

Resolution #20-8

Title: Emergency Bylaws

WHEREAS, Governor Whitmer has declared a state of emergency pursuant to Executive Order 2020-4; and

WHEREAS, under Executive Order 2020-4, the state of emergency is to continue until any effects of the emergency conditions no longer exist; and

WHEREAS, Governor Whitmer, has directed in Executive Order 2020-21, that in order to suppress the spread of COVID-19, that all individuals currently living within the State of Michigan are ordered to stay at home or at their place of residence, and all public and private gatherings of any number of people occurring among persons not part of a single household are prohibited; and

WHEREAS, under Executive Order 2020-21, no person or entity shall operate a business or conduct operations that require workers to leave their homes or places of residence except to the extent that those workers are necessary to sustain or protect life or to conduct minimum basic operations; and

WHEREAS, Executive Order 2020-21 states that a willful violation of the order is a misdemeanor; and

WHEREAS, Executive Order 2020-21 has a stated expiration date of April 13, 2020, but states that the Governor will evaluate the continuing need for this order prior to its expiration; and

WHEREAS, should the timeframe of Executive Order 2020-21 be extended to a date subsequent to the date of the Annual Convention of the American Legion, Department of Michigan, in-person attendance at the Annual Department Convention would not only be in violation of the Executive Order, it would place attendees in harm's way; and

WHEREAS, the Constitution of the American Legion Department of Michigan provides for the election of Post Officers, selection of delegates to the annual Department Convention, election of District Commanders, election of Zone Commanders approval of delegates to represent the Department at the National Convention, and election of the Department's elected officers; and

WHEREAS, the Constitution of the American Legion Department of Michigan generally prescribes notice, location, powers, representation, and rules of procedure of the Annual Convention of the American Legion, Department of Michigan; and

WHEREAS, the Constitution and Bylaws of the American Legion Department of Michigan neither provide a procedure for nor prohibit attendance at the Annual Department Convention by electronic means; and

WHEREAS, pursuant to MCL 450.2261 of the nonprofit corporation act, MCL 450.2101, *et seq.*, a nonprofit corporation has the power in furtherance of its corporate purposes to adopt, amend, or repeal bylaws, including emergency bylaws, relating to the purposes of the corporation, and the conduct of its affairs; and

WHEREAS, MCL 450.2405 of the nonprofit corporation act, MCL 450.2101, *et seq.*, permits and prescribes the procedure for participating in a meeting by conference telephone or other means of remote communication that permits all persons that participate in the meeting to communicate with all other participants; and

WHEREAS Article V, Section 5 of the Constitution of the American Legion, Department of Michigan provides that between Department Conventions all executive, legislative and judicial powers shall be vested in the Department Executive Committee and such subordinate units as are hereinafter described; and

WHEREAS Article XIII, Section 1 of the Constitution of the American Legion, Department of Michigan provides that Between the Department Conventions, the executive, legislative, and judicial powers shall be vested in the Department Executive Committee which shall be composed of the following: Department Commander, Department Vice Commanders, District Commanders, Department Finance Officer, Department Judge Advocate, Department Historian, Department Chaplain, Department Sergeant-at-Arms, immediate Past Department Commander, National Executive Committeeman, all with vote, and the Department Adjutant, who is without vote; and

WHEREAS Article III, Section 7 of the Bylaws of the American Legion, Department of Michigan provide that the Department Commander may call a special meeting of the Executive Committee.

WHEREAS Article III, Section 9 of the Bylaws of the American Legion, Department of Michigan provide for a vote by email when, in the Commander's opinion, such action is necessary; and

WHEREAS Article IV, of the Bylaws of the American Legion, Department of Michigan provides that the Administrative Committee, which consists of the Commander, the Vice Commanders, the Finance Officer, with vote and the Judge Advocate, who shall be without vote, shall, upon emergency, possess and may exercise the authority of the Executive Committee between meetings of such committee; now, therefore, be it

RESOLVED, that by conference call of the Administrative Committee and Department Executive Committee, properly called by the Department Commander on March 30, 2020 that the Department Executive Committee hereby approves the creation of Department of Michigan Emergency Bylaws for the conduct of the Annual Convention of The American Legion, Department of Michigan by conference telephone or other means of remote communication that permits all persons that participate in the meeting to communicate with all other participants; and, be it further

RESOLVED, that the emergency bylaws shall remain in effect until 60 days after Governor Whitmer lifts the emergency conditions of Executive Orders 2020-4 and 2020-21.