



**International Association Legions of Honor**  
**Wayne Steele**  
**2nd Lt. Commander**  
**Bylaw Committee Chair**




**Date:** July 25, 2023

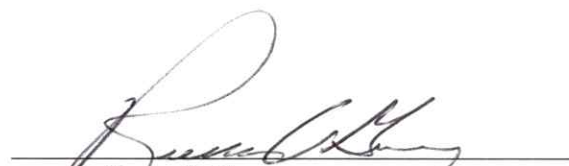
**From:** Wayne Steele, 2nd Lt. Commander, Bylaw Committee Chair


**Subject:** Proposed Bylaw Change

**To:** Russell Gray, Commander, International Association Legions of Honor  
David L. Smith, Adjutant, International Association Legions of Honor  
Tracy Coughlin, Judge Advocate, International Association Legions of Honor

**Purpose:** The purpose of this bylaw change is to delete statement "all of the Directors" from Article IV, Section 1 (C).

  
Wayne Steele, PC  
2nd Lt. Commander  
Bylaw Committee Chair

  
Russell Gray  
International Commander

  
David Smith  
International Adjutant

Bylaw Change Currently Reads:

#### **ARTICLE IV**

Section 1, (C) **POWER:** The Board of Directors will have the powers usually vested in the Directors of a Business Corporation, except as otherwise provided in these Bylaws. The Board of Directors will determine and approve all policies governing the International Association Legions of Honor. No Unit, person or persons, or company has the right or authority, expressed or implied, to act as an agent of, to act on behalf of, or to bind the International Association Legions of Honor, nor can any of the above by their act or omission obligate or bind the International Association Legions of Honor, except as specifically provided in these Bylaws and/or by approval of a majority of the Board of Directors. The Board of Directors may remove any or all of the Directors for cause by a resolution passed by two-thirds (2/3) of the Board of Directors present, provided that such director/director prior to his/their removal will have received a copy of the charges against him, delivered to him personally or by mail at the address appearing on the records of the organization at least ten (10) days prior to the adoption of such resolution, and such Director has had an opportunity to be heard on the charges at a meeting of the International Board of Directors called for such purpose.

Change to Read:

#### **ARTICLE IV**

Section 1, (C) **POWER:** The Board of Directors will have the powers usually vested in the Directors of a Business Corporation, except as otherwise provided in these Bylaws. The Board of Directors will determine and approve all policies governing the International Association Legions of Honor. No Unit, person or persons, or company has the right or authority, expressed or implied, to act as an agent of, to act on behalf of, or to bind the International Association Legions of Honor, nor can any of the above by their act or omission obligate or bind the International Association Legions of Honor, except as specifically provided in these Bylaws and/or by approval of a majority of the Board of Directors. The Board of Directors may remove any Director for cause by a resolution passed by two-thirds (2/3) of the Board of Directors present, provided that such Director prior to his removal will have received a copy of the charges against him, delivered to him personally or by mail at the address appearing on the records of the organization at least ten (10) days prior to the adoption of such resolution, and such Director has had an opportunity to be heard on the charges at a meeting of the International Board of Directors called for such purpose.