furnish proof of eligibility with 30 days of a written request, certified mail, return receipt requested is not eligible for membership in The American Legion

## **ARTICLE V - OFFICERS**

SECTION 1. The administrative affairs of this Post of the American Legion shall, except as may be otherwise provided by the Bylaws, be under the supervision of an Executive Committee, which shall consist of two (2) members in addition to the Officers of the Post. The term of office of members of the Executive Committee shall be for one (1) year. This Post, by its Bylaws, may provide for such other standing committees as the business of the organization may require.

SECTION 2. The officers of this Post shall be a Commander, a First Vice-Commander, a Second Vice-Commander, an Adjutant, a Finance Officer, a Judge Advocate, a Post Historian, a Post Chaplain, a Sergeant-at-Arms, a Service Officer, and such other officers as may be deemed necessary by this organization.

SECTION 3. A Nominating committee shall be appointed by the Executive Committee, who shall report their nominations to the regular monthly meeting next preceding the annual election of officers. Nominations may also be made from the floor at such meeting, and again at the meeting for the annual election.

SECTION 4. All Officers and Executive Committeemen shall be elected annually, by majority vote on written ballots, at a Post Meeting held not less than fifteen (15) days prior to the Department Convention, and shall be installed not later than the first regular Post meeting in August following their election. Only those members holding current calendar year membership cards shall have the privilege of vote in the election. They shall hold office until their successors are duly installed or as otherwise provided. Any Officer or Executive Committeeman may be removed for cause by the Executive Committee, a two-thirds (2/3) vote of said Committee being necessary to effect such removal. The membership shall be entitled to be present at the Post Executive Committee meeting without voice or vote. The decision of the Post Executive Committee shall be subject to the approval or reversal by the Post membership at the next regular Post meeting where a quorum is present.

SECTION 5. The duties of Officers and the Executive Committeemen shall be those usually appertaining to such Officers or Committeemen and as further provided in the Bylaws.

SECTION 6. Officers and Executive Committeemen are expected to attend the regular meetings of the Post and Executive Committee. Failure of any Officer or executive Committeeman to attend three (3) successive meetings, without reasonable cause having been furnished the Adjutant or Commander, shall be cause for forfeiture of said office. The Executive Committee shall decide when an Officer's failure to attend three (3) successive regular business meetings, without reasonable cause having been furnished the Adjutant or Commander, shall be cause for forfeiture of said office. The Executive Committee shall decide, when an Officer by his failure to attend three (3) successive business meeting has forfeited his right to continue in office, when or whether to declare such office vacant, and when to order an election to fill the vacancy.

SECTION 7. In case of vacancy in any office for any cause, the said vacancy shall be filled at any regular meeting provided at least fifteen (15) days notice of such election has been given to the members.

## **ARTICLE VI – FINANCE**

SECTION 1. The revenue of this Post shall be derived from annual membership dues and from such other sources as may be approved by the Executive Committee and sanctioned by the Post.

SECTION 2. The amount of membership annual dues shall be fixed and determined by this Post.

SECTION 3. The Post shall pay to Department Headquarters the National and Department annual membership dues not less than thirty (30) days from receipt thereof for every member of the Post.

## **ARTICLE VII - CHARTER MEMBERS**

SECTION 1. Members who joined this Post at its original organization and inception shall be known as charter members.

## **ARTICLE VIII - AMERICAN LEGION AUXILIARY**

SECTION 1. This post recognizes an auxiliary organization to be known as the Auxiliary Unit of H. U. Wood Post No 245, The American Legion.

SECTION 2. Membership in the Auxiliary shall be prescribed by the National and Department of Texas Constitutions and Bylaws of the American Legion.

## **ARTICLE IX - AMENDMENTS**

SECTION 1. This Constitution is adopted subject to the provisions of the National Constitution of the American Legion and of the Constitution of the American Legion, Department of Texas. Any amendment to said National Constitution of Department Constitution which is in conflict with any provision hereof shall be regarded as automatically repealing or modifying the provisions of this Constitution to the extent of such conflict.

SECTION 2. This Constitution may be amended at any regular Post meeting by a vote of two-thirds (2/3) of the members of said Post attending such regular meeting; provided that the proposed amendment shall have been submitted in writing to the Executive Committee in session and approved by it: or if rejected, in whole or in part, it may be taken to a regular Post meeting on a minority report; and provided that the proposed amendment shall have been submitted in writing and read at the next preceding regular meeting of said post; and provided further, that written notice shall have been given to all members at least fifteen (15) days in advance of the date when such amendment is to be voted upon, notifying said members that at such meeting a proposal to amend the Constitution is to be voted upon.

SECTION 3. Anything not covered by this Constitution shall be governed by the Constitution of the Department of Texas.

## **ARTICLE X - REAL PROPERTY**

SECTION 1. Real property owned by the Post may be sold" leased, or otherwise disposed of, where control of said property is involved, (after first complying with the Department and National Constitution and following the procedures provided by the Department Adjutant), at any regular meeting by a vote of two-thirds (2/3) of the Post members attending a regular meeting,

provided that the proposal shall have been submitted in writing, after approval by a majority of the Executive Committee, and read at the preceding regular meeting of the Post, and provided further that notice shall have been given all members by mail at least fifteen (15) days in advance of the date when such proposal is to be voted upon and that notice is given in the local press and radio and that it is posted, on the Post bulletin board in the same time limits prior to the actual voting on the proposal.

SECTION 2. No real estate owned by this Post will be sold or used as collateral for a loan without the approval of the Department Executive Committee or where time is of essence, the Department Commander, who shall report said action to the next Department Executive Committee meeting.

SECTION 3. Any Post whose real estate becomes encumbered with a lien will notify the Department Adjutant within 7 days of receiving notice of the lien.

SECTION 4. Upon purchasing real estate the Post will notify the Department of Texas.

## **ARTICLE XI – PROGRAMS**

SECTION 1. This Post may sponsor a Sons of The American Legion Squadron. Such Squadron, once formed, shall be subject to the rules, regulations and supervision of Post 245 as may be promulgated by the Post Executive Committee and ratified by the Post Membership, and which shall not be in conflict with the rules and regulations set up for the Sons of The American Legion by the National Executive Committee, The American Legion.

SECTION 2. Said SAL Squadron 245 may adopt its own Constitution and By-Laws, subject to approval of same by the Post Executive Committee. Until SAL Squadron 245 adopts its own Constitution and By-Laws, it shall be governed by this Post rules and regulations, and by the recommended Constitution and By-Laws of a SAL Squadron as has been approved by the Department Executive Committee, The American Legion, Department of Texas.

SECTION 3. Once created, this Post may cease its sponsorship of SAL Squadron 245 for good cause, such as failure to maintain a minimum membership of at least ten (10) members, failure to function, participating in activities illegal, immoral or opposed to our form of Government and the American way of life, and in the discretion of the Post Executive Committee, subject to ratification by the Post membership.

SECTION 4. This Post may sponsor a Legion Riders Chapter. Such Chapter, once formed, shall be subject to the rules, regulations and supervision of this Post as may be promulgated by the Post Executive Committee and ratified by the Post Membership.

SECTION 5. Said Legion Riders Chapter 245 may adopt its own Constitution and By-Laws, subject to approval of same by the Post Executive Committee. Until Legion Riders Chapter 245 adopts its own Constitution and By-Laws, it shall be governed by Post 245 rules and regulations.

SECTION 6. Once created, this Post may cease its sponsorship of Legion Riders Chapter 245 for good cause, such as failure to maintain a minimum membership of at least ten (10) members, failure to function, participating in illegal, immoral or opposed to our form of Government and the American way of life, and in the discretion of the Post Executive Committee, subject to ratification by the Post membership.

SECTION 7. The Director of the Legion Riders Chapter must be a member of this Post.

## **ARTICLE XII – SOCIAL MEDIA AND THE INTERNET**

SECTION 1. Social Media Guidelines. All members of this post and all participants in the programs of this post are required to adhere to the Social Media Guidelines promulgated by the Department of Texas.

SECTION 2. Ownership of Domain Names and Social Media Accounts. Applicants for social media accounts and registrants of domain names for this post or its programs are serving as agents of this post and ownership of these account and domain names are vested in the post. Applicants or registrants should obtain approval from the Post Executive Committee to establish a domain name or social media account. Applicants or registrants shall, upon demand, transfer the account or domain name to another individual designated by the Post Executive Committee.

**BYLAWS OF H.U. WOOD POST NO. 245  
AMERICAN LEGION, DEPARTMENT OF TEXAS  
SEGUIN, GUADALUPE COUNTY, TEXAS**

**ARTICLE I – NAME**

SECTION 1. The Post existing under these Bylaws is to be known as H. U. Wood Post No. 245, The American Legion, Department of Texas.

SECTION 2. The objects of this Post are as set forth in the Constitution.

**ARTICLE II - MANAGEMENT**

SECTION 1. The government and management of the Post is entrusted to an Executive Committee. which shall consist of two (2) members in addition to the officers of the Post, and together with the other officers of this Post shall be elected annually as provided in Article V, Section 4 of this Constitution and it shall take office immediately upon installation.

SECTION 2. The Post Executive Committee shall meet for organization and such other business as may come before it at the call of the Post Commander within ten (10) days after the installation of the new officers. Thereafter, the Post Executive Committee shall meet at the call of the Commander at least once a month as said Commander may deem necessary. The Commander shall call a meeting of the Post Executive Committee upon the joint written request of three (3) or more members of the Post Executive Committee. A majority of the members of the Committee shall constitute a quorum thereof.

SECTION 3. The Post Executive Committee shall hire such employees as may be necessary; shall authorize and approve all expenditures; shall require adequate bonds from all persons having custody of Post Funds; shall cause all funds to be placed in the hands of the Finance Officer for deposit and accounting purposes; shall hear the reports of Post Committee Chairman, and generally, shall have charge of and be responsible for the management of the affairs of this Post. At the end of each fiscal year, an audit committee shall be appointed with the Judge Advocate as Chairman to conduct a complete audit of Post records before turning them over to the new Finance Officer. Except for hiring and firing of employees, all actions of the Post Executive Committee shall be submitted for approval to the membership at the next regular membership meeting. The Bingo Committee shall be responsible for the hiring of bingo workers.

**ARTICLE III - DUTIES OF OFFICERS**

SECTION 1. DUTIES OF COMMANDER. It shall be the duty of the Post Commander to preside at all meetings of the Post and to have general supervision over the business and affairs of the Post, and such Officer shall be the Chief Executive Officer of the Post. He/she shall approve all orders directing the disbursement of funds and shall make an annual report covering the business of the Post for the year, and recommendations for the ensuing year, which shall be read at the annual meeting in June and a copy thereof immediately forwarded to the Department Adjutant. He/she shall see that this Constitution and Bylaws are observed. He/she shall perform such other duties as are directed by the Post.

**SECTION 2. DUTIES OF FIRST VICE COMMANDER.** The First Vice Commander shall assume and discharge the duties of the office of Commander in the absence or disability of, or when called upon by the Post Commander. The First Vice Commander also has the duty of Membership Chairman, and shall serve as ex-officio member of the Bingo Committee.

**SECTION 3. DUTIES OF SECOND VICE COMMANDER.** The Second Vice Commander shall assume and discharge the duties of the office of Commander in the absence or disability of the Commander and First Vice Commander, or when called upon by the Post Commander. The Second Vice Commander has the duty of Program Chairman for all Post Meetings, and shall serve as ex-officio member of the Finance Committee.

**SECTION 4. DUTIES OF THE POST ADJUTANT.** The Adjutant shall have charge of and keep full and correct records of all proceedings of all meeting, keep such records as the Department and National Organizations may require, issue membership cards, handle certificates of transfer, render reports of membership annually or when called upon at a meeting, and under direction of the Commander, handle all correspondence of the Post. He/she shall comply with Article V, Section 5, Department Constitution.

**SECTION 5. DUTIES OF THE FINANCE OFFICER.** The Finance Officer of the Post shall have charge of all finances and see that they are safely deposited in some local bank or banks and shall report once a month to the Executive Committee and the Post, in writing, the condition of the finances of the Post, with such recommendations as he may deem expedient or necessary for raising funds with which to carry on the activities of the Post. He/she shall sign all checks disbursing the moneys of the Post and authorized by the Executive Committee of the Post. The Post shall furnish such surety bond in such sum as shall be fixed by the Executive Committee. The Finance Officer shall be an ex-officio member (without vote) of the Finance Committee.

**SECTION 6. DUTIES OF THE JUDGE ADVOCATE.** The Judge Advocate shall supply professional advice in the conduct of the Post's business, or advise on procuring proper counsel. He/she shall be Chairman of any committee concerning the Constitution or Bylaws revision. He/she shall be in charge of the annual audit of the Post financial accounts as set out in Section 3. Article II, of these Bylaws. He/she shall be responsible for the orderly conduct of disciplinary procedures.

**SECTION 7. DUTIES OF THE POST HISTORIAN.** The Historian shall be charged with the individual records and incidents of the Post and Post members, shall perform such other duties as may properly pertain to the office as may be determined by the Post or Executive Committee.

**SECTION 8. DUTIES OF POST CHAPLAIN.** The Chaplain shall be charged with the spiritual welfare of the Post comrades and will offer divine, but non-sectarian, service in the event of dedications, funerals, public functions, etc., adhere to such ceremonial rituals as are recommended by the National or Department Headquarters, and needs of this Post.

**SECTION 9. DUTIES OF SERGEANT-AT-ARMS.** The Sergeant-at-Arms shall preserve order at all times and all meetings, and shall perform such other duties as may be from time to time assigned to him/her by the Commander or Executive Committee. He/she shall have charge of the Post Colors, and shall not display or permit them to be displayed without specific authority of the Post Commander.



SECTION 10. DUTIES OF SERVICE OFFICER. He/she shall comply with the Service Officer's Manual and Post Handbook of the American Legion, and recommendations of National and Department Headquarters, and needs of this Post.

#### **ARTICLE IV – DELEGATES**

SECTION 1. Delegates and alternates to a Department, Division or District Convention shall be elected by written ballot by the Post at a regular meeting of the Post to be held not less than fifteen (15) days prior to the date of such convention. However, the Post, by two-thirds (2/3) vote of members present may authorize the Commander to appoint said delegates. The Post Commander shall, immediately upon their election or appointment, designate the Chairman.

SECTION 2. The delegates at convention shall cast their votes using the “pro-rata vote” rule such that each delegate present shall have the right to cast a pro-rata share of the entire delegate vote, i.e. if a Post has 20 delegates elected or appointed, and only 10 delegates are present on the convention floor, the each 10 delegates would be entitled to cast 2 votes in any manner that they choose.

SECTION 3. The chairman of the delegation shall cast the entire vote on any convention matter as follows, the delegate chairman shall poll the delegates present and shall cast the total delegate vote, reflecting the vote of each delegate present.

#### **ARTICLE V - DUES AND FISCAL YEAR**

SECTION 1. Annual dues shall be prescribed by the Post and shall be payable on or before October 20<sup>th</sup> of each year for the succeeding calendar year. Following the calendar year, a member becomes delinquent for nonpayment of dues by January 1<sup>st</sup>, and if he/she continues delinquent, he/she loses all privileges by February 1<sup>st</sup>, and his/her membership is forfeited on June 30<sup>th</sup>, if still delinquent. A member so suspended or whose membership has been 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 reinstatement occurs.

SECTION 2. The fiscal year shall end with the installation of the newly elected officers, and the new fiscal year shall begin as the new officers assume their duties.

SECTION 3. The newly elected officers shall be installed at a regular or special meeting, as may be designated by the Executive Committee, as soon as practicable after the annual election, not later than the first regular post meeting in October following their election, and according to Article V, Section 4 of this Constitution.

SECTION 4. The Chairman of the membership committee may recommend to the Executive Committee the names of members whose dues shall be paid by the Post with reasons for such recommendation. The Executive Committee shall have the power to approve or reject such recommendations except new members and transfers.

#### **ARTICLE VI - POST COMMITTEES APPOINTMENTS**

SECTION 1. The Post Commander, immediately upon taking office each year, shall appoint such standing Committees as the Post Commander deems necessary for the efficient operation of the Post, such as those listed in the Post Officers Guide; the Post Commander shall also appoint such other committees as the Post Commander finds to be necessary from time to time. All of

such committees shall consist of members and the chairman thereof as shall be designated by the Post Commander, except Finance, as designed below.

SECTION 2. The duties and functions of the respective Post Committees shall be in accordance with the current Post Officers Guide of the American Legion and with the recommendations of National and Department Headquarters.

SECTION 3. The Standing Committees of this Post shall be: Membership, House, Finance, Publicity, Service, Visiting, Americanism, and Bingo.

SECTION 4. There shall be a three member Finance Committee, to be elected by the membership at the first regular meeting following the installation of officers each year, and the members shall serve a three year term. The initial election shall be for all three members; one to service a three-year term, one to serve a two-year term, and one to serve a one-year term. The following and subsequent years, elections shall be for one member to serve a three-year term. Any vacancy will be covered under Article V, Section 7 of the Constitution. Expenditures associated with normal business operations (i.e., bar supplies, bingo supplies, repairs to building, and equipment necessary to protect the health and safety of members and guests) shall be authorized by the Commander through the Bar Manager, Bingo Manager, Adjutant, or Finance Officer up to one thousand dollars (\$1000.00). Expenditure requests exceeding \$1000.00 shall be submitted in writing to the Executive Committee. If approved by said Executive Committee, the request shall be submitted to the Finance Committee. If approved by said Finance Committee the final approval shall be by a simple majority vote of the members at the next meeting. If rejected by either the Executive Committee or The Finance Committee, the request shall not be granted unless it is brought to the members at the next regular meeting as a minority report, submitted in writing, and read at the preceding meeting of said Post, and provided, further, that written notice shall have been given to all members at least five (5) days in advance of the date when such proposal is to be voted upon, notifying all said members that at such meeting a proposal for said expenditure to be voted on. It shall require a two-thirds (2/3) vote of members present at the regular meeting for the expenditure to be granted. The Post Finance Officer shall be an ex-officio member, without vote, of the Finance Committee, to provide information concerning post finances to the Committee. The Second Vice Commander shall be an ex-officio member, without vote, of the Finance Committee.

## **ARTICLE VII –RESOLUTIONS**

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

## **ARTICLE VIII – MEETINGS**

SECTION 1. The regular and special meetings of the Post shall be held at the premises of the Post on the first Thursday of each month, or as otherwise designated by the Post Commander, at which place may be transacted such business as may properly be brought up for action, approve the minutes of the previous meeting and minutes of the Post Executive Committee meetings. Procedure at regular meeting shall comply with the current Manual of Ceremonies.

SECTION 2. The regular business meeting of the Post shall be determined by the Post. Other business or social meetings may be held, as directed by the Commander and the Executive Committee.

SECTION 3. The Post Commander or a majority of the Executive Committee shall have the power to call a special meeting of the Post at any time.

SECTION 4. Upon the written request by a signed petition of not less than six (6) of the members in good standing of this Post delivered to the Commander, requesting a special meeting within not less than seven (7) days, nor more than fourteen (14) days after receipt of said petition. In the petition shall be stated the purpose for which the meeting is requested, and matters not pertaining to said purpose for the meeting shall not be considered at such meeting. In notices given to the membership of said meeting, the subject matter to be discussed shall be stated. In the notice of the call for any special meeting called by the Commander or a majority of the Executive Committee under the provisions of Section 3 of this Article VIII, said notice shall contain the subject matter to be discussed at the called meeting, and the said meeting shall not discuss other matters not related to said notice.

SECTION 5. At least 10 members in good standing shall constitute a quorum at any regular or special meeting of the Post.

SECTION 6. In the event a public emergency or natural disaster makes the holding of an in-person meeting unlawful or impossible, the post may conduct its meeting by electronic or other remote access means as reasonably necessary for the duration of the emergency or disaster.

- a. The post shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain as much as possible accessibility for all members, including those with disabilities and those who lack the access to sophisticated technology.
- b. Any action that could be taken at an in-person meeting, including amendment of the constitution and by-laws, may also be taken at a virtual meeting held pursuant to this provision.
- c. Any action taken at any such virtual meeting shall be ratified at the first regular in-person post meeting.
- d. During a virtual meeting, the post adjutant shall ensure that all participants are members in good standing and that a quorum is present.
- e. The post commander shall determine the need for a virtual meeting.
- f. If there is a vote, the Adjutant must make a record of the vote and ensure that every voter is sufficiently identified and a member of the Post in good standing.

## **ARTICLE IX – NOTICES**

SECTION 1. Every member shall furnish the Post Adjutant with his or her address for mailing purposes. Notices sent to the last known address shall constitute sufficient legal notice.

SECTION 2. The Post Adjutant shall cause written notice of the annual election to be given at least one (1) regular Post meeting prior to the election dated, but in no event less than fifteen (15) days prior to the election date. Announcement of election should also be made public by posting said notice on the Post's website, monthly newsletter, local newspaper covering Post's membership area, email or other electronic communications, presently existing or existing in the future; however, such shall not relieve the Post of, at least, sending post cards, by United States Mail, postage prepaid, as previously stated above.

SECTION 3. Statement of Nondiscrimination – In its efforts to promote nondiscrimination, the Post does not discriminate on the basis of race, religion, color national origin, sex or disability in accordance with Title VI of the Civil Rights Act of 1964, as amended.

SECTION 4. Whistleblower Protection Policy – Neither the Post Commander, Post Officers nor the Post Executive Committee shall unlawfully retaliate against any member for bringing a grievance or complaint under these By-Laws.

SECTION 5. Conflict of Interest Policy – No person in a position of authority over the Post, such as the Post Commander, Post Officers or members of the Post Executive Committee may benefit personally from a decision he or she could make.

SECTION 6. Written Documentation Retention/Destruction of Confidential and Sensitive Documents Police - Any person that possesses or maintains such information is required to take reasonable measures to protect against unauthorized access to, or use of the information in connection with its disposal. In addition, Sarbanes-Oxley requires that records be retained for all audits and legal proceedings.

SECTION 6a. Record Types and Retention Periods:

- (1) Accounts Payable/Receivable Ledgers – 7 years
- (2) Audit Reports of Accounts – Permanently
- (3) Bank Statements – 7 years
- (4) Contracts and Leases – Permanently
- (5) Correspondence (Legal) – Permanently
- (6) Membership Applications – 3 years
- (7) Insurance Records – Permanently
- (8) Tax Returns – 7 years
- (9) Training Manuals – Permanently

SECTION 7. IRS Authority to request Information (Public Disclosure Policy) – The Post must make available for public inspections annual returns and applications for exemption, and must provide copies of such returns and applications to individuals who request them. Copies usually must be provided immediately in the case of in-person requests, and within 30 days in the case of written requests. The tax-exempt organization may charge a reasonable copying fee plus actual postage, if any.

SECTION 8. IRS 990 Compliance Policy – The IRS Form 990 must be filed annually by the 15<sup>th</sup> day of the 5<sup>th</sup> month after the close of the tax year. The Pension Protection Act requires IRS to revoke the tax-exempt status of any organization that fails to meet its annual filing requirement for three (3) consecutive years.

SECTION 9. Review of Form 990 by Executive Committee – The Post Finance Officer will create a timeline for compliance in July following the previous tax year. Data will be gathered to complete the IRS Form 990 and shared with the Post Executive Committee no later than the Post Committee November meeting. The Post executive Committee will review the completed IRS Form 990 annually before it is sent to the IRS.

## ARTICLE X – RULES OF ORDER

SECTION 1. All proceeding of this Post shall be conducted under pursuant to Robert's Rules of Order, Newly Revised, except as herein otherwise provided.

## ARTICLE XI – LIMITATIONS OF LIABILITIES

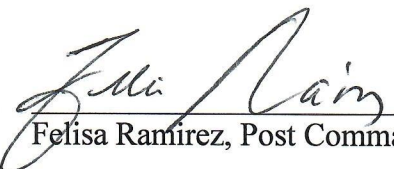
SECTION 1. This Post shall incur, or cause to be incurred, no liability nor obligations whatsoever which shall subject to liability any other Post, subdivision, group of men or women, members of the American Legion, or other individuals, corporation or organization.

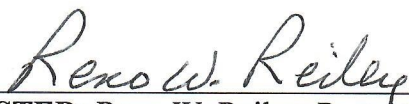
## ARTICLE XII – AMENDMENTS

SECTION 1. These Bylaws may be amended at any regular Post meeting by a vote of two-thirds (2/3) of the members of said Post attending such regular meeting; provided that the proposed amendment shall have been submitted in writing to the Executive Committee in session and approved by it; or if rejected in whole or in part, it may be taken to a regular Post meeting on a minority report; and provided that the proposed amendment shall have been submitted in writing and read at the next preceding regular meeting or said Post, and provided, further, that written notice shall have been given to all members at least fifteen (15) days in advance of the date when such amendment is to be voted upon, notifying all said members that at such meeting a proposal to amend the Bylaws is to be voted upon.

## POST CERTIFICATION

We, the following officers of H. U. Wood Post 245, The American Legion, hereby certify that the foregoing Constitution and By-Laws, after due notice was given to all members, was adopted as a regular meeting of the Post held on the 6<sup>th</sup> day of January, 2022, A.D.

  
Felisa Ramirez, Post Commander

  
ATTESTED: Reno W. Reiley, Post Adjutant

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## DEPARTMENT CERTIFICATION

Passed on by the Department Judge Advocate on the 11th day of January,  
20 22, A.D., and approved by the Department Executive Committee on the 11th day of  
January, 20 22, A.D.

  
DEPARTMENT JUDGE ADVOCATE