

BY-LAWS OF BROWN/GUEST POST NO. 30. PARIS, TEXAS.

ARTICLE I – NAME

Section 1. The Post existing under these By-Laws is to be known as Brown/Guest Post No. 30, The American Legion.

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

ARTICLE II – MANAGEMENT

Section 1. Post Executive Committee – The government and management of the Post is entrusted to a Post Executive Committee which shall consist of the Officers of this Post. They shall be elected annually as provided in Article V, Section 4 of the Post Constitution, and all shall take office immediately upon installation.

Section 2. Meetings – 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 days after the installation of the new officers. Thereafter the Post Executive Committee shall meet at the call of the Post Commander at least once a month and as often as said Post Commander may deem necessary. The Post Commander shall call a meeting of the Post Executive Committee upon the joint written request of three (3) or more members of said Post Executive Committee. A majority of the members of the Committee shall constitute a quorum thereof.

Section 3. Responsibilities – 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 the custody of Post funds; shall cause all funds to be placed in the hands of the Post Finance Officer for deposit and accounting purposes; shall hear the reports of Post Committee Chairmen, and generally, shall have charge of and be responsible for the management of the affairs of this Post. 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.

Section 4. Financial Review Committee – The Financial Review Committee shall consist of the Post Judge Advocate as Chairman, the Post Trustees, and such other members as the Post Executive Committee shall appoint. At the end of each quarter, the Financial Review Committee shall review the Post's financial records for completeness and accuracy. At the end of each fiscal year, the Financial Review Committee shall conduct a complete review of Post records before turning them over to the new Post Finance Officer.

ARTICLE III – OFFICERS

Section 1. Installation – Newly elected Post Officers shall be installed at a regular or special meeting, as may be designated by the Post 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 the Post Constitution.

Section 2. Duties of Post 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. The Post Commander 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 and a copy thereof immediately forwarded to the Department Adjutant. The Post Commander shall see that this Constitution and By-Laws are observed. The Post Commander shall perform such other duties as are directed by the Post.

Section 3. Duties of Post First Vice Commander – The First Vice Commander shall assume and discharge the duties of the office of Post Commander in the absence or disability of the Post Commander, or when called upon by the Post Commander. The First Vice Commander shall be fully involved in, and responsible for, all aspects of Post Membership.

Section 4. Duties of Post Second Vice Commander – The Second Vice Commander shall assume and discharge the duties of Post Commander in the absence or disability of the Post Commander and the First Vice Commander, or when called upon by the Post Commander.

The Second Vice Commander is responsible for: (a) enlivening Post meetings, (b) attracting members to the post, and (c) scheduling activities to engage members. The Second Vice Commander shall contact other veterans and civic groups to verify each patriotic holiday and observance receives the respect it deserves. The Second Vice Commander shall assist the First Vice Commander in improving member retention.

Section 5. Duties of Post Adjutant – The Post Adjutant shall have charge of and keep a full and correct record of all proceedings of all meetings, 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 Post Commander, handle all correspondence of the Post. The Post Adjutant shall comply with **Article V, Section 5 of the Department Constitution.**

The Post Adjutant may, with the agreement of the Post Commander, delegate the collection and maintenance of the list of members' email addresses and the transmission of official Legion email to a subordinate who shall be called the Post Hubmaster.

Section 6. Duties of Post Finance Officer – The Post Finance Officer 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 Post Executive Committee and the Post, in writing, the condition of the finances of the Post, with such recommendations as The Post Finance Officer may deem expedient or necessary for raising funds with which to carry on the activities of the Post. The Post Finance Officer shall sign all checks disbursing the moneys of the Post, as authorized by the Post Executive Committee. The Post shall furnish such surety bond in such sum as shall be fixed by the Post Executive Committee.

Section 7. Duties of Post Judge Advocate – The Post Judge Advocate shall supply professional advice in the conduct of the Post business, or to retain proper counsel. The Post Judge Advocate shall be the Chairman of any committee concerning the amendment of the Post Constitution or By-Laws. The Post Judge Advocate shall chair the Financial Review Committee and shall be responsible for the periodic reviews of the Post financial accounts as set out in **Article II, Section 4** of these By-Laws. The Post Judge Advocate shall be responsible for the orderly conduct of disciplinary procedures.

Section 8. Duties of the Post Historian – The Post Historian shall be charged with the individual records and incidents of the Post and Post members and shall perform such other duties as may properly pertain to the office as may be determined by the Post or Post Executive Committee.

Section 9. Duties of Post Chaplain – The Post 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 from time to time.

Section 10. Duties of Post Sergeant at Arms – The Post Sergeant at Arms shall preserve order at all times and meetings, and shall perform such other duties as may be from time to time assigned to the Post Sergeant at Arms by the Post Commander or Post Executive Committee. The Post Sergeant at Arms 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 11. Duties of Post Service Officer – The Post Service Officers shall comply with the Service Officer's Manual and Post Officers Guide of The American Legion, and recommendations of National and Department Headquarters, and needs of this Post.

Section 12. Duties of Post Webmaster – The Post Webmaster shall be charged with creating and maintaining a Post web page that is in full compliance with all Social Media Guidelines promulgated by the Department of Texas. The Post web page (including the Uniform Resource Locator or URL), the Social Media Page name or address, and the page contents are the exclusive property of the Post and shall, upon demand, be transferred to another individual designated by the Post Executive Committee.

a. The Post web page shall, at a minimum, provide (i) a list of current Post Officers and their names, (ii) the Post mailing address, (iii) a Post email address and optionally a Post telephone number, and (iv) a Post calendar that includes the next regularly scheduled meeting date, time, and location.

b. If the Post requires a Social Media Page (such as a Facebook page), the webmaster or his delegate shall be charged with its creation, maintenance and its full compliance with all Social Media Guidelines promulgated by the Department of Texas. The Post's Social Media Page shall reference the Post's web page.

Section 13. Duties of Post Hubmaster – The Post Hubmaster shall maintain a list of members' email addresses, and transmit official Legion email to members of the Post. The Post Hubmaster shall submit each month a report to the Post Adjutant to include names of members without email addresses, changes to existing email addresses, and such other information the Post Adjutant may require.

Section 14. Duties of Post Trustees – The Post Trustees shall with the Post Judge Advocate conduct the periodic reviews of the Post’s financial accounts as set out in **Article II, Section 4** of these By-Laws.

ARTICLE IV – DELEGATES

Section 1. Delegates and alternates to a Department, Division, or District Convention shall be elected 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 Post Commander to appoint said delegates. The Post Commander shall, immediately upon their election or appointment, designate the chairman. Alternates for delegates shall have all the privileges of registered delegates except that of voting. A registered delegate is one who has received his/her credentials after his/her registration fee has been paid.

Section 2. Each duly registered delegate shall be entitled to one vote. At the time the delegates are elected, the Post will select either the Pro-Rata Rule or the Modified Unit Rule, as described below, as the method of voting for those delegates who do not attend the convention.

a. Modified Unit Rule Each duly registered delegate shall be entitled to one vote, unless there are less delegates than votes. Under those circumstances, each delegate will cast one vote, then any votes of absent delegates will be cast, in their entirety, in accordance with the majority of the delegates in attendance.

b. Pro Rata Rule Each duly registered delegate shall be entitled to one vote, unless there are less delegates than votes. Under those circumstances, each delegate present will be entitled to a portion of the total number of votes allocated to the Post that is directly proportionate to the percentage that the delegate represents of the total delegation present.

Section 3. The chairman of the delegation shall cast the entire delegate vote on any convention matter, after first polling the delegates present, so as to reflect the vote of each delegate present.

ARTICLE V – DUES – FISCAL YEAR

Section 1. Status – Annual dues shall be as prescribed by the Post and shall be payable on or before October 20th of each year for the succeeding calendar year. A member whose dues for the current year have not been paid by January first shall be classed as delinquent. If the dues are paid on or before February first, the individual shall be automatically reinstated. If the individual is still delinquent after February first, the individual shall be suspended from all privileges. If the individual is still under such suspension on June thirtieth of such year, the individual’s 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 years in which the reinstatement occurs.

Section 2. Recommendations – The Chairman of the Membership Committee may recommend to the Post Executive Committee the names of members whose dues shall be paid for by the Post with reasons

for such recommendation. The Post Executive Committee shall have the power to approve or reject such recommendations.

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 such members and the chairman thereof as shall be designated by the Post Commander and confirmed by the Post Executive Committee.

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.

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 a committee shall merely embody the opinion of this 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. Meetings – The regular and special meetings of the Post shall be held at a location designated by the Post Commander and published on the Post Website, 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 all Post Executive Committee meetings since the last regular meeting; such meetings may be converted into entertainment meetings, as may be deemed advisable by the officers of the Post. Procedure at regular meetings shall comply with the current Manual of Ceremonies.

Section 2. Regular Meetings – The regular business meetings of the Post shall be as determined by the Post. Other business or social meetings may be held as directed by the Post Commander and the Post Executive Committee.

Section 3. Special Meetings – Special meetings are meetings other than those normally scheduled; the notice sent to the membership or posted on the website shall name the subject matter to be discussed; matters not relating to said notice shall not be discussed.

a. The Post Commander or a majority of the Post Executive Committee are authorized to call a special meeting of the Post at any time.

b. The members shall request a special meeting to discussed a stated purpose by submitting to the Post Commander a written petition signed by at least five (5) members in good standing of Post 30. The

Post Commander shall call said special meeting not sooner than seven (7) days, nor more than fourteen (14) days after receipt of the petition.

Section 4. Quorum – At least four (4) members in good standing shall constitute a quorum at any regular or special meeting of the Post.

Section 5. Public Emergencies or Natural Disasters – 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 meetings 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 Post Adjutant shall 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 – POLICIES, STATEMENTS, AND NOTICES

Section 1. Current Address Policy – Each member shall furnish the Post Adjutant with a correct postal address and a valid email address. Notices sent to the last known email address, or posted on the website, or sent to the last known postal address shall constitute sufficient legal notice.

Section 2. Annual Election Policy – The Post Adjutant shall notify the members of the Post of the annual election at least one (1) regular Post meeting prior to the election date, but in no event less than fifteen (15) days prior to the election date. The election announcement may 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; members without an electronic means of communication may be sent by United States Mail a postcard with a notice of the election.

Section 3. Statement of Nondiscrimination – The Post does not discriminate on the basis of race, religion, color, national origin, gender, 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 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 Policy – 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 records be retained for all audits and legal proceedings.

Section 6 a. 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 shall make available for public inspections IRS annual returns and applications for exemption, and shall provide copies of such returns and applications to individual who request them. Copies shall 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 shall be filed annually by the 15th day of the 5th month after the close of the tax year. The Pension Protection Act requires the 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 sixty (60) days 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 Executive Committee **February** 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 proceedings of this Post shall be conducted under and pursuant to Robert's Rules of Order, Newly Revised 12th Edition, except as herein otherwise provided.

ARTICLE XI – LIMITATIONS OF LIABILITIES

Section 1. This Post shall not incur, nor cause to be incurred, any liability, or any 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. Any proposed amendment to these By-Laws shall be presented before a quorum of the membership at any regular meeting, and shall be filed in writing with the Post Adjutant. The Post Adjutant shall read out loud the proposed amendment to the members. At the next regular meeting the Post Adjutant shall again read out loud the proposed amendment, if the amendment is approved by two-thirds (2/3) of the quorum present at the second reading, that amendment shall become a part of these By-Laws.

Section 2. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.