

THE AMERICAN LEGION  
DEPARTMENT OF TEXAS

CONSTITUTION

OF AMERICAN LEGION POST NO. 305, THE WOODLANDS, TEXAS

PURPOSE

The purpose of this organization is to foster and to perpetuate a one hundred per cent Americanism, to preserve the memories and incidents of our association in the Great Wars; to inculcate a sense of individual obligation to the community, state and nation; to combat the autocracy of both the classes and the masses; to make right the master of might; to promote peace and good will on earth; to safeguard and transmit to posterity the principles of justice, freedom and democracy; to consecrate and sanctify our comradeship by our devotion to mutual helpfulness; to maintain law and order, a representative form of government, and to uphold and defend the Constitution of the United States and of the State of Texas.

ARTICLE I -- NAME

Section 1. The name of this organization shall be THE WOODLANDS Post No. 305, The American Legion, Department of Texas. The charter of incorporation was filed in the office of the Secretary of the State of Texas under Charter No. 27818. The supplemental charter issued by the National American Legion is hereby adopted as the charter of this Post.

ARTICLE II -- OBJECTS

Section 1. The objects and purposes of this Post shall be to promote the principles and policies as set forth in the foregoing purpose, and the National and Departmental Constitutions of The American Legion.

ARTICLE III -- NATURE

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

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

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

#### ARTICLE IV -- MEMBERSHIP

Section 1. Eligibility to membership in this Post shall be as prescribed by the National Constitution of The American Legion, and the Constitution and By-laws of The American Legion, The Department of Texas, and as further stated in this Constitution and By-Laws.

Section 2. Application for membership shall be made in writing under such regulations as may from time to time be prescribed by the Post Executive Committee.

Section 3. All applications for membership in ~ Post ~hall be acted upon at the next Post Membership meeting following the making, of such application, and shall at such meeting, be accepted, rejected, or referred for further investigation and consideration. If a majority or more of the Post membership cast their vote against the acceptance of such application, then such application shall be recorded as rejected. A rejected application shall not again be considered until after the expiration of six (6) months from date of such rejection.

Section 4. Any member of this Post may be expelled for cause by a two-thirds (2/3) vote of the Executive Committee after charges are preferred under oath in writing, and a fair trial is had upon the same, under the rules and regulations of the Department of Texas and the Uniform Code of Procedure of the Department of Texas, and Article IV, National By-laws of The American Legion.

Section 5. If the accused is convicted, his membership is suspended until his final - appeal is heard and a decision is rendered, and if he is expelled by the decision, he shall not be eligible for membership in this Post for one year from the date of expulsion. and then only in the event his application for reinstatement is approved in the manner in which memberships are approved in this Post.

Section 6. No person who has been expelled by a Post shall be admitted to membership in this Post, without the consent of the expelling Post, until after a year has elapsed since his expulsion, and then only in event his application for reinstatement is approved in the manner in which memberships are approved in that Post.

#### ARTICLE V -- OFFICERS

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

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

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

Section 4. All Officers and Executive Committeemen shall be elected annually by majority vote on written ballots at a Post meeting held not less than fifteen (15) days prior to the Department Convention (Article V, Section 4, Department Constitution), and shall be installed not later than the first regular Post meeting in October following their election. Only those members holding current calendar year membership cards shall have the privilege of vote in the election. They shall hold office until their successors are duly installed or as otherwise provided. Any Officer or Executive Committeeman may be removed for cause by the Executive Committee, a two-thirds (2/3) vote of said Committee being necessary to effect such removal.

Section 5. The duties of Officers and Executive committeemen shall be those usually appertaining to such Officers or Committeemen and as further provided in the By-Laws.

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

Section 7. In case of vacancy in any office for any cause, the said vacancy shall be filled, on an interim basis, with an appointment by the Executive Committee. The permanent replacement will be made at the next regularly scheduled election of the Post, unless said election was scheduled more than six (6) months hence, in which case, an election will be conducted at the next regularly scheduled Post meeting, provided at least five (5) days notice of such election has been given to the members.

#### ARTICLE VI -- FINANCE

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

Section 2. The amount of membership or initiation fees and the amount of annual dues shall be fixed and determined by this Post.

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

#### ARTICLE VII -- CHARTER MEMBERS

Section 1. Members who joined this Post prior to the issuance of charter shall be known as charter members.

#### ARTICLE VIII -- AMERICAN LEGION AUXILIARY

Section 1. This Post recognizes an auxiliary organization to be known as the Auxiliary Unit of THE WOODLANDS Post No. 305, The American Legion.

Section 2. Membership in the Auxiliary shall be as prescribed by the National and Department of Texas Constitutions and By-Laws of The American Legion.

#### ARTICLE IX -- AMENDMENTS

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

Section 2. This Constitution may be emended at any regular Post meeting by a vote of two-thirds (2/3) of the members of said Post attending such regular meeting; provided that the proposed amendment shall have been submitted in writing to the Executive Committee in session and approved by it; or if rejected in whole or in part it may be taken to a regular Post meeting on a minority report; and provided that the proposed amendment shall have been submitted in writing and read at the next preceding regular meeting of said Post; and provided, further that written notice shall have been given to all members at least five (5) days in advance of the date when such amendment is to be voted upon, notifying said members that, at such meeting a proposal to amend the Constitution is to be voted upon.

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

#### ARTICLE X -- REAL PROPERTY

Section 1. Real property owned by the Post may be sold after first complying with Article VI, Section 6, Department Constitution), leased or otherwise disposed of where control of said property is involved at any regular meeting by a vote of two-thirds (2/3) of the Post members attending a regular meeting, provided that the proposal shall have been submitted in writing, after approval by a majority of the Executive Committee, if there be an Executive Committee, and further after approval by a majority of the Board of Trustees, if there be a Board of

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

#### ARTICLE XI -- PROGRAMS

Section 1. This Post may sponsor a Sons of The American Legion Squadron. Such Squadron, once formed, shall be subject to the rules, regulations and supervision of Post 305 as may be promulgated by the Post Executive Committee and ratified by the Post Membership, and which shall not be in conflict with the rules and regulations set up for the Sons of The American Legion by the National Executive Committee, The American Legion.

Section 2. Said SAL Squadron 305 may adopt its own Constitution and By-Laws, subject to approval of same by the Post Executive Committee. Until SAL Squadron 305 adopts its own Constitution and By-Laws, it shall be governed by Post 305 rules and regulations, and by the recommended Constitution and By-Laws of a SAL Squadron as has been approved by the Department Executive Committee, The American Legion, Department of Texas.

Section 3. Once created, this Post may cease its sponsorship of SAL Squadron 305 for good cause, such as failure to maintain a minimum membership of at least ten (10) members, failure to function, participating in activities illegal, immoral or opposed to our form of Government and the American way of life, and in the discretion of the Post Executive Committee, subject to ratification by the Post membership.

BY-LAWS

OF AMERICAN LEGION POST NO. 305, THE WOODLANDS, TEXAS

ARTICLE I -- NAME

Section 1.                   The Post existing under these By-Laws is to be known as THE WOODLANDS Post No. 305, The American Legion, Department of Texas.

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

ARTICLE II -- MANAGEMENT

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

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

Section 3.                   The Post Executive Committee shall hire such employees as may be necessary; shall authorize and approve all expenditures; shall require adequate bonds from all persons having the custody of Post funds; shall cause all funds to be placed in the hands of the Finance Officer for deposit and accounting purposes; shall hear the reports of Post Committee 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 where a quorum is present. At the end of each fiscal year, an audit committee shall be appointed with

the Judge Advocate as Chairman to conduct a complete audit of Post records before turning them over to the new Finance Officer.

### ARTICLE III -- DUTIES OF OFFICERS

Section 1. Duties of Commander -- It shall be the duty of the Post Commander to preside at all meetings of the Post and to have general supervision over the business and affairs of the Post, and such Officer shall be the Chief Executive Officer of the Post. He 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. He shall see that this Constitution and By-Laws are observed. He shall perform such other duties as are directed by the Post.

Section 2. Duties of Vice Commanders

- a. The First Vice Commander shall assume and discharge the duties of the office of Commander in the absence or disability of, or when called upon by the Post Commander. On an ongoing basis, the First Vice Commander shall be fully involved in, and responsible for, all aspects of Post membership.
- b. The Second Vice commander shall assist the commander with all duties, with particular emphasis on providing special programs to make meetings interesting, coordinating patriotic observances, and directing other activities and fundraisers.

Section 3. Duties of the Post Adjutant -- The Adjutant shall have charge of and keep a full and correct record of an 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 Commander, handle all correspondence of the Post. He shall comply with Article V, Section 5, Department Constitution.

Section 4. Duties of the Finance Officer -- The Finance Officer of the Post shall have charge of all finances and see that they are safely deposited in some local bank or banks and shall report once a month to the Executive Committee and the Post, in writing, the condition of the finances of the Post, with such recommendations as he may deem expedient or necessary for raising funds with which to carry on the activities of the Post. He shall sign all checks disbursing the moneys of the Post, such checks to be countersigned by the Commander or Adjutant, as authorized by the Executive Committee of the Post, for any expenditure over \$500 that has not been already approved by the membership as part of

the Annual Budget. The Post shall furnish such surety bond in such sum as shall be fixed by the Executive Committee."

Section 5. Duties of Judge Advocate -- The Judge Advocate shall supply professional advice in the conduct of the Post business, or to procure proper counsel. He shall be the Chairman of any committee concerning the Constitution or By-laws revision. He shall be in charge of the annual audit of the Post financial accounts as set out in Section 3, Article II of these By-laws. He shall be responsible for the orderly conduct of disciplinary procedures.

Section 6. Duties of the Post Historian -- The Historian shall be charged with the individual records and incidents of the Post and Post members, shall perform such other duties as may properly pertain to the office as may be determined by the Post or Executive Committee.

Section 7. Duties of Post Chaplain -- The Chaplain shall be charged with the spiritual welfare of the Post comrades and will offer divine but non-sectarian service in the event of dedications, funerals, public functions, etc., adhere to such ceremonial rituals as are recommended by the National or Department Headquarters from time to time.

Section 8. Duties of Sergeant at Arms -- The Sergeant at Arms shall preserve order at all times and all meetings, and shall perform such other duties as may be from time to time assigned to him by the Commander or Executive Committee. He 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 9. Duties of Service Officer -- He shall comply with the Service Officer's Manual and Post Handbook of The American Legion; and recommendations of National and Department Headquarters, and needs of this Post.

#### ARTICLE IV -- DELEGATES

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

Section 2. 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 (under the provisions of the Modified Unit Rule). 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 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. 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. Following the calendar year, a member becomes delinquent for non-payment of dues by January 1st, and if he continues delinquent, he loses all privileges by February 1st, and his membership is forfeited on June 30th, if still delinquent. 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. The fiscal year shall end with the installation of the newly elected officers, and the new fiscal year shall begin as the new officers assume their duties.

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

Section 4. The Chairman of the membership committee may recommend to the Executive Committee the names of members whose dues shall be remitted by the Post with reasons for such recommendation. The 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 he deems necessary for the efficient operation of the Post, such as those listed in the Post Officers Guide; he shall also appoint such other committees as he 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.

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 or 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. The regular and special meetings of the Post shall be held at The Rayford Road Community Center, Spring, TX, or as otherwise designated by the Post Commander, at which place may be transacted such business as may properly be brought up for action, approve the minutes of the previous meeting and minutes of all 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. 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 Commander and the Executive Committee.

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

Section 4. Upon the written request by signed petition of not less than twenty-five (25) per cent of the members in good standing of this Post delivered to the Commander, requesting a special meeting of the Post, the Commander shall call the said

special meeting within not less than seven days, nor more than fourteen days after receipt of the said petition. In the said petition shall be stated the purpose for which the meeting is requested, and matters not pertaining to said purpose for the meeting shall not be considered at such meeting. In notices given to the membership of said meeting, the subject matter to be discussed shall be stated. The Post Commander or a majority of the Executive Committee shall have the power to call a special meeting of the Post, and the notice of the call for this meeting sent to the membership shall contain the subject matter to be discussed at the said meeting, and the said meeting shall not discuss other matters not relating to said notice.

Section 5. At least twelve (12) members in good standing shall constitute a quorum at any regular or special meeting of the Post.

#### ARTICLE IX -- NOTICES

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

Section 2. The Post Adjutant shall cause written notice of the annual election to be given at least five (5) days prior thereto.

#### 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, except as herein otherwise provided.

#### ARTICLE XI -- LIMITATIONS OF LIABILITIES

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

#### ARTICLE XII -- AMENDMENTS

Section 1. These By-Laws may be amended at any regular Post meeting by a vote of two-thirds (2/3) of the members of said Post attending such regular meeting; provided that the proposed

amendment shall have been submitted in writing to the Executive Committee in session and approved by it; or if rejected in whole or in part, it may be taken to a regular Post meeting on a minority report; and provided that the proposed amendment shall have been submitted in writing and read at the next preceding regular meeting of said Post, and provided, further, that written notice shall have been given to all members at least five (5) days in advance of the date when such amendment is to be voted upon, notifying all said members that at such meeting a proposal to amend the By-Laws is to be voted upon.

#### ARTICLE XIII -- BOARD OF TRUSTEES

Section 1. A Board of Trustees is hereby created to consist of five (5) members of the Post, and the current Commander, with right to vote. One member of said Board of Trustees shall be elected each year by the Executive Committee on nomination by the Commander to serve for a term of five (5) years. No member of the Board shall hold any other elected office in the Post nor shall be eligible to succeed himself.

Section 2. At the first regular meeting of the Board of Trustees in each year, the Board shall elect a Chairman and a Vice-Chairman who shall serve for a term of one (1) year and shall not be eligible to succeed themselves. The Finance Officer, Judge Advocate, and Adjutant shall serve the Board in their respective capacities, but shall not be granted the privilege of vote on any question coming before the Board of Trustees. The members of the Board shall meet at least once each month and hold special meetings at such time and place as deemed necessary by the Chairman or on call of three (3) members thereof.

Section 3. A majority shall have power to act and to exercise all the authority of the Board. The members of the Board shall serve without pay. Each shall furnish a bond with a solvent surety company as surety in the penal sum of Five Thousand and NO/100 (\$5,000.00) Dollars, the premium thereon to be paid out of the, income from such property as they may hold in Trust for the Post and The American legion, Department of Texas. Said bond shall be approved by the Post Judge Advocate before such Trustee shall be qualified.

Section 4. Vacancies in the Board of Trustees shall be filled by election by the Executive Committee of the Post, upon nomination by the Post Commander.

## DUTIES AND FUNCTIONS

Section 5(a) The duties of the Board of Trustees shall be to take charge of all Trust Funds and all properties, real, personal or mixed, the legal title to which is now vested, or may hereafter vest, in the Post, or which may be offered to and accepted by the Post. Real Property owned by the Post may be sold, leased, or otherwise disposed of, where control of said property is involved, at any regular meeting of the Post by a vote of two-thirds (2/3) of the members of said Post attending such regular meeting; provided that the proposal shall have been submitted in writing and read at a meeting of the Executive Committee, if there be one, and approved by a majority of the Executive Committee present and voting, and further provided that the proposal shall have been submitted in writing and read at a meeting of the Board of Trustees and approved by a majority of those present and voting, and provided further that the proposal shall have been submitted in writing and read at the first regular meeting of said Post following action by the Board of Trustees; provided further that notice shall have been given to all members by mail at least fifteen (15) days in advance of the date when such proposal is to be voted upon, provided further that notices of the proposal have been given publication in area press, radio, and the bulletin board in The American Legion Home, notifying the said members that at such a meeting a proposal to sell, lease, or otherwise dispose of said property is to be voted upon.

Section 5(b). No changes, alterations or additions to the real property of the Post shall be made without the prior approval of the Board of Trustees; final approval after recommendation by the Board of Trustees shall be vested in the Executive Committee and the Post.

Section 5(c). The disposal of control of real property of the Post can only be amended by the same procedure as set forth in the above Section 5(a) for the disposal of control of real property.

Section 6. The Board of Trustees shall act as a Building and Grounds Committee for the purpose of rental of said property on a temporary basis and/or otherwise handle use of said property; subject to final approval of the Executive Committee. The Executive Committee may assign such other duties to the Board of Trustees as it deems advisable.

Note: All pronouns used throughout this document are to be interpreted as non-gender in nature.

POST CERTIFICATE

We, the following officers of The Woodlands Post 305, The American Legion, Department of Texas, hereby certify that the foregoing amended Constitution and By-Laws, after due notice was given to all members, was adopted at a regular meeting of this Post that was held on the sixteenth day of November, 2006, A.D.

James P. Bolin

POST COMMANDER

ATTEST:

Dwight Hall

POST ADJUTANT

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DEPARTMENT CERTIFICATION

Passed on by the Department Judge Advocate on the 26<sup>th</sup> day of June, 2008, A. D. and Approved by the Department Executive Committee on the 26<sup>th</sup> day of June, 2008, A. D.

Samuel Horler  
DEPARTMENT JUDGE ADVOCATE

Note - This version of the Post 305 Constitution & By-Laws incorporates the original document and amendments approved as follows:

<u>Action</u>	<u>Post Approval</u>	<u>DEC Approval</u>
Original C&BL	12/15/88	4/1/89
Amendment	5/19/05	7/10/05
Amendment	11/17/05	1/29/06
Amendment	11/16/06	6/26/08