



American Legion Auxiliary
Department of Michigan
212 N. Verlinden Ave., Ste. B • Lansing, MI 48915
Phone: 517-267-8809 • Fax: 517-371-3698

Denise -Ext. 21
Heather-Ext. 19

MAY, 2017



DEPARTMENT CONVENTION

Department Convention is June 22-25, 2017 at the Holiday Inn Gateway Centre in Flint. The Executive Board will meet at 1pm on the 22nd followed at 3pm by the District Caucuses and Pre-Convention Meetings.

Please make sure the delegates and alternates who will represent your Unit receive any Convention related correspondence that is sent to the Unit.

☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆

COMMEMORATIVE COIN LEGISLATION

☆☆ Please note the page enclosed in this
☆☆ mailing regarding contacting your
☆☆ Legislators urging them to support a
☆☆ commemorative coin in honor of the
☆☆ upcoming American Legion's 100th
☆☆ anniversary.

☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆☆

AUXILIARY HISTORY

In 2008, the Department of Michigan donated our collection of minutes, verbatims and publications from its inception.

The items are lodged at the Bentley Historical Library at the University of Michigan. If anyone is interested, information can be found on their website at:

Bentley.umich.edu.

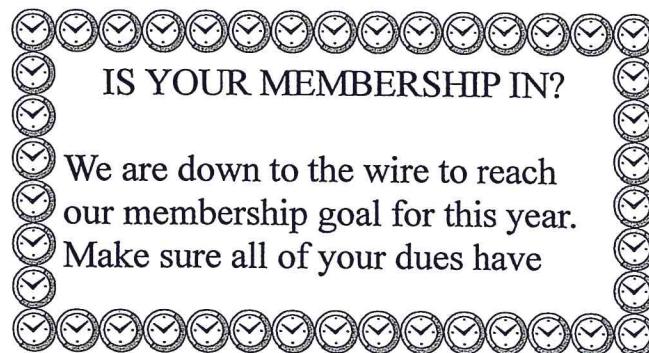
Our history has been protected by the University and will be available for anyone doing research for years to come.

ATTENTION ALL UPPER PENINSULA UNITS

Wanda Westman, Representative at DJ Jacobetti Home is requesting Fathers Day Cards for the patients there. Each patient also gets \$2 in their account as a Fathers Day gift. If each Unit could send 10 cards and \$20 to Wanda, you would be making the residents there very happy. She will need the money by May 15th and the cards by May 31, 2017.

Many thanks in advance!!!

Wanda Westman
318 E Empire St
Ishpeming, MI 49849



REMINDER:

Things you need to send to Department:

Mandatory Dues due by May 22, 2017
Unit Data Form for 2017-18
Officers List for 2017-18
Delegate application for Convention



American Legion Auxiliary

Department of Michigan

212 North Verlinden Avenue, Ste. B • Lansing, Michigan 48915

phone 517-267-8809 • fax 517-371-3698

www.michalaux.org

TO: American Legion Auxiliary Department of Michigan Units
FROM: Ellen Jackson, Department President
DATE: April 24, 2017
RE: Department Convention

Department Convention is just around the corner and I wanted to make sure everyone is ready.

CREDENTIAL REQUIREMENTS:

In order to have voting privileges at Convention, each Unit MUST pay their mandatory dues to Department before May 22nd, 2017. Please make sure your unit is paid.

The Certification of Unit Delegates was sent to you in the last Unit Mailing. The number of votes your Unit has is based on the number of paid members in your Unit on May 22nd, which is 30 days before Convention.

At least 30 days prior to Convention (May 22nd), your Unit should vote on who will attend the Department Convention to represent your Unit as a Delegate. The Convention runs from Thursday, June 22-Sunday June 25, 2017 at the Holiday Inn Gateway Centre in Flint. Make sure your delegates and alternates can be in attendance.

For each vote your Unit has, you may send one delegate and one alternate. The alternate fills in on the convention floor for times when the delegate cannot be there. There is a \$10 fee for each delegate named. As an example, if your Unit has 55 members, you can have 2 Delegates and 2 Alternates. The cost would be \$20 as there is no charge for the Alternates. If you are unable to send 2 Delegates, one authorized Delegate can vote the Unit strength (2 votes, in this example) but you must pay for both of them (\$20).

DELEGATE AND ALTERNATES:

Delegates and Alternates should understand they are representing the wishes of the Unit. Any business coming before the Convention should be reviewed at your Unit meeting. You have received copies of the endorsements of those running for Department office. These should be discussed at your meetings so the Delegates know how to vote. The resolutions that Department has to date are in this mailing and should also be discussed.

Fill out the Certification form and submit to Department with payment. Please note the request on the Certification form for an address or e-mail contact to notify the unit the Certification form was received.

Upon arriving at Convention the Delegates and Alternates will visit the Registration desk to pick up a convention packet. Next, they should go to the Credentials Desk, present the convention certification e-mail or Name Badge and the credentials staff will verify the eligibility, and that payment has been

made. The delegate will receive the appropriate sticker on the name tag to identify their delegate or alternate status.

All attendees are invited to sit in on the Executive Board meeting on Thursday, May 22nd at 1:00 pm.

DISTRICT CAUCUSES: Delegates and Alternates should attend their District Caucus at 3:00 pm on Thursday, June 22nd.

PRE-CONVENTION MEETINGS: The next meeting will be the Pre-Convention meetings immediately following the caucuses. The Delegates should be instructed by the Unit as to which program meeting they should attend.

CONVENTION: All Delegates will sit on the Convention floor with their District. You will see signs posted in the seating area. If there is room, the Alternates can also sit with the District. Otherwise, there will be Guest seating available for them as well as any other members. Anyone who is a current member of your unit is encouraged to attend the Convention.

Your Unit Delegates should give a report about the Convention proceedings at your next Unit meeting. This report would include the designated Pre-Convention meeting attended by each, and any voted changes regarding unit, district and department business or legislation.

Your Unit has the option to bring your Unit Colors to Convention and be a part of the opening processional on Thursday evening. A flag registration form is enclosed for this purpose.

If you have any questions, please give Denise at Department a call at 517-267-8809, x 21.

TO: All Unit and District Presidents

RE: Stand of Colors for Department Convention June 22 – 25, 2017



9:00 a.m. Thursday, June 22 Registration of Colors and Displays

Each Unit and District must bring their flags AND flag stands. Please make sure each item is clearly marked with the name of your Unit or District

2:00 p.m. Thursday, June 22 Flag Rehearsal—Convention Hall Flags are NOT required for rehearsal

NEW DRESS CODE: Representatives who carry your Colors in the processional must be dressed in a PLAIN WHITE BLOUSE AND NAVY SKIRT. NO slacks or split skirts permitted. NO gloves will be worn and NO jewelry other than a watch and rings.

Those who attend rehearsal will lead the processional at the opening of Convention on Thursday evening. We cannot guarantee space for those who do not register their Colors by June 1st and are not present for the rehearsal.

LINE UP FOR PROCESSIONAL—at 6:30 p.m. on Thursday, June 22nd, outside the Convention Hall for the official opening of Department Convention at 7:00 p.m.

We must know how much space will be necessary for placing the Colors on the Convention platform. If you are bringing your colors, please fill in the form below and return to Department Headquarters

NO LATER THAN JUNE 1, 2017

Ellen Jackson, Department President

-----✂CUT HERE AND RETURN BOTTOM PORTION ✂-----

American Legion Auxiliary
Department of Michigan
212 N. Verlinden Ave., Suite B
Lansing, MI 48915

Our (**circle one**) Unit / District Colors will be in the processional at the Department Convention opening on Thursday, June 22nd at 7:00 p.m.

Unit _____

Signed _____
(Unit/District President or Secretary)

District _____

Phone/e-mail _____

PLEASE RETURN BY JUNE 1, 2017 TO DEPARTMENT



American Legion Auxiliary

In the Spirit of Service Not Self for Veterans, God and Country

Legislative Alert: Action Needed TODAY

In honor of The American Legion's 100th anniversary, the Legion Family is hoping to mark the occasion with a commemorative coin from the U.S. Mint. The coins will raise public awareness and the proceeds from their sale will benefit the Legion's programs.

Congress only authorizes the minting of two coins per year, so we need your help! The Legion is trying to get as many co-sponsors for this bill as possible. The bill has not yet been introduced; refer to it as The American Legion 100th Anniversary Commemorative Coin Act.

You can help by contacting your representative and senators today! It's as easy as 1-2-3.

1. Look up the contact information for your elected officials at:
<http://capwiz.com/legion/dbq/officials/> Enter your ZIP code and click GO. Click on your official's photo and then the Contact tab.
2. Call both their DC and a district office, using the below script, for your representative and each senator. (This will be six calls.) The person on the phone may ask for some information to verify that you're a constituent at the end of the call. If no one is available to take your call, be sure to leave a voicemail.

For your representative: Hello. I'm calling to ask that the representative become an original co-sponsor of The American Legion 100th Anniversary Commemorative Coin Act. To sign on, please contact Chris Bennett in Representative Walz's office.

For your senators: Hello. I'm calling to ask that the senator become an original co-sponsor of The American Legion 100th Anniversary Commemorative Coin Act. To sign on, please contact Kevin Marsh in Senator Young's office.

3. Ask your friends to call as well. They do not have to be Auxiliary members or connected to the Legion Family.

Send any questions or feedback to legislative@ALAforVeterans.org. For more information about the coin, visit: <http://bit.ly/TALCoinInfo>

National Poppy Day | Friday, May 26

The American Legion Family will launch National Poppy Day on Friday, May 26, as a way to honor U.S. service members, from the battlefields of France in WWI a century ago to today's global war on terrorism.

After World War I, the poppy flourished in Europe and quickly became a symbol of the sacrifices made by Americans and allied service members around the world. Soldiers returning from WWI brought home the flowers in memory of the barren landscape transformed by the sudden growth of wild red poppies among the newly dug graves — unforgettably described in a memorial poem by Canadian Lt. Col. John McCrae:

If ye break faith with us who die
We shall not sleep, though poppies grow
In Flanders Fields.

National Poppy Day broadens a tradition that dates back to the American Legion Auxiliary's first National Convention in the early 1920s when the red poppy was adopted as The American Legion Family's memorial flower. Today, it remains an iconic symbol of honor for the sacrifice of our veterans. ALA members distribute millions of poppies annually across the country in exchange for donations that go directly to assist disabled and hospitalized veterans in our communities.

Boeing Co. is a sponsor of National Poppy Day. American Legion Auxiliary National President Mary E. Davis and American Legion National Commander Charles E. Schmidt encourage all Americans to wear or display poppies on National Poppy Day in memory of the fallen and to honor those who have fought for freedom.

Leadership

First of all, Thank You to all the Units who submitted their Annual Reports. Yes, it takes a little work, but these reports are vital to recording what we do and why we matter.

As we are drawing near to the close of one Auxiliary year, we are also preparing for the next. We have elected and are installing officers for the coming year at both the Unit and the District levels. Hopefully these officers have the desire to lead as we carry out our mission of serving our Veterans, our active military and their families, our children and youth, and our communities. New officers can mean a “time of change” for our Units and Districts. In the spirit of goodwill, we need to embrace these changes and be willing to try new things to be effective as an organization. We need to be understanding when new leaders (or seasoned leaders) make mistakes as they lead us, giving their best efforts. Gentle guidance goes much further than harsh remarks when they falter.

One change that would be beneficial to our Department would be better representation at the Department Convention in June. This is not only a time for wrapping up the outgoing year by presenting awards and accolades to those who have achieved great things this past year, but it is also a time for updating our policies and governing documents when necessary and the time we elect our Department Officers for the coming year. The only way a Unit can have a say in these matters is to send delegates to Department Convention. (Remember, a separate Delegate Fee in addition to the Convention Registration Fee is required in order to vote at Department Convention.)

Hopefully, if you are attending Convention for the first time, you will have someone to mentor you so that you know what to expect. As an organization, we do not want to lose members who become frustrated by trying to participate and do not know the expectations of them. If you have members in your Unit who will be attending, please be sure to share with them these expectations prior to Convention. It will make their experience more enjoyable and meaningful, plus they will be more productive as a delegate. The outcome will be a win-win for the member and Department.

Many of our Unit/District Officers have attended a convention before, but do you encourage all your members to consider attending? Department meetings such as Fall Conference, Winter Meeting and Department Convention are not just for officers. All members in good standing may attend. Each Unit is allotted delegates based on their membership thirty days prior to Convention. Filling your allotted

delegate spots ensures that your Unit has a say in our organization's future. Like the government process of elections, if you don't vote, you have given up your voice in our future. Unlike the government process, we have no "absentee" voting. Delegates must be present to cast their vote. Units are allowed one alternate for each delegate allotted. Additional members may come as guests.

If you have questions about Convention, ask your District President. Hopefully they will be able to assist you.

To the newly elected officers, may you have a productive and fulfilling year as you work to fulfill our mission. Thank You for all you do for the American Legion Auxiliary and especially Thank You for all you do for our Veterans.

Marcy Jorae

Leadership Chairman

May 2017



MEMORY GARDEN

2016 – 2017

GEORGIA DOWNS, CHAPLAIN

Dawn M. Bowden	District 2	Unit 034	03/14/2017
Olive Darling	District 3	Unit 491	11/25/2015
June Kaimon	District 3	Unit 491	02/10/2017
Dorothy McDonald	District 3	Unit 491	02/01/2017
Nancy Cronin	District 4	Unit 365	03/05/2017
JoAnn Boepple	District 4	Unit 365	03/09/2017
Ann Hess	District 4	Unit 365	02/23/2017
Laura (Christopher)Terry	District 5	Unit 356	02/06/2017
Nancy Sagorski	District 5	Unit 356	10/12/2016
Lucille Dressander	District 5	Unit 376	03/06/2017
F. Jean Doane	District 5	Unit 028	04/08/2017
Linda L. Brown	District 5	Unit 028	03/13/2017
Barbara Ann Victor	District 5	Unit 028	03/02/2017
Fern Mastenbrook	District 5	Unit 028	03/06/2017
Mavis Basydlo	District 6	Unit 419	03/18/2017
Margaret Wegner	District 8	Unit	10/02/2015
Patricia Mahaney	District 8	Unit 057	08/12/2016
Marilyn Horvat	District 10	Unit 404	03/22/2017
Barbara Davenport	District 10	Unit 370	03/31/2017
Frances Currey	District 10	Unit 422	03/05/2017
Marion Poppe	UPAA	Unit 044	10/17/2016
Joan Gauthier	UPPA	Unit 044	02/08/2017
Noreen McDonald	UPAA	Unit 044	03/29/2017
Mary Johnson	UPAA	Unit 349	02/24/2017

RESOLUTION

Whereas the Leadership Committee created a Unit award for Culture of Goodwill that was passed at the 2016 Department Convention; and

Whereas this award was called the “Culture of Goodwill Award”, not being named in honor of or in memory of an individual within the Department of Michigan; and

Whereas many of the awards in the Department of Michigan are named honoring a Past Department President for their contributions to the American Legion Auxiliary; and

Whereas there is no such award which has been named after Past Department Judy Gregory; therefore be it

Resolved that the Culture of Goodwill Award be renamed the Judy Gregory Culture of Goodwill Award which will be given to the Unit that best displays excellence in creating a Culture of Goodwill.

Submitted by: Marcy Jorae, Leadership Chairman

RESOLUTIONS

Date: April 5, 2017

Submitted by The Constitution and Bylaws Committee

Resolution number _____ Subject _____

RESOLUTION

WHEREAS: The American Legion Auxiliary National Organization has changed there Constitution, Bylaws and Standing Rules and

WHEREAS: They have recommended that each Departments update their Constitutions, Bylaws and

WHEREAS: Michigan has a uniform Constitution and Bylaws for the Units in the State and


WHEREAS: All changes to the Unit Constitution and Bylaws are brought to the Convention Body to be voted on and

WHEREAS: Copies of the changes are attached to this resolution

Now, therefore be it

RESOLVED: That both the Unit and Department Constitution and Bylaws be updated to correspond with the National Organization.

RESOLVED: That the changes become effective at the close of this convention.



Donna Fuelling

Chairman Constitution and Bylaws

RESOLUTIONS

Date: April 5, 2017

Submitted by The Constitution and Bylaws Committee

Resolution number _____ Subject _____

Resolutions

WHEREAS: Merriam Webster dictionary defines Secretary as: a person whose job is to handle records, letters, etc., for another person in an office; a person in a club or other organization who is in charge of keeping letters and records; an official who is selected by the President and is in charge of a particular department of the government, and

WHEREAS: Executive Director is defined as: a working director of an organization who is usually also its fulltime employee, and has a specified decision making role as director of finance, marketing, operations, etc., on an ongoing basis. This title is more typically used for nonprofit organizations than for commercial enterprises, and

WHEREAS: the standard of care required from Executive Directors is much higher than that required from non-executive directors, but both types of directors are equally liable under tax laws, and

WHEREAS: the National Organization has changed the title of their Secretary to Executive Director, and

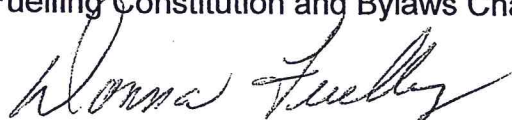
WHEREAS, the Department of Michigan Secretary/Treasurer is the office manager of the department office in Lansing, Michigan.

Now therefore be it

RESOLVED: that the Department Secretary/Treasurer title be changed to Executive Director/Secretary of the American Legion Auxiliary Department of Michigan, and be it

Finally resolved that upon approval of the resolution that all Constitution, By-Laws, Standing Rules and any other document referring to the Secretary/Treasurer title be changed to Executive Director/Secretary.

Donna Fuelling Constitution and Bylaws Chairman



RESOLUTION

Date: April 5, 2017

Submitted by The Constitution and Bylaws Committee

Resolution number _____ Subject _____

RESOLUTION

WHEREAS: The American Legion Auxiliary, Department of Michigan, is made of members whose relatives have been in the service of our country during specific times of War and

WHEREAS: Members have been elected to service as Department Officers and are members of the Executive Board along with Past Department Presidents and

WHEREAS: At an Executive Board meeting held in Lansing, the Attorney for the American Legion Auxiliary Department of Michigan recommended that we add an Indemnification clause to our Bylaws as per Michigan Law

Now therefor be it

RESOLVED: That Article V of the Department Bylaws become Indemnification of Directors and Officer and will become effective at the close of the Convention.



Donna Fuelling

Constitution and Bylaws Chairman

AMENDMENTS TO THE UNIT CONSTITUTION AND BYLAWS

The following changes to the Unit Constitution and Bylaws are to conform to the National Constitution and Bylaws.

Unit Constitution:

ARTICLE IV will now read:

ARTICLE IV – UNIT OFFICERS

There shall be a President, Vice President(s), Chaplain, Historian and Sergeant-at-arms who shall be elected not less than thirty (30) days prior to the opening of the Department Convention and who shall hold office for one (1) year or until their successors are elected. The Unit may elect or appoint the Secretary, Treasurer (Secretary-Treasurer); said decision to be governed by a Standing Rule within the Unit. She shall be a member of the Executive Committee with vote.

ARTICLE V – EXECUTIVE COMMITTEE

SECTION 1 – The Executive Committee shall consist of the officers and three (3) additional members to be elected at the annual meeting. This committee shall hold office for one (1) year or until their successors is chosen.

SECTION 2- The retiring President shall be a member of the Executive Committee with vote.

ARTICLE VI – AUTHORITY

This Unit organization shall be governed by the current edition of “Robert’s Rules of Order, Newly Revised”, in all questions not governed by articles of the National Constitution, the Department Constitution and the Unit Constitution.

ARTICLE VII – AMENDMENTS

This Constitution may be amended at a Department Convention by a two-thirds ($\frac{2}{3}$) vote of delegates present and voting, provided the proposed amendment has been read in the Convention at a previous meeting before action is taken, or has

been distributed to all Units in printed form at least forty-five (45) days before the annual Department Convention. Triplicate copies of proposed Resolution/amendments pertaining to the Constitution shall be in Department Headquarters not later than sixty (60) days prior to the opening of Department Convention for circulation to the Units.

UNIT BYLAWS:

ARTICLE I – OFFICERS now reads

SECTION I – Two weeks previous notice of such annual meeting shall be given by publication of said notice in a newspaper in the community in which the Unit is located, or by a written notice mailed to each member.

Section 2,3,4,and 5 remains the same.

ARTICLE V – EXECUTIVE COMMITTEE

Delete Section 1 and Section 2.

Section 3 will become Section 1, Section 4 will be Section 2 , Section 5 will be Section 3, Section 6 will be Section 4 and Section 7 will become Section 5.

ARTICLE VII- UNIT ORGANIZATION

Add:

SECTION 17. All Units shall adopt the Code of Ethics as prescribed by the American Legion Auxiliary, National Organization.

ARTICLE VI,VIII, IX,X,XI REMAINS THE SAME

ARTICLE XII – AMENDMENTS

These Bylaws may be amended at a Department Convention by a two-thirds ($\frac{2}{3}$) vote of delegates present and voting, provided the proposed resolution/amendment has been read in the Convention at a previous meeting before action is taken, or has been distributed to all Units in printed form at least

forty-five (45) days before the annual Department Convention. Triplicate copies of proposed resolution/amendments pertaining to the Bylaws shall be in Department Headquarters not later than sixty (60) days prior to the opening of Department Convention for circulation to the Units.

AMENDMENTS TO THE DEPARTMENT CONSTITUTION AND BYLAWS

The following changes to the Department Constitution and Bylaws are to conform to the National Constitution and Bylaws.

DEPARTMENT CONSTITUTION:

Article IV will now read:

ARTICLE IV – DEPARTMENT OFFICERS

SECTION 1. The officers of this organization shall be: President, First Vice President, Second Vice President, Executive Director/Secretary, Chaplain, Historian, National Committeewoman and the District President.

- (a) The Department President, First Vice President, Second Vice President, Chaplain and Historian shall be elected annually at the Department Convention.
- (b) The Department President shall nominate the Department Executive Director/ Secretary and she shall be elected by the Department Executive Committee at the post-convention Executive Committee meeting.
- (c) The retiring Department President shall be declared elected as National Executive Committeewoman for the year immediately following her term as Department President. If the retiring Department President is unable to serve as National Executive Committeewoman for the year immediately following her term as Department President, a Past Department President shall be elected to serve the term.
- (d) The incoming Department President shall be declared elected as Alternate National Executive Committeewoman for the year of her term as Department President.

SECTION 2. All officers elected at the Department Convention shall take office immediately following installation at the Department Convention. Each officer shall serve until her successor shall be elected.

SECTION 3. In the event of death or resignation of the Department President, the First Vice President shall automatically succeed to the office of President. The Second Vice President shall automatically succeed to the office of First Vice President. In the event of succession, if the unexpired term is less than six (6) months, they shall be eligible for election to that office the next year. Vacancies in

the office of Chaplain or Historian shall be filled by the Department President, to be ratified by the Executive Committee by mail or email vote.

ARTICLE V – DEPARTMENT EXECUTIVE COMMITTEE

SECTION 1. Between the Department Conventions the administrative power shall be vested in the Executive Committee which shall be composed of the Department officers, the National Executive Committeewoman and the Past Department Presidents.

SECTION 2. Each Past Department President shall be a member of the Executive Committee with vote but without expenses as long as she remains a member in good standing of a duly chartered Auxiliary Unit in the Department of Michigan.

ARTICLE VI – DEPARTMENT CONVENTION

SECTION 1. The Legislative Body of this organization shall be a Department Convention and may be held at the same time and in the same city as the Convention of The American Legion, Department of Michigan.

SECTION 2. The Annual Convention shall be composed of delegates and alternates qualified as follows:

- (a) Delegates and Alternates shall have paid their National and Department dues for the current year to Department Headquarters not less than thirty (30) days prior to the Convention.
- (b) Delegates and Alternations must be over eighteen (18) years of age, except as provided in Article III 2 (a).
- (c) Delegates and Alternates must be elected at a Unit meeting duly called for the purpose not less than thirty (30) days prior to the opening of the Convention; notice of said meeting having been given no later than two (2) weeks prior to election.
- (d) Alternates shall have priority in or of election.

SECTION 3. Each Unit of ten (10) or more members shall be entitled to one (1) delegate and one (1) additional delegate for every one hundred (100) members of major fraction thereof.

- (a) Units may send Delegates or Alternates only if they have paid their mandatory funds for the current year to Department Headquarters not less than thirty (30) days prior to Convention.

- (b) Units will be permitted to vote from the floor only if they have complied with all mandates and are represented by at least one (1) Delegate or Alternate.
- (c) Units organized during the year (after July 1st) will be given the privilege of the Convention floor.

SECTION 4. All elected and appointed Department Officers, all members of Department Standing Committees, the Hospital Representatives and their First Deputies of the VA Hospitals, Grand Rapids Home for Veterans, D. J. Jacobetti Home for Veterans and all non-VA Hospital Chairmen and their First Deputies shall be Delegates-at-Large to the annual Convention and entitled to vote.

SECTION 5. All Past Department Presidents, as long as they remain members in good standing in a Unit in this Department, shall be Delegates-at-Large to the annual Convention and entitled to vote.

SECTION 6. A quorum shall exist at Department Convention when there are present nine (9) or more Districts wholly or partially represented.

ARTICLE VII-PARLIAMENTARY AUTHORITY

SECTION 1. This Department organization shall be governed by the current edition of "Robert's Rules of Order, Newly Revised", in all questions not covered by the National and Department Constitution.

ARTICLE VIII- AMENDMENTS

SECTION 1. This Constitution may be amended at any Department Convention by a vote to two-thirds ($\frac{2}{3}$) of the delegates present and voting, provided the proposed resolutions/amendments shall have been submitted through the Department Secretary to the Units and members of the Department Executive Committee by mailing same to them at least forty-five (45) days prior to the convening of the next Department Convention; and provided further, that all proposed resolutions/amendments shall be read at a regular meeting of the Convention.

SECTION 2. Necessary resolutions/amendments proposed after distribution or revision as shown in Section 1, may be adopted by a two-thirds ($\frac{2}{3}$) vote of the delegates present and voting, provided they have been read at one (1) meeting of the session prior to taking the vote.

SECTION 3. An resolution/amendment not having been previously read or distributed as required in Section 1, may be adopted by the unanimous vote of the delegates present and voting.

SECTION 4. Triplicate copies of the resolution/amendment pertaining to the Constitution shall be in Department Headquarters not later than sixty (60) days prior to the opening of the Department Convention.

SECTION 5. This Constitution shall automatically amended to conform to the National Constitution and Bylaws and in such Standing Rules as have been duly adopted and set forth in the Unit Guide Book of the American Legion Auxiliary.

DEPARTMENT BYLAWS:

ARTICLE III DEPARTMENT OFFICERS is now eliminated as it is stated in the Department Constitution. **ARTICLE III WILL BECOME DUTIES OF OFFICERS**, with the changes in Section 4. It will read: The Department Executive Director/Secretary shall record, or have recorded; proceedings of the Department organization in Convention assembled, The Department Executive Committee meeting, and keep all record of the Department organization. She shall transmit reports and calls of meetings. She shall be custodian of the funds of the Department organization and she shall account for same. She shall co-sign all checks in disbursing the funds of the organization. In the event of the physical inability of the Executive Director/Secretary to sign checks, they may be signed by the Finance Chairman and the Department President. She shall make reports of the condition of the Department Treasury when called for by the Department President, and shall perform such other duties as are usually incidental to her office. She shall also be an ex-officio member of the Finance and Personnel Committees with voice only.

ARTICLE V-DEPARTMENT EXECUTIVE COMMITTEE will now be **ARTICLE IV-DEPARTMENT EXECUTIVE COMMITTEE**. Section 1 through 5 is now eliminated as it is stated in the Department Constitution. Section 6,7,8. and 9 will become Section I, 2,3 and 4.

Add:

SECTION 5. An email vote can be taken from those Executive Committee members with an email address. A response to the notice must be sent to the office that you have received said vote and your vote must be return to the Department office no later than Forty-eight (48) hours after email has been open.

Add new ARTICLE V- ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Third-Party Suits. To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this Article V, the Corporation shall indemnify a

person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee, nondirector volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and the person submits a written claim for indemnification as hereinafter provided and, with respect to a criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful and the person submits a written claim for indemnification as hereinafter provided. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nob contendere* or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

The right to indemnification conferred in this section shall be a contract right.

Section 2. Suits By or in the Right of the Corporation. To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this Article V, the Corporation shall indemnify a person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, nondirector volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and the person provides a written claim for indemnification as

hereinafter provided. Indemnification shall not be made, however, for a claim, issue, or matter in which the person shall have been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

The right to indemnification conferred in this section shall be a contract right.

Section 3. Indemnification Against Expenses. To the extent that a director, officer, employee, nondirector volunteer, or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Section 1 or 2 of this Article V, or in defense of a claim, issue or matter in the action, suit, or proceeding, he or she shall be indemnified against actual and reasonable expenses, including attorneys' fees, incurred by him or her in connection with the action, suit, or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this subsection.

Section 4. Determination that Indemnification is Proper. Any indemnification under Section 1 or 2 of this Article V, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections 1 and 2 and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. Such determination shall be made within 30 days after a written claim for indemnification has been received by the Corporation and shall be made in any of the following ways: (1) by a majority vote of a quorum of the Board consisting of directors who were not parties or threatened to be made parties to the action, suit, or proceeding; or (2) if such a quorum is not obtainable, then by a majority vote of a committee of directors duly designated by the Board and consisting solely of two (2) or more directors not at the time parties or threatened to be made parties to the action, suit, or proceeding; or (3) by independent legal counsel in a written opinion, which counsel has been selected in one of the following ways: (a) by the Board or its committee in the manner described in Subsection 4(1) or 4(2) of this Article V, or (b) if a quorum of the Board cannot be obtained under Subsection 4(1) and a committee cannot be designated under Subsection 4(2) of this Article V, by the Board; or (4) by all independent directors, if there be any, who are not parties or threatened to be made parties to the action, suit, or proceeding.

If a person is entitled to indemnification under Section 1 or 2 of this Article V for a portion but not for the total amount of expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 5. Reimbursement of Expenses. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1

and 2 of this Article V may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if all of the following apply: (1) the person furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article V; (2) the person furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet said standard of conduct; and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under the Michigan Nonprofit Corporation Act, such determination to be made as set forth in Section 4 of this Article V. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 6. Right of Indemnitee to Bring Suit. If a claim for indemnification is not paid in full by the Corporation within forty-five (45) days after a written claim has been received by the Corporation, the officer, director, employee, nondirector volunteer, or agent who submitted the claim (hereinafter the "Indemnitee") may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover advances, the Indemnitee shall be entitled to be paid also the reasonable expenses incurred in prosecuting or defending such claims.

In any action brought by the Indemnitee to enforce a right hereunder (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) it shall be a defense that the Indemnitee has not met the applicable standard of conduct set forth in Section 1 or 2, and it shall also be a defense that the expenses incurred or amounts paid in settlement were unreasonable. Furthermore, in any action brought by the Corporation to recover advances, the Corporation shall be entitled to recover such advances if the Indemnitee has not met the applicable standard of conduct set forth in Section 1 or 2.

Neither the failure of the Corporation (including its Board of Directors, or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the Indemnitee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2, nor an actual determination by the Corporation (including its Board of Directors, or independent legal counsel) that the Indemnitee has not met such applicable standard of conduct or that expenses incurred or amounts paid in settlement were unreasonable, shall be a defense to an action brought by the Indemnitee or create a presumption that the Indemnitee has not met the applicable standard of conduct. In any action brought by the Indemnitee to enforce a right hereunder or by the Corporation to recover payments by the Corporation of advances, the burden of proof shall be on the Corporation.

Section 7. By-laws Not Exclusive. The indemnification or advancement of expenses provided under Sections 1 through 5 of this Article V is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Corporation's Articles of Incorporation, By-laws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 through 5 continues as to a person who ceases to be a director, officer, partner, trustee, employee, nondirector volunteer, or agent, and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 8. Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the Michigan Nonprofit Corporation Act or Sections 1 through 6 of this Article V.

Section 9. Definitions. As used herein, "Corporation" includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, or business corporation so that a person who is or was a director, officer, employee, nondirector volunteer, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not for profit shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation or business

corporation as the person would if he or she had served the resulting or surviving corporation or business corporation in the same capacity.

As used herein, "other enterprise" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the Corporation" shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, the director or officer with respect to an employee benefit plan, its participants, or its beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a

manner "not opposed to the best interests of the Corporation or its shareholders" as referred to in Sections 1 and 2.

DEPARTMENT CONVENTION ARTICLE VI- the following Sections will be eliminated as they are stated in the Constitution, SECTION 1,2,3,4,5 and 6. Section 7, 8, 9 and 10 will become Section 1,2,3 and 4 respectfully.

ARTICLE VII-UNIT ORGANIZATION add **SECTION 17.** All Units shall adopt the Code of Ethics as prescribed by the American Legion Auxiliary, National Organization.

ARTICLES VIII, SECTION 2. Will read: The Department President, Department Executive Director/Secretary, Department President-elect and Department Executive Director/Secretary-elect, by virtue of their office, shall be delegates to the National Convention

- (a) The retiring Department President shall be the Delegation Chairman and the retiring Department Executive Director/Secretary shall be the Delegation Secretary. In the event the retiring President is unable to attend, the President-elect shall be the Delegation Chairman.

- (b) ,(c), (d),(e) and (f) remains the same.

Section 3,4, 5,6,7 remains the same.

ARTICLE X-PARLIAMENTARY AUTHORITY- will become **ARTICLE IX PARLIAMENTARY AUTHORITY**

ARTICLE XI-AMENDMENTS WILL BECOME ARTICLE X

SECTION I These Bylaws may be amended at a Department Convention by a two-thirds ($\frac{2}{3}$) vote of authorized delegates or alternates present and voting, provided the proposed resolution/amendment has been read in the Convention at a previous meeting, or has been distributed to all Units in printed form at least forty-five (45) days before the annual Department Convention.

SECTION 2. Triplicate copies of proposed resolution/amendments pertaining to the Bylaws shall be in Department Headquarters not later than sixty (60) days prior to the opening of Department Convention for circulation to the Units.

SECTION 3. An Resolution/amendment not having been previously read or distributed as required in Section 1, may be adopted by the unanimous vote of the Convention Delegates.

SECTION 4. These Bylaws shall be automatically amended to conform to the National Constitution and Bylaws and in such Standing Rules as have been duly adopted and set forth in the Unit Guidebook of the American Legion Auxiliary.

SECTION 5. All changes or additions to the Department Bylaws will take effect immediately following their adoptions.

ARTICLE XII – OBILGATION WILL BECOME ARTICLE XI OBILGATION AND ARTICLE XIII-AUTHORITY WILL BECOM ARTICLE XII-AUTHORITY.

DEPARTMENT STANDING RULES: Where stated Department Secretary/Treasurer in standing rules change to read Department Executive Director/Secretary.



Michigan American Legion Wilwin at Cygnet Cove

A 501(c)3 Non-Profit Corporation
212 N. Verlinden Ave, Ste A., Lansing, MI 48915



May 1, 2017

To: All American Legion Posts, Auxiliary Units, and Sons of the American Legion Squadrons
Fm: Board of Directors, Michigan American Legion Wilwin Lodge (at Cygnet Cove)
Subj: 2017 Annual Wilwin Fundraiser

The Michigan American Legion Wilwin at Cygnet Cove, asks for your annual monetary support for the upcoming year.

Due to the generosity of you, our supporters, Wilwin is a self-sustaining entity of the Department of Michigan. To continue our mission of serving all veterans in a special way can only remain possible through your generous support.

This year is special! Our expectations are ahead of schedule thanks to the volunteers.

Wilwin offers our veterans fishing, swimming, rafting, canoeing, and boating within the confines of the facility. The serenity of watching deer, eagles, migrating waterfowl and migrating monarch butterflies during the course of the year will be exciting to all our veterans. A large marsh on the property is accessible to a lookout for viewing marsh birds and geese. There is a playground now available for children. The Pere Marquette River is only a few miles north for rafting, canoeing and trout fishing. To date, Wilwin is booked solid through July.

Accomplishments to date include completing the septic system and layout for our new veteran's village on the east side of the lake. Four cabins and a recreation building will be built shortly and should be completed by early fall. Please refer to our website and articles in the Legionnaire for complete updates.

All monies raised from this annual fundraiser will be used to house and feed our veterans, including utilities and care-taking. We want to continue the many heart-warming stories that our PTSD and TBI veterans tell; the difference that reuniting with the family makes after a long deployment; and the smiles on their children's faces.

Thank you for your generosity in the past. Please earmark all contributions to Wilwin and mail directly to Department Headquarters, 212 N. Verlinden, Lansing, MI 48915; Attn: Ashley. We now accept credit cards and acknowledge all your contributions with a letter of appreciation.



(Over)

Telephone: 517-371-4720 ext. 16

Email Address: wilwin@michiganlegion.org

We welcome you to visit our newly developed website at www.wilwin.org to answer all your questions or log onto www.michiganlegion.org and click on Wilwin. This will take you directly to our website for the latest updates. In addition, please read our news release on Wilwin printed periodically in the Michigan Legionnaire.

Yours in serving our veterans;

Bill Hafeman,
PDC, Wilwin Director, and Chairman of Finance and Fundraising

WILWIN DONATION FORM

Enclosed is a contribution for Wilwin to help them achieve their goals:

Enclosed is \$_____IN MEMORY OF/OR SPECIAL FUNDRAISER

Credit Card #_____Expiration:_____

Signature_____

NAME_____

E-Mail (optional)_____

CITY/STATE/ZIP CODE_____

TELEPHONE (_____)_____

POST/SQUADRON/UNIT_____

Make check payable to Wilwin. Mail to The American Legion
Department of Michigan, ATTN: Accounting, 212 N.Verlinden,
Lansing, MI 48915

All donations will be acknowledged. Thank you.