

## WHY DO WE NEED A CONSTITUTION, BYLAWS, AND STANDING RULES?

To be properly organized, Units must have appropriate governing documents. In the American Legion Auxiliary, the key governing documents are its Constitution, Bylaws, and Standing Rules. These are three separate documents, although they are usually published as one package.

**CONSTITUTION:** The Constitution is the organization's foundational document. It is a legal document that states the reason the organization was created and is its core structure. It should rarely be amended.

**BYLAWS:** Bylaws describe how your organization governs itself. They are also a legal document. They are fundamental rules on governance and should not be frequently amended.

**STANDING RULES:** Standing Rules are more "process -focused" and more specific and administrative than Bylaws. Standing Rules provide details about provisions in the Bylaws. They have the flexibility to be amended more frequently as needed to maintain the effectiveness of the organization.

## CORE ELEMENTS OF THE CONSTITUTION AND BYLAWS IN THE AMERICAN LEGION AUXILIARY

### CONSTITUTION INCLUDES

NAME AND LOCATION (CITY/STATE) OF ORGANIZATION

PURPOSE, MISSION STATEMENT

STIPULATION, DUTIES, AND RESTRICTIONS OF MEMBERSHIP

STATEMENT OF BINDING AUTHORITY

OFFICES

AMENDMENT AUTHORITY

### BYLAWS DESCRIBE

OFFICERS AND EXECUTIVE COMMITTEE MEMBERS

NOMINATION/ELECTION PROCEDURES

SUCCESSION PROCEDURE IN CASE OF DEATH, ILLNESS, OR RESIGNATION

FREQUENCY AND PROCEDURES FOR MEETINGS, BOTH GENERAL AND EXECUTIVE COMMITTEE

QUORUM REQUIREMENTS

COMMITTEES, INCLUDING NUMBER OF MEMBERS, TERM LENGTHS, EX-OFICIO MEMBERS, AND VOTING POWERS OF MEMBERS (WHO CAN AND CANNOT VOTE)

KEY ACTIVITIES AND PROGRAMS OF THE ORGANIZATION

AMENDMENT PROCESS

## **YOUR UNIT IS A SUBORDINATE ORGANIZATION**

A subordinate organization is an entity of a larger organization. In the American Legion Auxiliary, the National organization is the main organization because it has the authority over the use of the name and trademarks of the organization. All Departments and Units are autonomous, but they are also subordinates of the National organization by virtue of being permitted to use the name and trademarks of the National organization. The National organization must exercise limited control over certain specific areas regarding trademark usage. The National organization does not dictate how Departments and Units run their operations or affairs.

If there is ever a conflict between the Constitution and Bylaws of the National organization and those of a Department or Unit, the National Constitution and Bylaws supersede since the Constitution and Bylaws of the subordinate organizations, even though autonomous, cannot oppose or conflict with those of the central organization.

Any decision of a subordinate organization that does not follow the provisions set forth in its Constitution and Bylaws is unconstitutional and therefore invalid. Decisions made by a Department or Unit that do not follow its Constitution and Bylaws could be ruled invalid if challenged in a court of law. A Department's or Unit's decisions and actions that are contrary to its Constitution and Bylaws can have serious consequences. A pattern of decisions and actions contrary to a Department or Unit Constitution and Bylaws, or serious violations of the Constitution and Bylaws can be grounds for a lawsuit and/or suspension or revocation of the Department or Unit Charter.

**BEFORE YOU MAKE AMENDMENTS TO YOUR UNIT CONSTITUTION, BYLAWS, OR STANDING RULES, SEND THOSE CHANGES TO THE DEPARTMENT CONSTITUTION AND BYLAWS CHAIRMAN FOR HER COMMENTS. DON'T GO TO A LOT OF WORK AND THEN FIND OUT THE CHANGE YOU MADE IS INVALID. IT LEADS TO ALL KINDS OF INTERNAL CONFUSION.**

## Suggested Unit Constitution

### American Legion Auxiliary, My Town Unit xyz

*INSTRUCTIONAL COMMENTS ARE WRITTEN IN RED ITALICS.*

#### Preamble

For God and Country, we associate ourselves together for the following purposes:

To uphold and defend the Constitution of the United States of America; to maintain law and order; to foster and perpetuate a one hundred percent Americanism; to preserve the memories and incidents of our associations during 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 goodwill on earth; to safeguard and transmit to posterity, the principles of justice, freedom and democracy; to participate in and contribute to the accomplishment of the aims and purposes of the American Legion; to consecrate and sanctify our association by our devotion to mutual helpfulness.

#### Article I -- Name

The name of this organization shall be American Legion Auxiliary, \_\_\_\_\_

Unit No. \_\_\_\_\_, Department of \_\_\_\_\_, *INC.*

*If you have gone to the work to incorporate your Unit, be proud of it and include it in your name. This name should match what is written on your Charter.*

#### Article II -- Nature

Section 1. The American Legion Auxiliary is a civilian organization.

#### Article III -- Object

Section 1. The object of the American Legion Auxiliary,

\_\_\_\_\_ Unit No. \_\_\_\_\_, Department of \_\_\_\_\_, *INC.,*

shall be as stated in the Preamble of the Constitution.

#### Article IV -- Eligibility

Section 1. Membership in The American Legion Auxiliary shall be limited to the:

- (a) Grandmothers, mothers, sisters, spouses, and direct and adopted female descendants of members of The American Legion; and
- (b) Grandmothers, mothers, sisters, spouses, and direct and adopted female descendants of all men and women who served during either of the following periods: April 6, 1917, to November 11, 1918, and any time after December 7, 1941, who, being a citizen of the United States at the time of their entry therein served on active duty in the Armed Forces of any of the governments associated with the United States during either eligibility period and died in the line of duty or after honorable discharge; and
- (c) Grandmothers, mothers, spouses, and direct and adopted female descendants of all men and women who were in the Armed Forces of the United States during either of the following periods: April 6, 1917, to November 11, 1918, and any time after December 7, 1941, who served on active duty in the Armed Forces of the United States during either eligibility period and died in the line of duty or after honorable discharge; and
- (d) To those women who of their own right are eligible for membership in the American Legion.

*The wording for the eligibility clause comes directly from National. The clause in your Unit Constitution should be exactly the same. If it is different, you can change it immediately. It does not need to be voted on because National dictates the wording.*

Section 2. There shall be two classes of membership, Senior and Junior.

- (a) Senior membership shall be composed of members over the age of eighteen years; provided, however, that a spouse under the age of eighteen years, who is eligible under Section I of this article shall be classed as a Senior member.
- (b) Junior membership shall consist of that group under the age of eighteen years, whose activities shall be supervised by the Senior membership. Upon reaching the age of eighteen years, Junior members shall automatically be admitted into Senior membership with full privileges.
- (c) Dues of both classes shall be paid annually or for life.

#### **Article V -- Unit Officers**

Section 1. The Unit shall elect annually a President, Vice President, Second Vice President, Secretary, Treasurer, Chaplain, Historian and Sergeant-at-Arms who shall serve until their successors are duly installed or as otherwise provided.

*You do not need to elect all of these officers.*

*Some Units only have one Vice President.*

*Secretary and Treasurer can be combined or separate.*

*President and Vice President should be elected, but any of the others can be appointed.*

*Whatever combination your Unit chooses should be spelled out exactly in this Article.*

#### **Article VI -- Executive Committee**

Section 1. There shall be an Executive Committee which shall consist of the officers *{named in Article V above}* and *\_{a number}\_* additional members-at-large elected by the Unit. The term of office for members of the Executive Committee shall be for one year.

*Members-at-Large represent the general membership at Executive Committee meetings to safeguard their rights and interests. You don't have to have members-at-large, especially in a small Unit. Some Units include the immediate Past President on the Executive Committee. She is known as a Junior Past President. If any member of the Executive Committee does not have a vote on the Committee, for example, an appointed Secretary, that should be defined in this Article.*

#### **Article VII -- Amendments**

Section 1. This Constitution may be amended by a two-thirds vote of the members present at a regular Unit meeting, provided the proposed amendments shall have been read at the previous meeting.

*It takes at least two meetings to make an amendment to the Constitution that is not mandated by National. At the first meeting the change is described and the new wording read to the membership in attendance. At the second meeting it is read again, and the vote is taken.*

Section 2. This Constitution shall be automatically amended to conform to the National and Department Constitution and Bylaws and Standing Rules of the American Legion Auxiliary.

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*UNIT PRESIDENT*

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*UNIT SECRETARY*

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*DATE APPROVED*

*YOU MAY INCLUDE ANY NUMBER OF SIGNATURES.*

*CONSTITUTION, BYLAWS, AND STANDING RULES SHOULD ALL HAVE INDIVIDUAL SIGNATURE SECTIONS.*

## **Suggested Unit Bylaws**

### **American Legion Auxiliary, My Town Unit xyz**

*INSTRUCTIONAL COMMENTS ARE WRITTEN IN RED ITALICS.*

#### **Article I -- Executive Committee**

Section 1. Between meetings the government and management of the Unit shall be entrusted to the Executive Committee and all proceedings of said committee shall be presented to the Unit at the next meeting for approval.

*The Executive Committee in our organization is a Steering Committee. They meet to set an agenda for the upcoming general membership meeting and to explore ideas to bring before the general membership for approval. The Executive Committee is subordinate to the general membership. They carry-out the directions of the general membership.*

Section 2. A vacancy existing in the Executive Committee, other than the Presidency, from any cause other than the expiration of a term shall be filled by a majority vote of the entire committee. A person so elected shall hold office for the unexpired term of the member she succeeds.

*The Executive Committee can choose to replace an officer with a special Unit election if they do not want to make the choice.*

Section 3. One-third of the members of the Executive Committee shall constitute a quorum.

*A quorum is the number of members of the Committee that must be present before any legal "votes" may take place. Example: If your Executive Committee has been defined as the President, Vice President, Secretary, Treasurer, Historian, Chaplain, Sergeant-at-Arms, and 2 members-at-large, then the Committee has 9 members, and 3 of them must be present to hold a legal meeting.*

Section 4. Special meetings may be called by order of the President, or on written request of at least three members of the Executive Committee. Uniform notice of such special meeting shall be given to all members of the Executive Committee; and, except in extreme emergency shall be given at least forty-eight hours in advance. At special meetings only business specified shall be transacted.

#### **Article II -- Duties and Powers of Officers**

Section 1. *Duties of the Unit President:* It shall be the duty of the President to preside at all meetings of the Unit and Unit Executive Committee; to enforce strict observance of the Constitution and Bylaws; to appoint members of the standing committees; to create such other committees and appoint members thereof as she deems advisable; to perform such other duties as custom and parliamentary usage require; and to appoint all officers not otherwise provided for.

Section 2. *Duties of the Vice President:* The First and Second Vice President in the order named shall, when called upon, assist the President and in her absence, perform her duties, and shall succeed her in office in case of death, resignation or removal.

*If the President dies, resigns, or is removed, the Vice President automatically becomes the President. The Officer that the Executive Committee would then replace is the Vice President.*

Section 3. *Duties of the Secretary:* It shall be the duty of the Secretary to record the proceedings and transactions of all the meetings of the Unit; to act as custodian of all books, papers, and records; to keep a record of names and addresses of the members, showing the source of their eligibility; to send out such notices as are directed by the President; to process the correspondence of the Unit; to keep on file in a comprehensive manner copies of all the correspondence sent and received; and perform such other duties as shall be required of her by the President.

Section 4. *Duties of the Treasurer:* It shall be the duty of the Unit Treasurer to receive all money belonging to the Unit and to account for them. She shall maintain two separate funds, namely a general and a Poppy fund. All Poppy donations shall be placed in the Poppy fund and be used to assist the veteran and his/her children. She shall keep an accounting of her receipts and expenditures, making a monthly report thereon, and such other reports as may be deemed necessary by the Unit Executive Committee. Her accounts shall be

audited annually. She shall pay all current bills before transferring all funds, books, and papers belonging to the Unit to her successor.

Section 5. *Duties of the Chaplain:* It shall be the duty of the Chaplain to offer prayer at the opening and closing of each meeting, and to perform such other duties as the President may direct.

Section 6. *Duties of the Historian:* It shall be the duty of the Unit Historian to compile historical records of the Unit and to make a report to the Department.

Section 7. *Duties of the Sergeant-at-Arms:* It shall be the duty of the Sergeant-at-Arms to preserve order at the meetings of the Unit and to perform such other duties as may be requested by the President.

Section 8. Where deemed necessary, a Recording Secretary and a Corresponding Secretary may be elected to carry on the duties normally performed by the Secretary.

*Hardly ever used by a Unit--you can leave this clause out.*

Section 9. The office of Secretary may be combined with that of Treasurer and called "Secretary-Treasurer."

*If you have described separate offices in Article V of the Constitution, leave this clause out.*

*Section 10. Any officer absent from three consecutive meetings without reasonable excuse shall be asked to resign in writing. If the officer resigns she will be replaced in accordance with the procedure in these Bylaws. If a resignation is not received, a pro tem officer may be appointed to insure the work of the Unit is carried out.*

*YOU MAY NOT REPLACE AN OFFICER OR CHAIRMAN WITHOUT THEIR WRITTEN RESIGNATION, EVEN IF THEY ARE NOT DOING THEIR JOB.*

### **Article III -- Dues**

Section 1. The annual membership dues of this Unit shall be *listed in a Standing Rule*, paid annually or for life, and shall include the Department and National per capita.

*See Standing Rule #1 for example. In this way, you do not have to go through two readings if the dues have to be changed.*

Section 2. A member failing to pay annual dues, including the Unit, State and National assessments, by January 31, shall be classed as delinquent and shall be suspended from all membership privileges. Payment of back dues, after suspension, shall reinstate such member to active membership. Any member delinquent to December 31 of the year of delinquency shall automatically be dropped from the rolls and may be reinstated only by paying all back dues or by re-establishing eligibility and making application as a new member.

*This Section is mandated by National, and yours should be exactly the same. Here is an example to help you understand:*

*Membership Year 2015-2016.*

*Started accepting dues for this membership year in July 2015.*

*Delinquency date is January 31, 2016. Once "delinquent" the member can still pay her dues, return to membership-in-good-standing and retain her continuous years of membership, as long as it is done before December 31, 2016.*

*If still delinquent on December 31, 2016, the member is dropped from the rolls and she has lost her continuous years of membership.*

***PLEASE NOTE:** Your Post Home may use different dates whereby they enforce admittance to the Bar. Those are not the dates to be used in the Bylaws. Those are House Rules, and not membership rules for the Auxiliary.*

### **Article IV -- Unit Meetings**

Section 1. The regular meetings of the \_\_{name}\_\_ Auxiliary Unit shall be held each month, unless otherwise specified, *on the day and at the time given in the Standing Rules. See Standing Rule #2 for example. Once again, this prevents having to go through two readings to change.*

Section 2. An Annual meeting of the Unit shall be held in the month of \_\_{most Units hold their election in May}\_\_ each year for the purpose of electing officers and receiving annual reports.

Section 3. Special meetings of the Unit may be called by the President, by a majority of the Executive Committee, or upon written request of members of the Unit.

Section 4. \_\_{Give a specific number here}\_\_ members shall constitute a quorum at any meeting of the Unit.

*Once again, a quorum is the minimum number of members who must be present to hold a legal meeting.*

#### **Article V -- Election**

Section 1. If there is only one candidate, the election may be by voice vote, or the Chair may declare they candidate elected; but where there is more than one candidate for the same office, election shall be by ballot and the majority of votes cast shall be necessary to elect.

Section 2. Delegates and alternates to Department Convention shall be elected at a Unit meeting duly called for that purpose not less than two weeks prior to the convention. Alternates shall have priority in the order of their election.

Section 3. All officers and executive committee members shall be elected annually at a meeting duly called for that purpose.

*Section 4. Nominations will be made by the Nominating Committee and/or from the floor at the April meeting and remain open until immediately before elections in May.*

#### **Article VI -- Committees**

Section 1. A nominating committee composed of three members shall be elected for the purpose of presenting a slate of Unit officers for the ensuing year.

*You do not need to have a nominating committee. If you do not wish to use a nominating committee, leave this section out.*

Section 2. An auditing committee composed of three members shall be appointed by the Unit President for the purpose of auditing the Treasurer's accounts at the close of each term, and making a report of the audit to the Unit.

#### **Article VII -- Transfers**

Section 1. Transfer of membership from one Unit to another in the Department of Arizona shall be upon application of the member to, and acceptance by, the other Unit, in conformity with National and Department Constitutions and Bylaws.

#### **Article VIII -- Discipline**

Section 1. For any violation of the Unit, Department or National Constitutions, or for conduct improper and prejudicial to the welfare of the Auxiliary of The American Legion, any member may be expelled from membership or any officer removed from office by two-thirds vote at a Unit meeting duly called for that purpose, said expulsion or removal to be binding only in the event said member or officer shall have been given at least fifteen days notice in writing by the Unit Secretary of the charges and the hearing thereon. Either party may have the right of appeal to the Department Executive Committee, and their action thereon shall be final. The expense of said appeal shall be borne by the appellant.

*This Section is mandated by National and should be exactly as written here.*

Section 2. Neither this Unit in the Department nor any member thereof shall circularize any other Unit or member thereof without the consent of a Department Executive Committee.

*"Circularization" does not apply to fundraising you do at your Post or Unit Home. At "home" you are in control. "Circularization" comes into play any time you try to raise funds specifically for a project in your Unit, but you are visiting someone else's Post or Unit home, or attending a District or Department function.*

Section 3. Liabilities: No member or group of members shall subject this Unit to liability without authorization of the Unit.

*Vote of the General Membership at a meeting is the ultimate authority in a Unit.*

**Article IX -- Parliamentary Authority**

Section 1. The Unit organization shall be governed by the current edition of "Robert's Rules of Order, Newly Revised," on all points not covered by this Constitution and Bylaws

**Article X -- Amendments**

Section 1. These Bylaws may be amended by a two-thirds vote of members present at a regular Unit meeting, provided the proposed amendments shall have been read at the previous Unit meeting.

*It takes at least two meetings to make an amendment to the Bylaws that is not mandated by National. At the first meeting the change is described and the new wording read to the membership in attendance. At the second meeting it is read again, and the vote is taken.*

Section 2. These Bylaws shall be automatically amended to conform to the National and Department Constitutions and Bylaws and standing rules of the American Legion Auxiliary.

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*UNIT PRESIDENT*

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*UNIT SECRETARY*

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*DATE APPROVED*

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*CONSTITUTION, BYLAWS, AND STANDING RULES SHOULD ALL HAVE INDIVIDUAL SIGNATURE SECTIONS.*



**Suggested Unit Standing Rules**

**American Legion Auxiliary, My Town Unit xyz**

*INSTRUCTIONAL COMMENTS ARE WRITTEN IN RED ITALICS.*

1. The annual membership dues for this Unit will be \$\_\_\_\_\_ for Sr. Membership and \$\_\_\_\_\_ for Jr. Membership.

*PLEASE INCLUDE THE DUES AMOUNTS FOR YOUR UNIT. See Bylaws Article III.*

2. The monthly meetings for this Unit will be held on the *\_{second Tuesday}\_* at *\_{7:00 pm}\_*.

*This is an EXAMPLE. PLEASE USE THE DAY AND TIME SPECIFIC TO YOUR UNIT. See Bylaws Article IV.*

3. Standing Rules may be added at a General Unit meeting with a majority vote. Standing Rules may be amended or rescinded at any meeting with a two-thirds approval.

*Two readings are not required to add or change a Standing Rule, as long as you have the number of votes required to add (a majority) or change (two-thirds). HINT: Members appreciate being informed. If you really want their support, you can give them two readings anyway.*

4. Use of the American Legion Auxiliary emblem on items not ordered through National Emblem Sales must be approved before ordered. Application for approval must be made through the Department of Arizona Headquarters office and shall include a copy of the proposed art work, the name and address of the vendor who will be producing the items, and the number of items to be produced.

*Department requests that you include this Standing Rule as a future reminder.*

\_\_\_\_\_  
*UNIT PRESIDENT*

\_\_\_\_\_  
*UNIT SECRETARY*

\_\_\_\_\_  
*DATE APPROVED*

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*CONSTITUTION, BYLAWS, AND STANDING RULES SHOULD ALL HAVE INDIVIDUAL SIGNATURE SECTIONS.*

**ONCE YOU HAVE AMENDED YOUR CONSTITUTION, BYLAWS, OR STANDING RULES:**

**1. UPDATE THE ENTIRE DOCUMENT WITH THE CHANGES INCLUDED IN THE TEXT. DON'T JUST ATTACH A PAGE LISTING CHANGES AS THESE INDIVIDUAL PAGES GET LOST.**

**2. SEND COPIES OF THE UPDATED DOCUMENT TO: (1) THE DEPARTMENT CONSTITUTION AND BYLAWS CHAIRMAN, (2) THE DEPARTMENT HEADQUARTERS OFFICE--SECRETARY, AND (3) YOUR DISTRICT CONSTITUTION AND BYLAWS CHAIRMAN OR DISTRICT PRESIDENT.**