

DEPARTMENT OF MICHIGAN

UNIFORM UNIT BYLAWS

Amended June, 2022

ARTICLE I - OFFICERS

SECTION 1. Two weeks previous notice of the 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. Installation of officers may be held at any special or regular meeting. Officers shall take office immediately following the close of the Department Convention, providing the Unit has complied with the following requirements:

All Unit officers-elect shall pay their dues for the year of their term of office prior to assuming office.

The auditing committee has certified that all money taken in by committees or Unit officers of the retiring Administration have been fully accounted for and the books are in good order.

SECTION 3. The new officers automatically become custodian of all Unit property and the retiring officers are charged with the duty of turning over to their successors all pertinent records and property of the Unit.

SECTION 4. Bonding of the Units of the Department of Michigan, American Legion Auxiliary, shall be in conformity with the system as mandated by the National Organization.

SECTION 5. Absence without justifiable cause from three (3) consecutive regular Unit meetings shall be deemed sufficient cause for removal of such Unit Officers from office.

ARTICLE II - ELECTION OF OFFICERS

SECTION 1. Election of officers shall be by secret ballot and majority vote shall elect, with the exception that should there be but one candidate for any office, a motion shall be made that such candidate be elected.

SECTION 2. Nominations for Unit officers and members of the Executive Committee shall be made from the floor. A nominating committee is permissible.

SECTION 3. Any member in good standing may run for Unit office.

SECTION 4. At Unit elections, there shall be tellers appointed by the Unit President. Their duties shall consist of the distribution, collection and counting of ballots.

SECTION 5. Election of officers must be held no less than 30 days prior to the start of the Department Convention.

ARTICLE III - FISCAL YEAR

The fiscal year of this Unit shall be July 1st through June 30th, inclusive.

ARTICLE IV - DUTIES OF OFFICERS

SECTION 1. The PRESIDENT shall preside at all meetings of the Unit and the Executive Committee, be an ex-officio member of all committees except the nominating committee, make an annual report of the affairs of her Unit to the District President as requested by the Department President and perform such other duties as are usually incident to her office.

SECTION 2. The VICE PRESIDENT(S) shall assist the President and perform such other duties as may be assigned to them. In case of death, resignation or removal of the President, Vice President shall succeed to the office of President. If the Unit has a Second Vice President shall succeed to the office of First Vice President. In case of the absence of the President and Vice President(s), the members present may elect their presiding officer, with the Secretary temporarily in charge.

SECTION 3. The Secretary shall record the proceedings of the Unit and of the Executive Committee meetings, giving due notice of such meetings, care for the records of the Unit, keep a record of the membership, receive all money and pay it to the Treasurer at the close of each meeting, and perform such duties usually incident to her office.

The Secretary or designated person shall remit to the Department Secretary-Treasurer at least once a month all Department and National dues collected.

SECTION 4. The Treasurer shall account for all monies belonging to the Unit, make all disbursements by check only and upon authorization, make a report each month to the Unit, have her books audited, and deliver to the successor all money, vouchers, books and papers belonging to the Unit.

(a) The Treasurer or designated person shall file with the Internal Revenue either form 990 or 990 EZ by the 15th day of the 5th month after the close of the fiscal year. (See Unit Guidebook Federal Compliance and Tax Laws)

SECTION 5. The Chaplain shall offer prayer at the opening of each meeting, conduct Memorial Services, and perform such other duties as the President may direct.

SECTION 6. The Historian shall compile a history of the Unit, working in close cooperation with the Unit officers.

SECTION 7. The Sergeant-at-Arms shall preserve order at the meetings of this Unit and perform such other duties usually incident to her office.

ARTICLE V - EXECUTIVE COMMITTEE

SECTION 1. During the interim between regular meetings, the Executive Committee shall have power and authority over the Unit affairs, excepting that of modifying any action taken by this Unit. All proceedings of said committee shall be presented to the Unit at the next regular meeting for approval. Allowance for Unit financial emergencies shall be governed by a Unit Standing Rule.

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

SECTION 3. The Executive Committee shall meet at the call of the President, or upon request of three (3) members of the Executive Committee, with due notice being sent to each of the committee.

SECTION 4. Five (5) members shall constitute a quorum of the Executive Committee.

SECTION 5. Any officer or member of the Executive Committee absent from three (3) meetings of the Executive Committee or of the Unit without notifying the President or Secretary in advance, shall automatically cease to be either an officer or a member of the Executive Committee and the place shall be filled as specified in Article V, Section 2, of the Unit Bylaws.

ARTICLE VI - MEETINGS

SECTION 1. There should be a minimum of nine (9) business meetings each year. Additional meetings may be business or social in nature.

SECTION 2. Special meetings may be called by the President or on request by a majority vote of the Executive Committee or by written request of seven (7) Unit members;

provided due notice of such meetings and their purpose has been given all members in good standing. Only such business as called for in said notice shall be transacted.

SECTION 3. Seven (7) members in good standing shall constitute a quorum. When the Unit membership is less than fifty (50), five (5) members shall constitute a quorum.

SECTION 4. At least three (3) days' notice should be given of all Unit meetings.

ARTICLE VII - UNIT ORGANIZATION

SECTION 1. Units shall be chartered by the National President and National Secretary Upon receipt of the charter application properly executed with handwritten signature on original (white) sheet accompanied by per capita dues and individual membership record forms. Application for Unit Charters shall be signed by the Department President, the Department Secretary-Treasurer, the Commander and for same has been signed by the Commander and Adjutant of said American Legion Post. All persons in good standing whose applications were approved before this Unit closed its charter are charter members. The cost of a permanent Unit Charter shall be established by National Headquarters.

SECTION 2. The minimum membership of a Unit shall be ten (10) senior members. The Adjutant of The American Legion Post to which the Unit is attached, and said charter shall be closed thirty (30) days after application. There shall be no honorary membership or associate membership of any type. Non-residents may be admitted to this Unit on the same basis as residents.

SECTION 3. Each Unit shall bear the same name and number as The American Legion Post to which it is attached.

SECTION 4. Each Unit of the Department of Michigan shall be the judge of its own membership, except that no person who is a member of an organization which has for its aim to overthrow the United States Government by force or violence, 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 5. The Department of Michigan shall prescribe the Constitution and Bylaws of the Units therein. When a Unit ceases to function from one Department Convention to another, it shall be given a hearing by the members of the District at a regular or a special meeting and in case the Unit then refuses to function, upon a consenting vote of the District, the charter shall be revoked. The District Secretary shall advise Department Headquarters in writing of the date and result of the vote. When a charter is revoked or canceled, all records and funds shall be forwarded to the Department Headquarters by

the District President.

SECTION 6. Persons may hold membership in only one Unit at any one given time.

SECTION 7. A member who is not subject to suspension or membership revocation under due process is eligible to transfer the membership to another unit if the member's dues are paid to the current unit for either the current year or immediate past membership year. A member transferring to a new unit must pay current year dues to either the current unit or to the unit into which they wish to transfer.

SECTION 8. Unit member may withdraw providing their current dues are fully paid. Upon withdrawal, however, they shall be prohibited from joining any other Unit as a new member during the remainder of the current year for which said dues are paid. In the event, a member wishes to remove their membership from one Unit to another during the current year, it shall be done by transfer and not by withdrawal.

SECTION 9. Each Unit shall have application forms for membership, same to be filled out by the applicants. This must be countersigned by a Post Officer certifying the eligibility of the applicant and affiliation of American Legion member. The original of said form shall be sent to Department Headquarters.

SECTION 10. Membership cards will be distributed to Units through Department Headquarters. Additional membership cards will be sent from Department Headquarters upon request.

SECTION 11. Each Unit Secretary or designated person shall remit to the Department Secretary-Treasurer at least once a month all Department and National dues collected, as instructed by the Department Secretary-Treasurer.

SECTION 12. The Secretary and the Treasurer, or the Secretary-Treasurer, shall be bonded in conformity with the system mandated by the National Organization.

SECTION 13. Members under eighteen (18) years of age shall not be eligible to vote at any meeting of the American Legion Auxiliary, except as provided in Article III, Section 2 (a), Department Constitution.

SECTION 14. Each Auxiliary Unit shall adopt the Unit Constitution and Unit Bylaws as prescribed by the American Legion Auxiliary, Department of Michigan. Evidence of their adoption shall be filed with Department Headquarters, together with current copies of Unit Standing Rules and amendments thereto; these to be submitted to the Department Constitution and Bylaws Chairman for approval. These shall become effective only after approval by the Department Constitution and Bylaws Chairman; in order to assure the Units are operating with proper Standing Rules.

SECTION 15. Units in good standing and holding regular meetings shall not lose their membership in the Department because the Post to which they were attached when chartered has disbanded. A member in good standing in the Unit shall not lose membership because the member relative is no longer a member in The American Legion.

SECTION 16. All questions of Unit administrative policy which require information or clarification shall be referred to the respective Districts. Districts may refer such questions to Department if necessary.

ARTICLE VIII - DUES

SECTION 1. The Unit Secretary or designated person shall remit to the Department Secretary-Treasurer the Department and National Dues as specified for all members.

SECTION 2. The fiscal year of this Department shall be from July 1st through June 30th, both dates inclusive. A member failing to pay annual dues by January 31st, shall be classified as delinquent and shall be suspended from all membership privileges, provided, however, such suspended member shall be notified by the Secretary of the Unit of such suspension prior thereto. Payment of back dues after suspension shall reinstate such member to active membership. Any member delinquent to December 31st of any year of delinquency shall automatically be dropped from the rolls and may be reinstated only by paying all back dues or by re-establishing eligibility and making application as a new member. Dues maybe remitted to Department Headquarters on or after July 1st.

SECTION 3. This Unit shall pay such special assessments as may be levied from time to time by National Headquarters or the Department of Michigan.

ARTICLE IX - CONVENTION DELEGATES

SECTION 1. Delegates and alternates to the Department Convention shall be elected by ballot at a meeting to be held at least thirty (30) days prior to the date of the Convention. Majority shall elect. Should there be only enough delegates and alternates nominated as required by Department, a motion shall be made that such delegates and alternates be elected. The Secretary shall notify the Department Secretary-Treasurer, listing the names of elected delegates on forms provided for that purpose by the Department Office.

SECTION 2. Unit mandatory funds must be paid thirty (30) days prior to Convention to provide Convention rights to Unit delegates, and also to make Units eligible for Department awards.

SECTION 3. Each Unit of ten (10) or more members shall be entitled to one (1) delegate and one (1) additional delegate for each one hundred (100) members or major fraction thereof. The Unit shall pay a delegate fee for each authorized delegate to the Department Convention.

- (a) The same number of alternates shall be elected and priority given in order of election.
- (b) Delegates and alternates shall be elected at a Unit meeting duly called for that purpose, notice of meeting having been given two (2) weeks prior to said elections.
- (c) Delegates' and alternates' Department and National dues must have been received by the Department Secretary at least thirty (30) days prior to the Department Convention.
- (d) No member of both an American Legion Post and Auxiliary Unit shall be a delegate or alternate to the Department Convention at the same time in both organizations.

ARTICLE X - COMMITTEES

SECTION 1. The President shall, subject to the approval of the Executive Committee, appoint committees to correspond to and cooperate with the Department Committees, and create such other committees as are deemed necessary.

SECTION 2. Committees shall be appointed only from members in good standing.

SECTION 3. All committee reports shall be made in writing by the Chairman and after presentation to the Unit shall be given to the Secretary for the records.

SECTION 4. The books of the Secretary and/or Treasurer shall be audited annually and in the event of change of officers. This should be done by the Finance or Auditing Committee.

SECTION 5. A current copy of the Unit Standing Rules shall be submitted to the Department Constitution and Bylaws Chairman for approval, at least once every three (3) years.

ARTICLE XI - OBLIGATIONS

SECTION 1. No member or group of members shall subject this Unit to liability without authorization of the Unit. The Unit may incur no obligation or liabilities of any kind whatsoever which shall subject the Post to which it is attached, or any other Auxiliary Unit or Post, to any liability.

SECTION 2. Neither this Unit in the Department nor any member thereof shall circulate any material without the written consent of the Department President.

ARTICLE XII - DISCIPLINE

SECTION 1. "PROCEDURE IN THE EXPULSION OR SUSPENSION OF A MEMBER OF THE AMERICAN LEGION AUXILIARY" as found in the Unit Handbook of the American Legion Auxiliary will be followed in all disciplinary actions involving expulsion and suspension of any member of the American Legion Auxiliary.

ARTICLE XIII- CODE OF CONDUCT

SECTION 1 CODE OF ETHICS:

American Legion Auxiliary members are expected to comply with the organization's governing documents and comport themselves according to the following Code of Ethics adopted by the National Executive Committee

This Code of Ethics serves as a guide for conduct acceptable within the American Legion Auxiliary.

As a matter of fundamental principle, the American Legion Auxiliary will adhere to the highest ethical standards to earn and protect the public's trust in our performance to carry out the Auxiliary's mission, uphold rigorous standards of conduct, and be good stewards of our resources.

The American Legion Auxiliary, as witnessed through the conduct of its Unit governing body, officers, staff, and volunteers, must earn the public's trust every day and in every possible way. Department leaders are expected to abide by all laws and demonstrate their ongoing commitment to the core values of integrity, honesty, fairness, openness, responsibility and respect.

The American Legion Auxiliary strongly recommends that all chartered entities and affiliated organizations at all levels adopt a Code of Ethics and conduct themselves accordingly.

In keeping with the best practices of high performing nonprofit organizations, it is the expectation of the American Legion Auxiliary that its Units business standards, operations, and conduct conform to the following Code of Ethics.

SECTION 2 PERSONAL AND PROFESSIONAL INTEGRITY:

All members, volunteers, and staff of the American Legion Auxiliary act with honesty, integrity, and openness in all their communication, business, and transactions as representatives of the American Legion Auxiliary (organization). The organization promotes an environment that values fairness and commitment to the organization's founding principles and demonstrates respect for others.

Unit officers, board members, staff, and volunteers shall conduct their personal and professional lives in a manner befitting the organization's mission and values, recognizing that their actions reflect upon the creditability and reputation of the American Legion Auxiliary.

Unit officers, board members, staff, and volunteers shall work to positively influence their environment to build respect, credibility, and strategic importance of our organization to the public, our members, and the communities we serve.

SECTION 3 LEGAL COMPLIANCE:

The American Legion Auxiliary are knowledgeable of and comply with all applicable federal, state and local laws and regulations, including but not limited to: complying with laws and regulations related to human resources, financial accountability, taxation, fundraising, trademark protection, and licensing.

Unit officers, board members, staff and volunteers shall exercise due diligence in obtaining information on applicable laws and regulations for their jurisdiction.

Unit officers, board members, staff, and volunteers shall recognize that compliance with applicable laws are a paramount standard.

SECTION 4 GOVERNANCE:

The American Legion Auxiliary's Unit governing body is responsible for setting the strategic direction of the organization and oversight of the finances, operations, policies and programmatic performance.

The governing bodies of the American Legion Auxiliary shall:

- Ensure that the organization conducts all communication, business and transactions with integrity and honesty.
- Ensure that policies of the organization are in writing, clearly articulated, and officially adopted.
- Ensure periodic review of the organization's structure, procedures and programs to determine what is working well and what practices the organization might want to change in order to be more efficient, effective or responsible.
- Ensure that the resources of the organization are responsibly and prudently managed.
- Ensure that the organization has the capacity to carry out its program effectively.

SECTION 5 RESPONSIBLE STEWARDSHIP:

The boards, officers, staff, and volunteers of the Auxiliary are responsible for managing and preserving the organization's assets. Officers, board members, staff and volunteers are expected to understand their fiduciary responsibilities so that the charitable purposes of the organization are carried out and assets are properly safeguarded and managed.

Officers, board members, appropriate volunteer leaders and staff shall ensure that:

- Financial reports are created and maintained on a timely basis that accurately portrays its financial status and activities.
- Internal financial statements are provided accurately and timely.
- Annual financial reports are made available to the public when requested.
- Unit leaders, and members are provided a confidential means to report suspected financial impropriety or misuse of its resources.
- Written financial policies governing management and investment of assets are reserve accounts, internal control procedures, and purchasing practices are developed and implemented.

SECTION 6 OPENNESS AND DISCLOSURE:

American Legion Auxiliary will provide comprehensive and timely information to the public, the media, and its members, and is responsive to reasonable request for information. All information about the organization will fully and honestly reflect the policies and the practices of the organization.

SECTION 7 CONFLICT OF INTEREST:

The organization has the right to expect that the decisions made by the Unit boards, officers, staff, and volunteers of the Auxiliary are made objectively and in the best interest of the organization.

To avoid the appearance of impropriety by those who could benefit directly or indirectly from any action by the Auxiliary, the organization shall develop, adopt and implement a conflict-of-interest policy.

Such policy shall include requirements to fully disclose all potential and actual conflicts-of-interest and prohibitions on activities that conflict with legal, ethical, and fiduciary obligations to the organization.

SECTION 8 FUNDRAISING:

The organization shall take care to ensure that all means and materials for solicitation accurately and correctly reflect its mission and use of solicited funds. The American Legion Auxiliary shall respect the privacy concerns of individual donors and expend funds consistent with donor intent.

To assure that donors and prospective donors can have full confidence in the organization and the causes they are asked to support, the Auxiliary will respect the following rights of donors:

- To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.
- To be informed of the identity of those serving on the organization's governing board, and to expect the board to exercise prudent judgment in its stewardship responsibilities.
- To have access to the organization's most recent financial statement and other on request.
- To be assured their gifts will be used for the purposes for which they were given.
- To receive appropriate acknowledgment and recognition.

- To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law.
- To expect that all relationships with individuals representing the American Legion Auxiliary will be professional in nature.
- To be informed whether those seeking donations are volunteers, employees of the organization or hired solicitors.
- To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

SECTION 9 INCLUSIVENESS AND DIVERSITY:

The organization recognizes the value of the diverse backgrounds and beliefs of its membership. The organization promotes an atmosphere of mutual respect for the worth and dignity of its members, those eligible to become members and those we serve.

SECTION 10 ETHICS VIOLATIONS:

Any member may report a violation of ethical conduct or actions contrary to the governing doctrine without fear of retaliation. The organization considers all inquiries and complaints about actions of members to be strictly confidential.

Ethics Query- An ethics query is a means for inquiring whether or not a practice warrant filing a complaint alleging a violation of the Code. Anyone may register a query of a possible violation of the Code by a member. The organization shall adopt a procedure to administer the ethics query process.

Ethics Complaint- An ethics complaint provides a process for receiving, investigating and acting on a violation of the Code made against any member and provides a process that is fair, responsible, confidential and consistent.

SECTION 11 WHISTLEBLOWER PROTECTION:

A whistleblower is any member who, in good faith, promptly reports instances of any suspected violation of the Code. The American Legion Auxiliary shall establish and abide by policies to protect the Auxiliary.

Any member who acts maliciously by making known information they know or reasonable believes to be false is not a whistleblower and will not be protected under the whistleblower mechanism.

The organization expects improper activity to be reported accurately and will whistleblowers from retaliation.

The organization will investigate any allegation that a whistleblower has been retaliated against for disclosing information that the whistleblower believed to have been accurate. Any member who believes she has been retaliated against for whistle blowing is expected to report it immediately. If the complaint is validated, the organization can impose disciplinary sanctions against the retaliating member including termination of membership in the organization.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The Unit organization shall be governed by the current edition of "Robert's Rules of Order, Newly Revised" in all questions not governed by the National Bylaws, the Department Bylaws and the Unit Bylaws.

ARTICLE XV - 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 amendment be written in resolution form and 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 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 of the DEPARTMENT OF MICHIGAN.

