

# American Legion Auxiliary Department of California Bylaws

## ARTICLE I

### Department Organization

Section 1. The American Legion Auxiliary, Department of California, is chartered by the National Executive Committee of the American Legion Auxiliary and is comprised of Districts and Units attached to Posts of The American Legion and all non-affiliated Unit members (Headquarters Unit 1000) within the state of California. (2018)

The Department of California charter is signed by the National President and the National Secretary.

Section 2. The Department of California American Legion Auxiliary shall have the 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.

Section 3. The Department shall have authority to create and charter new Units and the Department will act as the liaison between such organizations and the National Organization for the purpose of promoting the programs of the American Legion Auxiliary.

The Department shall also have authority to create and charter intermediate bodies (Districts) between the Units and Department to act as a liaison between such organization and 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. The Department Executive Committee shall have the authority to set forth responsibilities and limits of all intermediate bodies. In no event shall these responsibilities established by the Department Executive Committee usurp the prerogatives of the National Organization, Departments, and Units. (2018)

Section 4. The Department Executive Committee shall define the authority of the Districts.

a. The Department of California, American Legion Auxiliary, shall automatically conform to the redistricting plans of The American Legion as to Districts.

Section 5. Units in good standing and holding regular meeting shall not lose their membership in the Department because the Post to which they were attached when chartered was disbanded.

- Section 6. Each Unit shall maintain a minimum membership of ten Senior members.
- Section 7. Each unit shall adopt the Unit Constitution and Bylaws for its government as prescribed by the American Legion Auxiliary, Department of California. Units should adopt such standing rules for its government and such regulations as are proper and which do not conflict with the Constitution, Bylaws and Standing Rules of the National and Department organizations.
- Section 8. Subsidiary organizations in the Department of California shall be the California Girls State Alumnae Association, and all other groups as may be organized under the name and jurisdiction of the Department of California. (2023)
- Section 9. The fiscal year of the American Legion Auxiliary shall be July 1st to June 30th. The legislative year shall be from Department Convention to Department Convention.
- Section 10. 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 II**  
NATIONAL CONVENTION

- Section 1. The Department Convention shall elect annually **seven (7)** delegates for charter and one (1) for each one thousand **two** hundred **(1,200)** members or major fraction thereof, and one (1) alternate for each delegate to the National Convention. Election shall be by ballot when the number of candidates exceeds the number designated. A plurality vote shall elect. (2024)

**ARTICLE III**  
ELECTION OF OFFICERS

- Section 1. The Department Convention shall elect annually a President, Vice President, and the Junior member of the Finance Committee. Candidates seeking elective Department office or Junior Member of Finance shall be nominated from the convention floor. (See Standing Rules for Elections).
  - a. Any member in good standing, present at convention or pre-convention caucus, or who has given her written consent, is eligible to seek Department office.
- Section 2. Department Convention shall ratify the election of District Presidents and District Vice Presidents nominated and elected by convention delegates at District pre-convention caucus to be held not earlier than forty-five (45) days or later than fifteen (15) days prior to the opening of the following Department Convention.

- Section 3. Voting in District pre-convention caucus shall be by regularly elected delegates to Department Convention or alternates serving as delegates to the forthcoming Department Convention. Department Officers, District Presidents, Past Department Presidents, Department Chairmen, Members of the Department Finance Committee, Girls State Director, Junior Conference Director and Hospital Representatives in good standing in their respective Units shall be entitled to vote.
- Section 4. There shall be a Department Secretary and Department Treasurer to be nominated by the Department President and confirmed by the Department Executive Committee at the Post-Convention Department Executive Committee Meeting. (Secretary and Treasurer may be combined).
- Section 5. Elective Department Officers, Junior Member of Finance Committee, District Presidents and District Vice Presidents and appointed Department Officers shall be installed prior to and take office upon the adjournment of the Department Convention at which they were elected, ratified or appointed, and serve until adjournment of the succeeding Department Convention.
- Section 6. In case of death, resignation or removal of the Department President, the Vice President shall immediately succeed to the office. Vacancies in all other Department elective offices and Finance Committee occurring between conventions shall be filled by the Department Executive Committee.
- Section 7. In the event of vacancies in both Department President and the Department Vice President offices, the Department Secretary is empowered to call a meeting of the Department Executive Committee or by a referendum vote within thirty (30) days.
- Section 8. In case of a vacancy in the office of Department Vice President or other elective officers, the Department President is empowered to fill such vacancies by calling an emergency Executive Committee meeting or by a referendum vote of the Department Executive Committee within thirty (30) days.
- Section 9. In case of vacancies in the offices of Department President, Department Vice President, Department Secretary, and Department Treasurer simultaneously, the Junior Past Department President, Department Parliamentarian, the Department Finance Committee Chairman shall call an emergency meeting of the Department Executive Committee within thirty (30) days of such vacancies. This meeting **may** be held in the Department Headquarters of the American Legion Auxiliary, **regularly scheduled Department Executive Committee Meeting**, or by electronic means. **(2024)**
- Section 10. In the event there is a vacancy in the office of the Department President, the Department Vice President shall become President and shall assume the duties and authority of the office. In the event the Department Vice President has assumed the office of Department President, the Vice President may run for a succeeding full term as Department President. (2019)

Section 11. A vacancy occurring in the office of District President shall be filled by the District First Vice President. A vacancy in the office of First Vice President shall be filled by the Second Vice President. Any other vacancy in an office shall be filled by vote of the District at a called meeting. Each unit shall vote the value of previous convention voting strength and shall report to the District President prior to election the names of those selected to cast said votes. Department Officers, District Presidents, Past Department Presidents, Department Chairmen, members of Department Finance Committee, Girls State Director, Junior Conference Director, and Hospital Representatives in good standing in their respective units in the district shall be entitled to vote. Said election shall be ratified by the Department President.

Section 12. All Department Officers, members of the Department Executive Committee and all Department Committee Chairmen must be in good standing in their units.

#### **ARTICLE IV** Duties of Officers

All officers shall perform their duties as described below as well as any others that may be assigned by the Department President.

- Section 1. Department President: It shall be the duty of the Department President to preside at all meetings of the Department Convention assembled and the Department Executive Committee; to enforce strict observance of the Constitution and Bylaws, to appoint chairmen and members of standing committees, and create such other special committees and appoint members thereof as the Department President deems advisable, and perform such other duties as custom and parliamentary usage requires. **(2024)**
- a. The Department President should be a member ex-officio of all committees. (2019)
  - b. The Department President shall sign Bylaws of all Units and Districts after approval of Department Constitution and Bylaws Chairman. (2019)
  - c. The Department President shall call regular meetings of the Executive Committee and special meetings of Executive Committee upon written consent or request of not less than five (5) members of said committee. (2019)
  - d. The Department President shall be vested with authority to grant special dispensation to individual Units or Districts in extreme cases of emergency. Emergency shall be defined to mean epidemics, disaster or unusual climatic conditions when it shall become impossible to function according to Bylaws. (2019)
  - e. The Department President shall appoint the following Department Officers, Chaplain, Historian, Parliamentarian, Sergeant –at Arms, **and** Assistant Sergeant- at- Arms. **(2024)**
  - f. The Department President shall appoint chairmen and members of all Standing Committees. **(2024)**
  - g. The Department President shall appoint the Girls State Director from nominees recommended by the Girls State Committee. (2019)

- h. The Department President shall appoint the Girls State Chairman and members of the Girls State Committee **from nominees recommended by the Girls State Committee. (2024)**
- i. The Department President shall appoint the Chairman and members of the Convention Commission. (2019)
- j. The Department President shall appoint the Junior Conference Director and members to the Junior Activities Committee. (2019)
- k. The Department President shall be a signatory on all bank accounts. (2019)
- l. The Department President **and Vice President** shall attend budget and Audit meetings. **(2024)**

Section 2. Department Vice President: The Department Vice President shall act as a representative of the Department President on all matters referred by the Department President. (2019)

- a. The Department Vice President shall be a Chairman of a Standing Committee, to which she shall be appointed by the Department President. (2019)
- b. The Department Vice President shall be the presiding officer at a meeting of the organization in the absence of the Department President. (2019)
- c. The Department Vice President shall be a signatory on all bank accounts. (2019)
- d. The Department Vice President shall attend budget and audit meetings. (2019)

Section 3. Department Secretary: The Department Secretary may be a paid, full time employee **reporting** to the Department President and Department Executive Committee. The Department Secretary shall be a member of the American Legion Auxiliary, and an officer of the Department of California. As a paid employee and Department officer the Department Secretary shall serve as a non- voting member of the Executive Committee and a voting member of the Department Convention. The Department Secretary may be removed from office at any time by a majority vote of the Department Executive Committee. The Department Secretary shall ensure that all duties relative to the necessary operation of the Department office be performed on a timely basis. In the event the Department Secretary is not a paid employee, the secretary shall have the privilege of vote. **(2024)**

- a. The Department Secretary shall see that a record of all meetings of Department Convention and of the Department Executive Committee be permanently maintained. (2019)
- b. The Department Secretary shall, under the direction of the Department President, cause due notice to be given of all Department meetings in a timely manner. (2019)
- c. The Department Secretary shall attend the National Convention at the call of the President. (2019)

Section 4. Department Treasurer: The Department Treasurer may be a paid, full time employee **reporting** to the Department President and Department Executive Committee. The Department Treasurer shall be a member of the American

Legion Auxiliary, and an officer of the Department of California. As a paid employee and Department officer the Department Treasurer shall serve as a non- voting member of the Executive Committee and a voting member of the Department Convention. The Department Treasurer may be removed from office at any time by a majority vote of the Department Executive Committee. The Department Treasurer shall ensure that all duties relative to the necessary operation of the Department office be performed in a timely basis. The Department Treasurer shall monitor all investments, record books, ledgers, and accounts, and assure they are current and accurate. **(2024)**

In the event the Department Treasurer is not a paid employee, the treasurer shall have the privilege of vote. (2019)

- a. The Department Treasurer shall be a signatory on all bank accounts. (2019)
- b. The Department Treasurer shall have the power of disbursing any or all of the money of Department for transacting Department business budgeted under Administrative Fund, subject to confirmation of the convention body. (2019)
- c. The Department Treasurer shall have the power of disbursing money of special funds under direction of Department Chairmen, subject to confirmation of the convention body. (2019)
- d. The Department Treasurer shall have the power of disbursing all other budgeted funds under supervision of Finance Committee, subject to confirmation of the convention body. No funds **that exceed** the budget shall be expended by the Department Treasurer, except by authorization of the Department President and Department Finance Committee. Provided, however, that all the time said money is expended or disbursed, the Department Treasurer shall enter or record in a book kept for that purpose, and otherwise account for same. The Department Treasurer shall **always** keep record books, ledgers, and accounts in readiness for auditing. **(2024)**
- e. The office of Department Treasurer shall be bonded in a sufficient sum, to be decided upon **at** the Department Convention, as prescribed by National, the expense of same to be borne by Department. **(2024)**

Section 5. Department Chaplain: It shall be the duty of the Department Chaplain to offer prayer at each day's business of the Department Convention and Department Executive Committee meetings and to perform nonsectarian services as may be necessary, adhering to such ceremonial rituals as may be recommended by the Department President.

Section 6. Department Historian: It shall be the duty of the Department Historian to complete a historical record of the administrative year in which served. (2019)

Section 7. Department Sergeant-at-Arms and Assistant Sergeant-at-Arms: The Department Sergeant- at-Arms and Assistant Sergeant-at-Arms shall advance the colors at the opening of Department Convention and furl them at the close. **They shall perform other duties as requested by the**

## **Department President. (2024)**

- Section 8. Department Parliamentarian: The Department Parliamentarian may serve as the Constitution and Bylaws Chairman, with no vote at the Executive Committee Meeting. Questions for higher decision shall be forwarded to National for Counsel General's final decision **accompanied with the signature of the Department President or Department Secretary. (2024)**

### **ARTICLE V**

#### Department Executive Committee

- Section 1. 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. The Department Executive Committee shall adopt policies unless otherwise noted in the Department Constitution, strategic plans and agreements; and accept the Department annual audit, confirm the nomination of the Department Secretary and the Department Treasurer, confirm 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.
- Section 3. Any immediate governing body established by Department Convention action shall be subordinate to the Department Executive Committee and shall report to, be accountable to, and its actions ratified by the Department Executive Committee.
- Section 4. 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 term is incompetent, incapacitated, or otherwise unable to discharge the duties of the department office.
- Section 5. All questions affecting the election, eligibility, conduct, and capacity of the Department Executive Committee Person from any Unit or District or of the Department Officers or members of the Unit or District Executive Committees shall be referred to and determined by the Executive Committee or governing board of the Department involved, which shall be the final authority thereon. The rules governing the fulfillment of this section shall be as provided in the Standing Rules. (2019)
- Section 6. The Department Executive Committee shall have general supervision over the affairs of the Department and all Department committees in the interim of

annual meetings, without power to modify action of previous Department Convention, and shall refer, with recommendations, all proposed measures to Department Convention for decision, which shall be final, except emergency measures which may require immediate action; such action however, to be reported to Department Convention for information.

- Section 7. 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 their District and Units. (2019)
- Section 8. 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 9. The Department Executive Committee shall have the power to transact any business that would come before a Department Convention if it becomes impossible to hold said convention. When the Department Convention is not held, the Executive Committee must provide a method of permitting the units a voice and vote in nominating and electing officers.

## **ARTICLE VI**

### Department Committees

- Section 1. Pursuant to the Article on Duties of Officers, the Department President may appoint committees as the president deems 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. (2019)
- Section 2. Finance Committee – One (1) member is elected each year for a 3-year term.
- Section 3. The immediate Past Department President **may be appointed a standing committee by the Department President. (2024)**
- Section 4. **The Past President's Parley Chairman shall be filled by the Past Department President three years after serving as Department President or the choice of the Department President, as necessary. (2024)**
- Section 5. The Department President shall appoint the following standing committee chairmen: Americanism, Auxiliary Emergency Fund, Children & Youth, Community Service, Constitution & Bylaws, Convention Commission, Editor, Education, Girls State, Junior Activities, Leadership, Legislative, Membership, Music, National Security, Past President Parley, Poppy, Public Relations, and Veterans Affairs and Rehabilitation. (2018)

- Section 6. The Department President shall appoint Hospital Representatives and Deputies, upon approval of National, and Veterans' Homes Representatives and Deputies. The Department President shall appoint the Poppy Production Managers. (2019)
- Section 7. 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 National Convention delegates.
- Section 8. Standing committees shall not be increased or diminished without an amendment to the Department Constitution or Bylaws when a new committee is created by National.

## **ARTICLE VII**

### 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.

- Section 2. Subsidiary organizations in the Department of California shall be the Girls State Alumnae Association, and all other groups as may be organized and listed in the Department Standing Rules under the name and jurisdiction of the Department of California. **(2023)**

## **ARTICLE VIII**

### District Organization

- Section 1. The officers of the District shall be President, First Vice President, Second Vice President, Junior Past President, Secretary/Treasurer, Historian, Chaplain, Sergeant-at-Arms, and such other officers as the President or the District may deem necessary. The District Secretary/ Treasurer may be divided. No person shall hold more than one District office at the same time.
- Section 2. The District President and Vice President shall be elected annually, not earlier than forty-five (45) days nor later than fifteen (15) days prior to the opening of the following Department Convention.
- a. If the District of The American Legion shall invite the American Legion Auxiliary District to hold a joint pre-convention caucus session, the District may accept the invitation if the election of delegates within the District has been completed and all other pre-convention

requirements are met.

Section 3. Voting in pre-convention district caucus shall be by regularly elected delegates to Department Convention or alternates, serving as delegates, to the forthcoming Department Convention, Department Officers, District Presidents, Past Department Presidents, Department Chairmen, members of the Department Finance Committee, Girls State Director, Junior Conference Director, Hospital and Veterans' Home Representatives in good standing in their respective units.

- a. Registration fee covering full voting strength of the Unit must be paid prior to the District pre-convention caucus.

Section 4. Each District shall hold no fewer than two (2) nor more than twelve (12) meetings per year, including the pre-convention caucus.

- a. When District Bylaws provide for a delegated District body, the District voting delegation shall be all District Officers, District Chairmen, and such others as the District Bylaws have accorded voice and vote. All Department Officers, Past Department Presidents, Department Chairmen, Members of the Department Finance Committee, Girls State Director, Junior Conference Director, Hospital and Veterans' Home Representatives in good standing in their own Units shall be voting members of said District.
- b. Unless District Bylaws provide for a delegated District body as in (a), all members of District present in District meetings shall be entitled to voice and vote, except in pre-convention caucus.
- c. District pre-convention caucus shall nominate and elect a delegate and/or alternate for National Convention, or by vote of the District delegates by caucus assembled at Department Convention.

Section 5. A quorum shall exist at District meetings when one-third (1/3) of the Units in good standing are wholly or partially represented. **If the District has three or less Units, the quorum shall be five members. (2024)**

## ARTICLE IX

### Unit Organization

Section 1. Those who desire to form an Auxiliary Unit of this Department shall make application for charter to Department President. Application must be approved by the Commander and Adjutant of the Post to which the Unit is to be attached and certified by the District President. **Charter** Application must be accompanied by at least ten (10) properly executed senior applications and required Department and National per capita tax for each as well as a charter fee of ten dollars (\$10.00). Charters must be closed thirty (30) days after they have been signed by the Commander and Adjutant of The American Legion Post. **(2024)**

- a. The minimum membership of a Unit shall be ten (10) Senior members, with the exception of the Department Headquarters Unit that shall have no minimum membership requirement.
- b. A Unit cannot be reinstated under a charter which has been canceled.

It may, however, reorganize and apply for a new charter following the procedure outlined for the organization of new Units.

- Section 2. Temporary chairman should ask for nominations for following officers: President, First Vice President, Second Vice President, Secretary, Treasurer (offices of Secretary and Treasurer may be combined), and at least one (1) Executive Committee person. Upon their election, the permanent officers shall assume their duties and the President shall appoint chairmen of standing committees and such non-elective officers as are required by the Unit Bylaws. (2019)
- Section 3. A Unit shall be given the **same** name, location, and number of The American Legion Post to which it is attached. **(2024)**
- Section 4. The qualifications and process for establishing and existing as a Unit in good standing shall be as provided in the Standing Rules.
- Section 5. Each Unit of the American Legion Auxiliary, Department of California, shall be responsible for having eligibility verified 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.
- Section 6. All persons handling funds of the Unit shall be bonded by a reputable, solvent bonding and surety company; or shall be covered by fidelity/crime insurance in an adequate amount.
- Section 7. Each Unit shall elect the following officers: President, First Vice President, Second Vice President, Secretary, Treasurer, and one (1) Executive Committee person. (The offices of Secretary and Treasurer may be combined). (2019)
- a. The Historian, Chaplain, Sergeant-at-Arms, and such other officers as the Unit may deem necessary may be elected or appointed, provided Unit Bylaws shall specify which are appointive and which are elective, no member to hold more than one (1) elective office.
  - b. Any member in good standing, present at the nomination or election meeting, or who has given their written consent, is eligible to seek office, provided that Units may limit the number of consecutive years as a member may seek election to the same office. (2019)
- Section 8. Unit officers shall be elected annually by majority vote, at a meeting designated by a vote of the Unit, provided, nominations and elections are held not earlier than April 1st or less than five (5) days prior to the opening of Department Convention. The Unit shall notify their membership and the District President of the time set for election. Officers shall be installed prior to September 1st. Officers shall continue in office until successors are installed.
- Section 9. Units shall elect delegates and alternates to the Department Convention at

least fifteen (15) days prior to the date set for the District pre-convention caucus, but not earlier than April 1st.

- Section 10. Each unit must follow uniform Bylaws as provided in the adopted duplicated set of Unit Bylaws and to be governed by the Department Constitution/Bylaws. Revisions or Amendments other than those that must conform to National and Department Constitutions before becoming effective must be approved by the Department Constitution & Bylaws Chairman and signed by the Department President.

## ARTICLE X

### Finance

- Section 1. The revenue of the American Legion Auxiliary, Department of California 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 (2/3) 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. (2018).
- Section 2. The Finance Committee will present the budget annually for approval of the convention delegates.
- a. All revenue shall be disbursed under budget control.
- 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 Executive Committee.
- Section 4. With the exception of the Department Secretary and Department Treasurer, there shall be no salaried officers. Necessary expenses incurred by department officers, National Executive Committee Person, Hospital Representatives and chairmen of department committees in the exercise of their duties to the American Legion Auxiliary may be reimbursed from the department treasury when authorized by the department budget or authorized by the Department President and approved by the Finance Committee. (2019)

## ARTICLE XI

### Cancellation of Charters

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

### **Unit Charters**

- Section 1. Charters may be **canceled** or a Unit may be placed on probation. The Department Executive Committee may order the **probation** of a **Unit** for a

period not to exceed beyond the closing of the next succeeding Department Convention, as a disciplinary measure, or pending action relative to final cancellation, providing notice of such proposed action has been sent to the Unit from Department Headquarters, bearing the signature of the Department President, at least thirty (30) days prior to the Department Executive Committee meeting, and an opportunity is given for a hearing before action is taken. During the **probation** of a **Unit**, Department may provide for the **governing** and administration of the Unit. **(2024)**

Section 2. The Department Executive Committee may **place on probation** or cancel Unit charters for good cause to it appearing. **(2024)**

Section 3. 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 of California, 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 cancel the charter.

Section 4. An American Legion Auxiliary Unit whose charter has been **placed on probation**, or canceled by the Department may appeal the decision of the Department Executive Committee to the National Executive Committee, as provided in the Standing Rules. See National Standing Rules in the method of procedure and appeal. **(2024)**

Section 5. Upon **cancellation** 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 **cancellation**. **(2024)**

Section 6. With regard to **probation** or cancellations 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. **(2024)**

Section 7. 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 the Department. In the event a Unit charter is canceled without the consent of such Unit, it shall have the right to appeal to the Department Executive Committee as provided in the Standing Rules.

Section 8. The National Executive Committee may prescribe rules of procedures to be followed in the **probation** 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 principals of due process of law. **(2024)**

Section 9. Method of Procedure in Notice of Appeal – See National Standing Rules.

**ARTICLE XII**

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 and city statutes, the Department Constitution and Bylaws, Standing and Special Rules.

**ARTICLE XIII**

Amendments

Section 1. Refer to Department Constitution, Article VII, for method of amendment of Department Bylaws.

**ARTICLE IX**

Authority

Section 1. The authority under which all Districts, Units, subsidiaries, 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 District or Unit Constitution or Bylaws, any subsidiary, intermediate body, or affiliated entity's bylaws, or any regulation of any District, Unit, subsidiary, intermediate body, or affiliated entity in conflict with the foregoing authority shall be void.

**ARTICLE X**

Policies

Section 1. Conflict of Interest: Page 15-16

Section 2. Confidentiality Policy: Pages 17

# Conflict of Interest

**Policy Statement:** It is the policy of the American Legion Auxiliary (ALA) Department of California, a public benefit 501 (c) (19) not-for-profit veterans organization auxiliary headquartered in San Francisco, California, to protect the American Legion Auxiliary's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of members of the governing board, department officers, department chairs, members of a committee with governing board delegated powers, department appointees, and Department Headquarters staff, or that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Policy Definitions:**

**Interested Person:** An interested person is any member of the governing board, department officer, department chair, member of a committee with governing board delegated powers, department appointee, and Department Headquarters staff who has a direct or indirect financial interest, as defined below.

**Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) an ownership or investment interest in any entity with which the ALA has a transaction or arrangement,
- 2) a compensation arrangement with the ALA or with any entity or individual with which the ALA has a transaction or arrangement, or
- 3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ALA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are of a material nature. A financial interest is not necessarily a conflict of interest.

Under the American Legion Auxiliary Department of California Conflict of Interest Procedures, a person with a financial interest may have a conflict of interest only if the appropriate governing board or committee so determines.

## **Policy:**

### **I. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **II. Compensation**

A voting member of the governing board who receives compensation, directly or indirectly, from the ALA for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ALA for services is precluded from voting on matters pertaining to that member's compensation.

Voting members of the governing board or any committee whose jurisdiction includes compensation matters and who receive compensation, directly or indirectly, from the ALA, either individually or collectively, are not prohibited from providing information to any committee regarding compensation.

### **III. Annual Statements**

Each interested person can assume the responsibilities of their position when they have signed an annual statement affirming such person:

- A. has received a copy of the Conflict of Interest Policy,
- B. has read and understands the policy,
- C. agrees to comply with the policy, disclose any known conflicts, and
- D. understands that the ALA is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **IV. Periodic Reviews**

To ensure the ALA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- B. whether partnerships, joint ventures, and arrangements with management organizations conform to the ALA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **V. Use of External Expertise**

When conducting the periodic reviews as provided for in Section 4, the ALA may consult or engage persons or businesses with professional expertise. Use of external expertise does not relieve the governing board of its responsibility for ensuring said periodic reviews are conducted.

# Confidentiality Agreement

## Policy Statement

It is the policy of the American Legion Auxiliary Department of California (ALA), a public benefit 501 (c) (19) not-for-profit veterans organization to maintain the confidentiality of sensitive information and to take reasonable steps to protect and secure confidential information that is pertinent to the business and services of the organization, in order to protect the organization from harm.

## Policy Definitions

**Employee:** In this context, Employee is defined as any individual who receives compensation, either full or part time, from the ALA.

**Volunteers:** In this context, volunteers are defined as department officers, board members, department chairmen, members of committee, and national appointees providing non-compensated services to the ALA.

## Policy

In the course of their duties, employees and volunteers will have access to information that, if disclosed, could harm the organization, its business relationships, or an individual.

1. Employees and volunteers with the American Legion Auxiliary shall maintain the confidentiality of any information concerning legal, sensitive business, and personnel matters.
2. Employees and volunteers shall not disclose information about donors and donations without express permission, nor disclose information concerning personnel, sensitive business matters, and legal matters that may directly or inadvertently become known to the department officers, board members, department chairmen, committee members, volunteers, national appointees and staff.
3. Employees and volunteers shall exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information.
4. As an officer, past officer, member of the governing board, chairman or a member of a department committee, I recognize that certain written and verbal information provided to me in my capacity as an Auxiliary leader is intended only for my personal use and is not to be disclosed, copied, distributed, made available, or communicated to others. I will exercise caution and care in the handling of documents and material that have been provided and entrusted to me.

I recognize and understand my responsibility for protecting confidentiality and agree to abide by this policy at all times.

Before an employee or volunteer can assume the responsibility of their position, they shall be required to sign the ALA Confidentiality Agreement annually.

This policy is not intended to prevent disclosure when disclosure is required by law or a court of law.