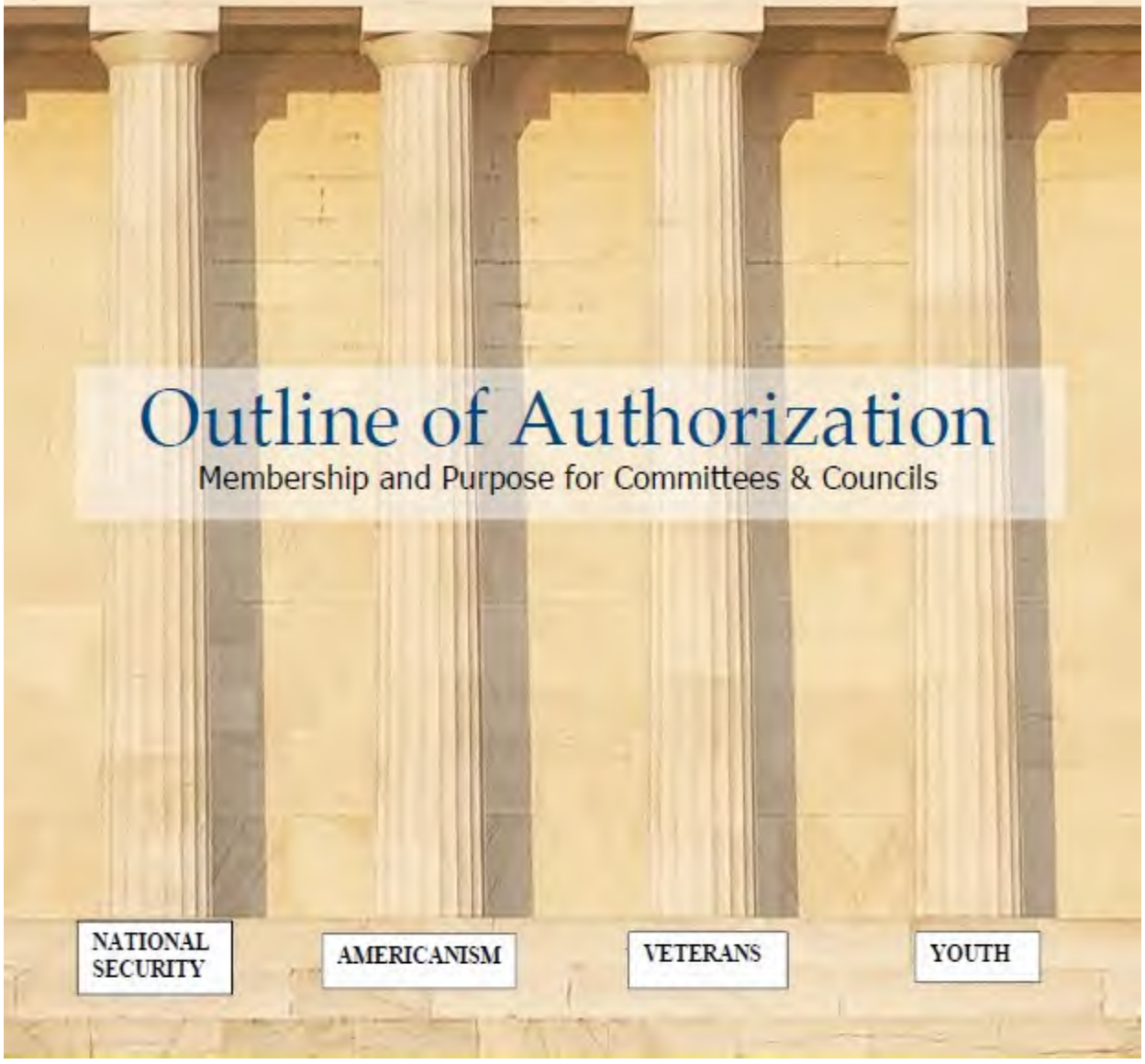
THE AMERICAN LEGION
Department of Michigan




# Outline of Authorization

## Membership and Purpose for Committees & Councils

**Updated July 24, 2026**

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## Section 1

**OUTLINE OF AUTHORIZATION, MEMBERSHIP AND PURPOSE**
**FOR COMMITTEES and COUNCILS OF THE**
**DEPARTMENT OF MICHIGAN ORGANIZATION OF THE AMERICAN LEGION**

# GENERAL INFORMATION
# Applicable to all Committees and Councils

## EXCERPTS FROM DEPARTMENT BY-LAWS

**Article V, Section 1, (Sentence 3): Department Commander: The** Commander shall appoint all standing committees, subject to the approval of the Executive Committee, except as otherwise provided.

**Article VI, Section 3:** All Department Committees and Subcommittees shall function under Rules of Procedure approved and adopted by the Department Executive Committee. Committee Rules of Procedure may be amended in content, but not in format, by a majority of the members of the Committee, submitted to the Internal Affairs Committee for review and recommendation and finally approved by the Department Executive Committee.

**Article VI, Section 4:** All committee members shall be appointed and may be removed for cause by the Department Commander, with the approval of the Department Executive Committee. The Department Commander shall name the Chair of each committee to serve until the next Department Convention.

No member shall receive per diem and travel pay more than once per call, regardless of the number of committees they serve on.

**Article VI, Section 5:** The term of office of all members of Department Committees shall be staggered so that the term of one-half of the Committee shall expire at the close of the annual

Department Convention each year. Appointments, except when a shorter term shall be necessary to comply with this provision, shall be for a term of two (2) years each.

**Article VI, Section 10:** The Constitution and Bylaws of all Department Subsidiary Corporations shall be adopted and amended only with the consent of the Department Executive Committee.

"Alternate members will be appointed to serve a one-year term and will be designated as first and second alternate."*(DEC April 20, 1974)*

**Meeting Expenses:**
**Article VIII, Section 2: Expenses -** No Department officer or member of any committee shall be paid or reimbursed from the funds of the Department for any travel or other expense incurred upon Department business, unless an expense voucher or other suitable permission, duly called by the Department Commander or duly signed by the Department Adjutant, shall accompany the order for payment thereof.

**Special Meetings:**
Necessary special meetings may be held at Department Headquarters, via telephone conference, or internet conference capability (provided all members can hear each member during proceedings), with no mileage nor per diem authorized. Committee funds may provide lunch with prior approval of the Department Commander. *(Rev. 3.12.17)*

**Department Called Meetings from the Department Commander**
The Department Commander shall have the authority and right to officially call any and all Standing Committees, to include the number of days, to all Department meetings through the Official Call emailed and published in any means necessary.

**Per diem and/or mileage:**
Per diem and/or mileage, if any, and only upon the authority of the Department Commander, shall be in accordance with current published Department policy as recommended by the Department Finance Committee and approved by the Department Executive Committee.

**Minutes:**
Written minutes of each meeting shall be recorded by the Secretary and shall constitute the Chair's report to the Department Executive Committee or the delegates to the Department Convention and will be included in the official proceedings of the meeting, conference or convention, thereby becoming a permanent record for retention at the Department office. Minutes of any special meetings, adoption of motions or resolutions approved at any time occurring between Department meetings, conferences or convention shall be incorporated into the next official proceedings. Recommendations and/or resolutions must be presented in proper form to the Department Executive Committee or delegates at the Department Convention.

**Written Reports & Articles:**
A written article for each issue of the Michigan Legionnaire should be prepared by the Chair and submitted to the Editor. The Chair may designate a member of the Committee to prepare an article for the Michigan Legionnaire.

An Annual Report shall be written by the Chair and submitted to the Michigan Legionnaire Editor by May 1st of each year.

**Vote:**
The committee may transact business by mail, telephone, e-mail, and other technologies including, but not limited to, Skype, FaceTime, conference calls, and webinar/video chat, provided all members see/hear all votes made. If an e-mail vote is implemented, each response must be forwarded to all members of the Committee. If standard mail, the voting shall be considered closed at the end of seven (7) business days provided a majority of members of the committee have returned to the Chair their votes by that time, or it shall be considered closed at any time prior thereto and when all the members have returned their votes. Other technical votes include a telephone conference or web conference provided each member can see and/or hear each other members' votes. In the event one-third (1/3) members of the committee object in writing, the matter shall not be decided and will be considered as the first order of business at the next regular meeting or special meeting and the Chair shall notify the committee of the action taken. *(Rev. 3.12.17, resolution 18-C-15 DEC June 24, 2018 )*

**Budget:**

The Chair is responsible, in coordination with the Department Finance & Personnel Committee, to set an annual budget.

**Procedure:**
Parliamentary procedure used to conduct meetings of this committee shall be governed by the Department of Michigan, The American Legion, Constitution and By-Laws. All questions not covered by the Department of Michigan Constitution and By-Laws will be governed by "Roberts Rules of Order Newly Revised."

**Quorum:**
A quorum shall exist at any meeting, of applicable to all committees, when a majority thereof shall be present, or shall have replied to mail polling. At no time shall lack of quorum prevent those present from proceeding with the program, but where there is not a quorum, no vote shall be taken.

**District & Post Training and Communication**
Each Department Committee Chair should make every effort to ensure that every post in the department receives annual training and communications about the operation and requirements of their respective committee. As a minimum, presentations and training should be provided by

periodic attendance at meetings of each District in the Department. Committee representative(s) may present this information on behalf of the Chair.

**Amendments:**
These Committee Rules of Procedure may be amended, in content but not in format, by a majority of the members of the standing committees; submitted to the Internal Affairs Committee for review and recommendation; and approved by the Department Executive Committee. All other topics shall be amended following review by the Internal Affairs Committee, Department Judge Advocate, and approval by the Department Executive Committee.

**Special Committees**
The Department commander may appoint from time to time special committees for very specific purposes. It shall be the determination of the incoming elected Commander to continue or discontinue any special committees, with the DEC's approval.

## Section 2

# THE AMERICAN LEGION
## DEPARTMENT OF MICHIGAN

### DEPARTMENT EXECUTIVE COMMITTEE

### RULES OF PROCEDURE

Revised 7/13/2023Approved 7/26/2023 by DEC

**PURPOSE:**

These Rules define the operation and procedures of the Department Executive Committee, further referenced as DEC. Expenditures of funds and the duties and responsibilities of Committee Members, Department Officers and Committees at all meetings of the DEC.

**Rule I - Self-Governing**

The Department Executive Committee of The American Legion, as provided by the Department Constitution of The American Legion, shall be a self-governing committee and transact business in accordance with the rules hereinafter set forth, subject only to the Constitution and By-Laws of The American Legion Department of Michigan, the National Constitution and By-Laws and mandates of the National and Department Conventions.

**Rule 2 - Officers**

The Department Commander will be the chair of the DEC, and the Department Adjutant will serve as secretary. Any temporary vacancy in the office of secretary shall be filled by action of the DEC for the meeting in which the vacancy occurs. A temporary vacancy in the office of chair shall be filled by the 1st Vice Commander or the 2nd Vice Commander.

**Rule 3 – Meetings**

There shall be five (5) annual meetings of the DEC. Two (2) of these are dependent upon the time and location of the Department Convention.

The **first (1st) meeting** of the DEC shall take place within twenty-four (24) hours of the conclusion of the annual Department Convention.

The **second (2nd)** annual meeting of the DEC shall be within forty-five (45) days, and no more than fifty-five (55) days, of the adjournment of the Department Annual Convention, provided, however, that the Department Commander shall have authority to extend said forty-five (45) day period for sufficient reasons to the Commander appearing, upon approval of the Department Executive Committee.

- To outline their program and policies for their year of administration;
- To receive and discuss recommendations for committee appointments;
- To hold a course of instruction on the duties and obligations of the members of the Executive Committee;
- To instruct the District Commanders and Zone Commanders to hold a School of Instruction for the officers of the various posts in their respective districts within forty-five (45) days thereafter;
- To require each District Commander to submit a written report to the Department Commander for both the Fall and Winter Executive Committee Meetings covering the conditions of their district and the posts within their district. These reports will be published in the following issue of the "Michigan Legionnaire";

The **third (3rd)** meeting of the DEC is to be held in September or October, after the adjournment of the National Convention, during the Fall Conference at which are provided Schools of Instruction for Commanders, Adjutants, Service Officers or other topics.

The **fourth (4th)** meeting of the DEC, to be known as the Winter Meeting, is to be held within the first three (3) months of the year. Dates and locations of the third (3rd) and fourth (4th) meetings will be determined one (1) year in advance by the Department Executive Committee when

assembled in Fall Conference, upon the recommendations of the Permanent Time and Place Committee.

The **fifth (5th)** and last meeting of the DEC shall be known as the Pre-Convention Meeting, taking place at the site of and just prior to the next year's convention.

In addition to the above regular meetings, special meetings shall convene upon call of the Department Commander or upon petition signed by the majority of the members of the DEC, duly filed with the Department Adjutant, setting forth the reasons therefor.

**Rule 4 - Transaction of Business**

The DEC shall meet in person or by mail, telephone, email, or by using remote meeting technologies and may transact business providing a quorum is present.

If an e-mail vote is implemented, each response must be forwarded to all members of the DEC. The voting will be considered closed when all of the members have returned their votes, or at the end of three (3) business days, provided a majority of the members of the DEC have returned their votes.

If a vote is implemented by standard mail, the voting shall be considered closed at the end of seven (7) business days, provided a majority of members of the committee have returned to the Chair their votes by that time, or it shall be considered closed at any time prior thereto and when all the members have returned their votes.

In the event one-third (1/3) members of the committee object to conducting an electronic vote or specific subject, the matter shall not be decided and will be considered as the first order of business at the next regular meeting or special meeting and the Chair shall notify the committee of the action taken.

**Rule 5 - Duties and Powers**

The DEC is specifically empowered to delegate to any standing committee or subcommittee, composed of members of the DEC, authority to investigate and report back to the committee.

1. To make decisions on all matters, executive or administrative, provided, however, that the action taken will not be contrary to the National or Department Conventions, except as provided by the resolution adopted at the Grand Rapids Convention in 1941 as follows:

*"Resolved, That any policy adopted by the National or Department organization of The American Legion by convention action shall be a mandate during the year of its adoption and thereafter shall continue as the policy of the Department organization unless changed by subsequent convention action or by action of the Department Executive Committee."*

1. To determine from time to time the creation of, or abolition of, standing Department Committees and Subcommittees, and to determine the number of members of all committees created by the Department Commander and to ratify their appointments. Such committees will receive full instructions from the Department Commander with reference to specific desires of the DEC, and the Department.

1. Upon any report made to the DEC by any standing committee, sub-committee or special department committee, and containing any recommendation as to the future conduct of the committee or as to future policy or matters within the scope of such committee, the receiving, filing, adoption or approval of such report will not mean the adoption of such recommendation. Each specific recommendation as to the future conduct of any committee, or as to the future policy within the scope of each committee, will be embodied in a separate resolution for the consideration and action of the DEC.

1. To make decisions when necessary relative to expenditures for which appropriations have been made by the committee, and to authorize emergency appropriations necessary to implement action by the committee.

2. To make appropriations, from funds not otherwise appropriated, or such additional amounts as may be recognizable as emergency requirements.

3. To explore matters requiring the attention of the committee and offer recommendations to the committee.

4. To advise the officers with regard to problems arising in the performance of their duties.

5. To perform between Department Conventions any and all actions necessary and consistent with the exercise of administrative power by the DEC.

**Rule 6 - Reference to Committees**

Any matter presented to the Department Executive Committee within the scope of the authority of any standing or special Department Committee will first be referred to such standing or special committee for its consideration and report to this committee at its next regular or special meeting, provided, however, that by action of two-thirds of the Department Executive Committee such matter may be given immediate consideration, except that all matters dealing with the appropriation of money must first be considered by the Department Finance Committee.

**Listing of all Standing Committees and Subcommittees**

**Americanism Committee**

- **Scouting Sub Committee**
- **Law & Order Sub Committee**
- **Junior Shooting Sub Committee**

**Baseball Committee**

**Boys State Committee**

**Children & Youth Committee**

**Education & Scholarship Committee**

**Finance & Personnel Committee**

**Internal Affairs Committee**

- **Constitution & By-Laws Sub Committee**
- **American Legion Riders Advisory Sub Committee**
- **Leadership Development Sub Committee**
- **Resolutions Assignment Sub Committee**
- **Sons of The American Legion Liaison**

**Legislative Committee**

**Media & Communications Committee**

**Membership & Post Activities Committee**

- **Post Development Sub Committee**

**Meetings Time & Place Committee**

**National Security & Foreign Relations Committee**

- **Blood Eye & Vital Organ Sub Committee**
- **POW/MIA Sub Committee**

**Veterans Affairs and Rehabilitation**

- **Heroes to Hometown Sub Committee**
- **Reconnect Committee**
- **Homeless Veterans Task Force**
- **VA/VS Sub Committee**
- **Veteran Employment & Education Sub Committee**

## Rule 7 - Resolutions

The five immediate Past Department Commanders shall function as the Resolutions Committee at all Fall and Winter meetings of the Department Executive Committee. (Amended July 14, 1977 D.E.C.). Copies of resolutions on hand at the time of the conference will be presented to these members when they come to the conference meeting.

It has been the procedure of the Department Headquarters to send copies of resolutions to the committee as early as possible prior to their arrival at the Fall and Winter meetings to permit study prior to meeting.

All resolutions to be passed upon at any meeting of the DEC shall be submitted in typewritten form, and will have proper Legion sponsorship by channeling from posts through the districts, so that the districts can consider the resolutions, clarify wording, simplify, or in any other way assist in the resolutions coming before the Department Executive Committee, and will be submitted not later than starting time of the first day's session and referred to the sub-committee on resolutions of this committee, provided, however, that this will in no way prevent the introduction of a resolution in the open meeting at any time by a member of the Department Executive Committee.

## Rule 8 - Powers of the Committee Over Its Members

1. Bylaw Article III Section 10 states, “Quorum. A quorum shall exist at any meeting of the DEC when a majority thereof shall be present, or shall have replied to a letter, and/or fax or such other electronic conveyance.”

If a quorum is not present, the Department Commander may order a Call of the Committee and send for the absentees.

## Rule 9 - Roll Calls

1. No committee member, or other person, except the secretary and their assistants, will visit or remain by the secretary's table while the yeas and nays are being called and counted.
2. No member will speak more than twice on the same subject without the approval of the chair.
3. No question will be debated until it has been considered by the chair, and then the mover will have the right to explain their views, in preference to any other members.
4. During any debate, any DEC member, though they have spoken to the matter, may arise and speak to the order of the committee.

## Rule 10- Order of Business

The Order of Business of the Committee will be:
Opening Ceremonies
The Invocation
To call the roll
To approve the minutes of the previous meetings as recorded
To receive reports from standing committees
Unfinished business
New Business
To receive resolutions, motions and petitions
Appointment of members of standing or special committees
Good of the American Legion
Closing Ceremonies

## Rules 11 - Suspension of Rule

No standing rule or order of the committee will be suspended without a vote of two-thirds of all the members present.

## Rule 12 - Robert’s Rules of Order to Govern

Except as otherwise herein specifically provided, Robert’s Rules of Order, Newly Revised, will govern.

**Rule 13 - Fiscal Policy**

All matters of business affecting the fiscal policy of The American Legion or financial matters outside the scope of mandates of the Department Convention will be considered, provided, however, that the matter or resolutions are appropriate, with a favorable recommendation by the Department Finance Committee.

**Department and National Dues distribution**

The Post must remit a total of $42.00 to the Department for each membership card received.

| | |
|---|---|
| Department Dues | $ 17.10 |
| District Commander Reserve | $.40 |
| Vice Commander Reserve | $.25 |
| | |
| Scholarship | $.25 |
| Department Total | $ 18.00 |
| National Dues | $ 24.00 |

**Grand Total$ 42.00**

Each District Commander, by convention action, earns an expense allowance, or budget of .40 cents per member within each respective district for the District Commander's official use. Likewise, each Zone Commander earns .25 cents per member within each zone.

The Reserve Fund accumulates with the first current year's membership received at Department Headquarters. The Reserve Fund is dispersed at your discretion, provided the funds are used to carry out and develop American Legion programs within your district or zone.

Travel and Expense Voucher Forms are to be submitted to Department Headquarters on a monthly basis. Expense reimbursement requests cannot be paid until a sufficient amount of money has accumulated in your account, per your current membership.

When submitting a voucher, itemize each individual/daily expense. The monies earned can be used for such items as: travel, postage, telephone, stationery and supplies, trophies and awards. **All expenses, except mileage, must have receipts attached. Reimbursements for travel for a Post visit by a District Commander or their representative must be accompanied by a "Post Visitation Form" to be approved and paid.**

The sum of $100 covering one (1) day's per diem for the next Department Convention will be charged against your total Reserve Fund.

You are encouraged to periodically contact the Department Accountant to determine actual amounts available to you from the Reserve Fund. (517) 220-2751 or finance@michiganlegion.org for email.

"In addition to the above regular meetings, special meetings shall convene upon call of the Department Commander or upon petition signed by the majority of the members of the Department Executive Committee, duly filed with the Department Adjutant, setting forth the reasons therefore."

"Notice of all meetings shall be given not less than five (5) days before any such meeting is held. In case a meeting convenes upon petition, the same shall be called by

the Department Adjutant within (10) days after the filing of the petition."

*To ensure one hundred percent attendance at these meetings, travel and per diem expense will be allowed to members of the Committee for attendance.*

**This expense will be paid upon the following basis:**

*Travel shall be at the rate of .51 cents per mile for travel by automobile plus bridge toll for crossing the Mackinac Straits. Travel to be figured by Google Maps. Per Diem shall be at the rate of $100.00 for a full day. It shall not be considered as compensation for services but for expenses incurred while traveling to and from and while attending the scheduled meeting, and only upon the authority of the Department Commander.*

No expense will be allowed to Alternate Members unless representing their respective absent District Commander. We would, however, strongly urge all Alternates to attend all meetings.

**Finance Processing Procedures**

1. No member of the DEC may have expenses reimbursed out of more than one account:
2. Any expenses incurred by you in the line of duty are paid in full, up to the line of credit in each respective account, with the exception that the Department will deduct $100 out of each account to apply toward convention.

## Post Charter Cancellation Procedure

District Commanders and their respective district officers must at times make important decisions concerning the cancellation of post charters within their districts. When it is definitely determined that a post charter must be considered for cancellation due to causes covered in the Department Constitution Article VII, Section 16, or a failure to hold the required membership of 15, the following steps should be followed by the District Commander AND following the steps outlined in the Post Cancellation Checklist.

a. Consult with the last known Post Commander and Adjutant

b. Consult with Department Post Development and Membership & Post Activities

1. Be certain that each post member on the current roster has been notified by receiving a copy of each notice of the intention to file for charter cancellation, and

1. Make a thorough survey of the assets of the post, both real and financial. *If there is any reasonable hope that the post may be revitalized, attempt to do so.*

Upon a definite District decision to request cancellation of a post charter, the committeeman should make written notification to Department Headquarters not later than ten (10) days prior to the next official meeting of the Department Executive Committee that the District Commander recommends the consideration of the cancellation of a post charter. This will allow sufficient time for the Department Adjutant to send a letter concerning the cancellation recommendation to the last known Post Commander or Adjutant of the post in question. This action will permit the post officers to appear at the DEC Meeting to defend the charter cancellation if they desire.

The matter of post charter cancellation will be on the agenda of the next DEC Meeting and the complete file supplied for reference. The respective District Commander will be requested to supply further evidence and to make a motion for the cancellation. The action of cancellation is then provided to the National Adjutant for final cancellation by the National Executive Committee.

## To Create a Post

The Department's Constitution and Bylaws identify the District Commander as the individual with this responsibility. We advise that you seek assistance and guidance from the Department Post Development Committee; their procedures for assisting the district follow this letter.

Fifteen eligible veterans may come together to form a new American Legion post in the department. When you learn of such a group, your first responsibility is to verify their eligibility for membership in The American Legion by inspecting their individual military separation documents. The next step is to assist them in selecting their temporary leadership.

Then, call the Membership Coordinator at Department Headquarters (517) 220-2749 or email member@michiganlegion.org and request an application for a temporary charter.

The temporary charter application is a three-part form. The original copy requires the signatures and addresses of the applicants. Copies two and three require their names and addresses to be neatly printed or typed. Use plain bond paper for the continuation of names and addresses for all three parts of the charter application.

The new Legionnaires select a name and number for their post. Please call Department Headquarters for the available numbers.

When the temporary charter application is complete, you, as the District Commander, forward it to the Department Commander at the Lansing Headquarters. When the commander approves the application, the department will forward it to National Headquarters for preparation of a temporary charter.

National Headquarters will, in turn, register the new post and provide a temporary charter and a New Post Kit for the use of the temporary leaders. When the temporary charter is received, Department Headquarters will provide membership cards.

From the point of receiving the temporary charter, the new post has a six-month probationary period. During this time, they will draft and submit for department approval their Constitution and By-Laws, elect officers and begin participating in American Legion programs.

Before the end of the probationary period, the District Commander will make a recommendation to the DEC that the new post be accepted as a permanent post of the Department of Michigan.

## Michigan Veterans Trust Fund Committee Appointments

At the founding of the Michigan Veterans Trust Fund, a procedure was established by the State Board and approved by the various veterans' organizations. The American Legion's function is to provide willing and capable All War Era veterans, who are American Legion members with 180 days of active wartime service, to serve on each of the County Committees. This requires the assistance of each District Commander. The practice during the last several years has been as follows:

When a vacancy occurs on a County Committee, the District Commander is requested to secure and recommend a replacement. This is a matter of urgent business in order that The American Legion may have a capable and active member on each County Committee at all times.

Department Headquarters is notified when a vacancy occurs on a County Committee through resignation or death. The Department Adjutant then notifies, by letter, the District Commander, who notifies all the posts of the district wherein the county is located, of the opening. Each post is then requested to contact the District Commander to make a recommendation, if desired. In considering a recommendation, the nominee must:

1. Be an active and paid-up member of The American Legion;

2. Be a veteran with a minimum of 180 days of active duty in one or more of the All War Eras. *(Michigan Compiled Law 35.606*)

1. Be a veteran who resides within the county;

2. Be a veteran who is willing and able to accept and discharge the duties as a member of the Veterans Trust Fund County Committee. *There is a requirement of missing no more than three meetings.*

This recommendation is to be mailed to Department Headquarters (212 N. Verlinden, Lansing, MI 48915). It will then be forwarded by the department to the Michigan Veterans Trust Fund for official appointment. Please do not mail directly to the Veterans Trust Fund; mail to Department Headquarters.

**Form Follows**

TO: District Commander
FROM: Ron Runyan, Department Adjutant
SUBJECT: County Committee Appointment Michigan Veterans Trust Fund

Your assistance in supplying information is appreciated. Thank you.

The following information is required and must accompany your letter recommending reappointment or appointment of a new representative to a Michigan Veterans Trust Fund County Committee.

To: Ron Runyan, Department Adjutant

From: District Commander

Subject: County Committee Appointment – Michigan Veterans Trust Fund

County_____ District_____

Name of Appointee_____

Address_____

City _____Zip _____

Home # () _____ Cell #: ()_____

Email Address_____

Branch of War Service _____

Period of service, From_____ To_____

Present Occupation_____

Remarks

## APPENDIX

1. **Loyalty Oath Wording /District Officers & Chair**

All district officers and chair: By action of the 32nd annual Department Convention, a resolution was adopted mandating all Department, District, and Post Officers subscribe to a loyalty oath. *Resolution on file in Department Headquarters.*

*I/we do solemnly swear that I/we will support and defend the Constitution of the United States and the Constitution and laws of the State of Michigan against all enemies foreign and domestic; that I/we bear true faith and allegiance to the same. That I/we take this obligation freely, without any mental reservation or purpose of evasion whatsoever.*

*I/we do further swear that I/we are not now, nor have ever been a member of or in active association with an organization controlled directly or indirectly by a foreign power, nor a member of or in actual association with an organization which advocates the overthrow of the American form of government by force or violence.*

*I/we will not advocate or become a member of any organization that advocates the overthrow of the American form of government by force or violence.*

*I/we do further swear that we have never used or been known by any names other than those listed below:*

## PROCEDURE FOR NON-DEPARTMENT OFFICERS TO RECEIVE A RULING FROM THE DEPARTMENT JUDGE ADVOCATE

1. All requests for a ruling or an opinion of the Department Judge Advocate will be in writing; preferably typewritten; with one copy sent to the Department Adjutant and one copy sent to the unit Commander, i.e., Post Commander, District Committeeman, Zone Commander or Department Commander;

1. All requests for a ruling or an opinion of the Department Judge Advocate will set forth clearly the exact question or questions the party wants answered;

1. All requests for a ruling or an opinion of the Department Judge Advocate, where possible, will be accompanied by the written request for a ruling or an opinion; in like manner; of the parties on the other side of the issue. Where this is not possible, the original requester will set forth the position of the parties on the other side of the issue, where there is an advocate for another position;

1. All requests for a ruling or opinion of the Department Judge Advocate, dealing with issues within a Post, will be accompanied by the written opinion of the Post Judge Advocate on the issue or issues and likewise the District Judge Advocate;

1. All requests for a ruling or opinion of the Department Judge Advocate, dealing with issues at a District level, will be accompanied by the written opinion of the District Judge Advocate on the issue or issues;

1. The only exceptions to 4. or 5. above will be if the Department Commander or Department Adjutant certifies in writing, to the Department Judge Advocate, that an emergency exists such that one or more of the above requirements should be waived; and

1. In emergency situations, the written requests for opinion may be faxed, e-mailed, or mailed to the Department Judge Advocate by the Department Adjutant and the opinion of the Department Judge Advocate will be returned in a similar manner.

UNDER ARTICLE VII, SECTION 1 (f), OF THE DEPARTMENT BYLAWS, THE DEPARTMENT OFFICERS HAVE THE RIGHT TO THE ADVICE OF THE DEPARTMENT JUDGE ADVOCATE.

## Rules of Procedure for the Trial of Members

Authorization:
This procedure was authorized in its present form by the Department Executive Committee on September 25, 2024, at the Annual Fall Conference in Traverse City, Michigan.

Purpose:
This procedure protects the rights of Members and ensures that the Trial of a Legionnaire will be full and fair as required by the Department of Michigan Constitution Article VII Section 14.

Procedure:
This procedure shall govern all trials held by The American Legion Department of Michigan or any Post within The American Legion Department of Michigan as set forth in the Constitution or the By-Laws of the Department of Michigan.

Discipline of Members must be carried out in full compliance with this procedure. Any deviation will invalidate the charges brought against the Member or Officer at any level.

A "Convening Authority" shall be defined as the Post, the District, or the Department that has jurisdiction over the charges and the trial.
The "Convening Authority" shall be determined by the Accuser's position; either a member of the same Post, a member of the same District, or a Department Officer as defined in this procedure.
The Convening Authority shall hold the trial at the Accused's Post or in the Accused's District, or at the Department Headquarters; however, the Department may hold the trial by using remote meeting technology.

### ARTICLE I. COMPLAINT AND SUMMONS

1. Disciplinary action against any Member or Officer within the Department of Michigan shall be upon sworn and verified written charges by the accuser(s).

2. Said sworn and verified written charges shall be filed with the Adjutant of the Convening Authority. The oath must be sworn to before a notary public or before a Post, District or Department Adjutant, and shall be substantially in this form: "Do you solemnly swear (or affirm) that the contents of this document are true and correct, and that you signed it freely, so help you God?'

The Notary or Adjutant shall affix their signature near that of the Accuser, together with "signed and sworn before me on date."

3. The Accuser who swears to the charges must be a member of the same Post, a member of, or the District Commander of the same District, the Department Judge Advocate, or an Elected Department Officer. However, prior to charges being filed by a Member or Department Officer who is not a member of the Accused Post. The Post of the Accused shall be notified of the pending charge, and the post shall have thirty (30) days to bring a charge against the Accused.

4. The Post being the lowest Convening Authority shall have jurisdiction over the charges by an Accuser of the same Post; however, the Accuser may request to file the sworn and verified written charge with any higher Convening Authority. However, the request shall be accompanied by a signed affidavit as to why the Accuser believes that a lower Convening Authority will not be impartial. The Department Judge Advocate shall determine if Good and Substantial cause exists before such request is granted

5. No charge may be filed against any member if more than one (1) year has passed since the date of the offense. Except when civil or criminal charges have been filed against the accused.

6. A copy of the sworn or verified written charges shall be served upon the Accused by the Adjutant of The Convening Authority, either in person with proof of service or by certified mail to the last known address with proof thereof by a return receipt.
When the Adjutant of The Convening Authority is the subject of the Charge, the Adjutant of the next higher Convening Authority shall assume the duties required of the Adjutant in this procedure.

7. The Adjutant of the Convening Authority shall cause to be served upon the Accused, in the same manner as above stated, a Summons for the Accused to appear on a specified date, time, and location for a trial. No trial shall be held less than twenty (20) days and not later than 60 days from the date of service of the charges upon the Accused. Except when the acts of the Accused have resulted in civil or criminal charges being filed in the courts of a Municipality, County, State, or of the United States, the matter shall be postponed until the case in court is completed.
The Accused Legionnaire shall also, at the time of being served with such documents, as above said, be given a copy of these Trial Rules of Procedure.

8. The Accuser(s) shall set forth the charge of conduct unbecoming a Member of The American Legion, or in case of an elected Officer the charge may include malfeasance, misfeasance, or nonfeasance in office or conduct unbecoming a Member of The American Legion, which shall at a minimum, include the date, time, place, and the details of the offensive conduct, in order that the Accused may properly prepare a defense.

9. The Accused may appear at the trial in person, through written answer, or with counsel. Counsel may be a member of The American Legion or a licensed attorney.
If the Accused fails to answer the charges in manner and form as set forth in this procedure, the charges stated shall be taken as confessed, and the recommended penalty as listed in Article II, Section 8 shall be granted.

10. Either the Convening Authority or the Accused may apply for a continuance before the day of the trial. However, such a request shall be accompanied by a written motion, supported by an

affidavit of the party so applying. Good and Substantial cause, as determined by the presiding Judge Advocate, must exist before said motion is granted. The trial presiding officer shall rule on all motions filed.

11. The Judge Advocate of the Convening Authority shall preside at the trial and shall have the power and authority to pass upon the materiality and relevancy of any evidence presented and shall have general power to prescribe the necessary and reasonable rules and regulations for the orderly procedure of said trial. A guilty finding must be based on clear and convincing evidence.

12. If the Judge Advocate of the Convening Authority is unable to preside at the trial, the Commander of the Convening Authority shall appoint a Judge Advocate from within the same district.

13. The Adjutant of the Convening Authority shall provide a copy of the charges, summons and answer to the District Commander, who may appoint an official observer to attend the trial.

## ARTICLE II. TRIAL BOARD & TRIAL PROCEDURE.

1. The members of the trial board shall be members of the American Legion in good standing in the Department of Michigan. Preferably, they should be selected from the members of the Post or District of the Accused. The Convening Authority shall select at least five (5) such members and no more than seven (7) such members. No person may be selected as a member of the trial board if they are an accuser, or are related to the facts of the case, or are likely to be called as a witness at the trial.

2. If any trial board member so selected states that he or she cannot fairly and impartially render a verdict in accordance with the evidence, then the presiding Judge Advocate shall strike that individual from the trial board.

3. Both the Accused person and the accuser may strike one (1) member from the trial board without showing any cause for such a challenge. If the number of jurors is reduced below five (5), then the convening authority shall select additional jurors as required, who may not be challenged except for cause.

4. If five (5) impartial trial board members cannot be selected from the Post or District, the convening authority shall notify the Department Commander, who shall appoint members that are in good standing from any Post, who are believed to be unbiased and who are not related to the facts of the case nor likely to be called as a witness. The Post holding the trial shall be responsible for any costs associated therewith.

5. At any time before the trial commences, the charges may be amended. However, if the charges are amended, the Accused must be served with the amended charges and allowed fourteen (14) days before the trial can commence.

6. All testimony of witnesses must be taken under oath. The Accused shall have the right to confront and cross-examine any witnesses against him or her.

No written statements, whether sworn or not, shall be admitted into evidence if the person who wrote the statement is not present to be confronted and cross-examined by the Accused or Counsel.

7. The Convening Authority shall have the trial and associated proceedings recorded by tape, video, or court reporter. The Post holding the trial shall be responsible for any cost associated therewith.

8. When the Department is the Convening Authority, the Trial Board shall be either the Department Executive Committee or the Department Administrative Committee as designated by the Department Commander.

9. The Trial Board verdict may include not guilty or guilty. Penalty imposed may include reprimand, probation on specified terms, removal from office, suspension of membership for not more than one (1) year, or expulsion from membership in The American Legion.

10. Except in case of acquittal, the trial board's decision, along with the minutes or transcript of the trial, a copy of the sworn written charges and other evidence used in the trial, shall be presented to the membership of the Post of which the Accused is a member, at the next regularly scheduled meeting of the Post.
At that meeting, the membership of the Post shall vote by secret ballot to approve or reject by majority vote the trial board findings of guilty and the punishment imposed on the same ballot. The District Commander shall appoint two (2) tellers to count the ballots; one (1) teller shall be appointed from the Post, and one (1) teller shall be appointed from the District.

1. Should the membership approve the actions of the trial board, the decision of the Post shall be binding upon the Accused unless the decision is appealed. ONLY the Accused may, within thirty (30) days from such decision, appeal the verdict, in writing to the Department Adjutant.
2. A decision by the post membership on a trial verdict that orders expulsion or suspension of a person from membership in the American Legion, the Post Adjutant shall, within thirty (30) days, notify the Department Adjutant of said decision.
3. If the post members vote to reject the trial board's findings of guilty and punishment imposed, the charges against the accused shall be reinstated, and a new trial process will begin using the sworn statements and evidence from the previous trial. The next higher Convening Authority will have jurisdiction over the new trial. The trial may be held at the location of the Convening Authority's choosing, and the Post shall pay any and all costs incurred for the new trial.
4. Should the Post members vote to accept the trial board's findings of Guilty but reject the punishment imposed, the Post Adjutant shall immediately notify the Department Adjutant. The Department Administrative Committee shall be convened within thirty (30) days of the date of the Post vote to assign the appropriate punishment. The Post Adjutant may, within Twenty (20) days of the date of the Post vote, propose their recommended punishment in writing to the Department Adjutant. The decision of the

Department Administrative Committee shall be conclusive; there is no appeal to any other body or authority.

11. In the event of a conflict between these Rules and either the Constitution or Bylaws of The American Legion, or Department of Michigan, the National Constitution and/or Bylaws shall be controlling.

## ARTICLE III. RULES GOVERNING APPEALS

Any appeal from a trial held within the jurisdiction of The American Legion, Department of Michigan shall be governed by these rules.

1. A Notice of Appeal must be received by the Department Adjutant within thirty (30) days of the final action, or any appeal shall be waived. The notice of appeal shall contain the following:

1. The date, location, names of participants (Accused, Judge Advocate, witnesses, and trial board members) and verdict.
2. A concise and specific statement of why the Accused believes he or she did not receive adequate due process and a fair trial.
3. A summary of the testimony of each witness, a written transcript or recording of the trial.
4. A concise statement of the final disciplinary action taken by the charging entity.
5. A copy of the decision at the Post general membership.
6. Attached to the Notice of Appeal shall be a copy of the charges against the Accused and any evidentiary material such as papers or photographs used during the trial. If no such documents were used, then this shall be so stated.
7. A copy of the Notice of Appeal must be delivered to the Commander of the charging entity at the same time it is delivered to the Department Adjutant.

2. The entity that brought the charges shall have a right to respond to any allegations or statements in the Accused's Notice of Appeal. Said response shall be in writing and filed with the Department Adjutant within sixty (60) days from the date of the notice of appeal.

3. No additional evidence shall be admitted on appeal.

4. When an appeal is requested by Accused, it shall be the duty of the Department Adjutant to notify all parties of the date, time, and place of such hearing on the appeal. The appeal hearing may be held in person or by using remote meeting technology. This notice should be given, if possible, at least ten (10) days before the meeting.

5. The Department Hearing Body shall be either the Department Executive Committee or the Department Administrative Committee as designated by the Department Commander.

At the appeal hearing, both the Accused (either in person or through counsel) and the representative of the charging entity's Commander shall have ten (10) minutes to argue their points on appeal.
The issues to be decided by the Department Hearing Body shall include only whether the Accused received adequate due process, whether the trial was held in full compliance with this Trial Procedure, consideration of the weight of the evidence presented at trial, and the penalty imposed, if any.

6. The Department Judge Advocate will preside over the appeal and shall advise the Department Commander as to their compliance with these rules in the conduct of the trial.

7. Any member of the Department Executive Committee or the Department Administrative Committee hearing the appeal may question either party.

8. Upon the Department Executive Committee or the Department Administrative Committee rendering a decision on the appeal, by majority vote, the Department Judge Advocate shall reduce said decision to writing and direct the opinion to be distributed to each member of the hearing body, the Accused, District Commander, and the Post Commander.

9. The decision of the Department Executive Committee, or the Department Administrative Committee, shall be conclusive; there is no appeal to any other body or authority.

Amendments:
These Rules of Procedure may be amended by the Department Executive Committee at any meeting where a quorum is present.

Approved:February 9, 2025

# Committee Rules of Procedure

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# Section 3, ROP A

## AMERICANISM

**Membership**

Subject to the Department Commander's discretion and with the approval of the Department Executive Committee, the Americanism Committee of the Department of Michigan shall not exceed 8 regular members, with vote, and two (2) alternate members, without vote, unless they are serving in the absence of a regular member.

The Department 2nd Vice Commander will serve as Chair of the Americanism Committee; one member each will serve as a Chair of the Subcommittees for: Law and Order, Scouting and Junior Shooting Sports.

At the first meeting of the new term, the Americanism Committee will elect one of its members to serve as Vice Chair and one to serve as Secretary during that term of office. The Vice Chair shall assume all duties of the Chair of the committee in that person's absence.

**Purpose and Responsibilities**

- To promote an understanding and appreciation of American government, the rights and responsibilities of American citizenship, and activity in the American way of life through youth activities, community service, instruction of prospective citizens and legal immigrants, education and educational facilities, and protection of the U.S. flag from physical desecration.
- Report at least monthly to the Department Commander and Department Headquarters the current status and progress of the committees and all assigned committees.
- Judge Post CPR's for awards at the State Convention

The purpose of the Americanism Committee is to develop and coordinate Department activity, promoting understanding and appreciation of American Government and activity in the American way of life through youth activities, community service, instruction of prospective citizens and immigrants, education and education facilities, and to combat subversive activities.

**Consolidated Post Reports:**

Judging of Consolidated Post Reports (CPR's) is broken down into sub-categories for Overall Best Community Support Program to receive certificates for overall accomplishment, with the winner receiving the trophy for best CPR. This will recognize smaller posts that provide a great service to their local community.

Posts with membership from1- 50
Posts with membership from51-100
Posts with membership from 101-150
Posts with membership from 151-250
Posts with membership 251 and higher

**Americanism Chair:**

The Chair shall prepare the Americanism program for the year, including subcommittees on Junior Shooting, Law and Order and Scouting, with their committee members, to be submitted to the Department Executive Committee at the Fall Leadership Conference.

The Chair shall be prepared to conduct an Americanism School of Instruction at the Fall Leadership Conference.

The Americanism Chair will attend the National Americanism Symposium.

## JUNIOR SHOOTING SPORTS SUBCOMMITTEE

**Subcommittee Chair:**

The Chair of the Junior Shooting Sports Committee shall prepare the program for the year, in consultation with the Americanism and Community Service Committee, to be presented to the Department Executive Committee at the Fall Leadership Conference.

**Purpose and Responsibilities**

- To coordinate, promote, and supervise the operation of the Department Junior Shooting Sports program and ensure all leagues and teams within the Department conform and abide by the rules and regulations of the National and Department Junior Shooting Sports program.

- To annually review and propose the location, date, time, and other required aspects of the Department Legion Junior Shooting Sports tournament for subsequent approval of the Department Executive Committee;
- To staff and supervise the Department Legion Junior Shooting Sports tournament to ensure success.
- To serve as a liaison between National and Posts to further provide guidance to these entities in the areas of interest of the committee.
- To serve as the final authority on matters of match rules of Legion Junior Shooting Sports within the Department.
- Annually submit a budget for the committee to the Americanism Committee Chair
- Annually select the winners of the awards assigned to the committee.
- Monthly report committee activities to the Committee Chair.

## LAW & ORDER SUBCOMMITTEE

**Subcommittee Chair:**

The Chair of the Law and Order Committee shall prepare the program for the year, in consultation with the Americanism and Community Service Committee, to be presented to the Department Executive Committee at the Fall Leadership Conference.

**Purpose and Responsibilities**

The Chair shall prepare the Student Trooper Program and oversee the implementation of same.

The Chair will select award recipients for the Law Officer and Firefighter of the Year

Annually submit a budget for the committee to the Americanism Committee Chair

## SCOUTING SUBCOMMITTEE

**Sub Committee Chair:**
The Chair of the Scouting Committee is to prepare the program for the year, in consultation with the Americanism and Community Service Committee, to be presented to the Department Executive Committee at the Fall Leadership Conference.

**Purpose and Responsibilities**

- The Chair will coordinate and plan in conjunction with Wilwin Lodge and others scouting camps
- The Chair will plan, promote and select award recipients for Eagle Scout of the Year
- The Chair will plan, promote and select award recipients for the Square Knot Award
- To promote and support the activities of Scouting America within our Department and Posts.
- To serve as a liaison between National and Posts and to further provide guidance to Posts on policies regarding BSA.
- Annually submit a budget for the committee to the Americanism Committee Chair
- Annually select the winners of the awards and scholarships assigned to the committee.
- Monthly report committee activities to the Committee Chair.

# Section 3, ROP B

## BASEBALL COMMITTEE

**Membership:**
Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Baseball Committee of the Department of Michigan shall not exceed five (5) regular members with vote, and one alternate member, without vote, unless serving in the absence of a regular member. One of the regular members will serve as Chair of the Baseball Committee and one regular member from each of the five zones, when possible, shall be known as a Zone Chair.

**Purpose and Responsibilities**

- To coordinate, promote, and supervise the operation of the Department Legion Baseball program and ensure all leagues and teams within the Department conform and abide by the rules and regulations of National and Department Legion Baseball.
- To annually review and propose the location, date, time, and other required aspects of the Department Legion Baseball tournaments for subsequent approval of the Department Executive Committee;
- To staff and supervise the Department Legion Baseball tournaments to ensure success.
- To serve as a liaison between National, the Leagues, and teams and to further provide guidance to these entities in the areas of interest of the committee.
- To serve as the final authority on matters of play and rules of Legion Baseball within the Department.
- Annually select the winners of the awards and scholarships assigned to the committee.
- Monthly report committee activities to the Department Commander.

# Section 3, ROP C

## BOYS STATE COMMITTEE AND STAFF

### Membership

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Department Commander shall appoint one representative from each of the five (5) Zones, and a Director, with vote, one (1) S.A.L. representative, and one (1) Alternate Committee member, from each Zone when possible, who would serve without a vote, unless serving in the absence of a regular member.

### Purpose and Responsibilities

- To coordinate, promote, and supervise the operation of the Department of Michigan Boys State program.
- Recruit and train staff sufficient to conduct the program
- Recruit young men and educate youth on the benefits of the program
- Conduct educational seminars and briefings to prepare youth for attendance.
- To annually review and propose the location, date, time, and other required aspects of Boys State for subsequent approval of the Department Executive Committee;
- To staff and supervise Boys State to ensure success.
- To serve as a liaison between National and Posts and to further provide guidance to these entities in the areas of interest of the committee.
- Annually select the winners of the awards and scholarships assigned to the committee.
- Monthly report committee activities to the Department Commander.

# Section 3, ROP D

## CHILDREN & YOUTH COMMITTEE

### Membership

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Children and Youth Committee of the Department of Michigan shall not exceed six (6) regular members with a vote, and two (2) alternate members, without a vote, unless they are serving in the absence of a regular member.

### Purpose and Responsibilities

To formulate, recommend, and implement plans, programs, and activities designed to:

- Assure care and protection for the children of veterans;
- Improve conditions for all children and youth with due concern for maintaining the integrity of the family home;
- Prevent social and physical ills of children and youth where possible, utilizing services of and cooperating with sound organizations and agencies for children and youth;
- Administer the Temporary Financial Assistance for needy children of Veterans program within the Department.
- Serve as a liaison between National and Posts and to further provide guidance to these entities in the areas of interest of the committee.
- Annually select the winners of the awards and scholarships assigned to the committee.

# Section 3, ROP E

## EDUCATION & SCHOLARSHIP COMMITTEE

**Authorization:**

This committee was authorized in its present form at Department Convention in 1954, although the committee had been established at an earlier date.

**Membership:**

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Education and Scholarship Committee of the Department of Michigan will normally consist of six (6) regular members, with vote, and one (1) alternate member, without vote, unless they are serving in the absence of a regular member. One of the regular members will serve as Chairman of the Education and Scholarship Committee, and one regular member from each of the five Zones, when possible, shall be known as a Zone Chairman.

At the first meeting of the new term, the Education and Scholarship Committee will elect one of its members to serve as Vice Chairman and one to serve as Secretary during that term of office. The Vice Chairman shall assume all duties of the Chairman in that person's absence.

**Purpose:**

The purpose of the Education and Scholarship Committee is to interpret, promote and develop materials to be used by the Zones, Districts, Posts and schools in implementing the School Award program, the Guy M. Wilson Scholarship program, the William D. & Jewell W. Brewer Scholarship program and the Department Oratorical Contest program.

**Meetings:**

Oratorical Competition:Member – One Day, Chairman – One Day

**Program Promotion:**

Complete information is included in the annual Program Guide in a Fall edition of the Michigan Legionnaire. Applications available upon request from Department.

**Chairman:**

The Chairman and Committee shall plan and implement the program of the Education and Scholarship Committee to be presented at the Department Executive Committee meeting for approval in the fall of each year.
In the fall, all program information is included in a joint mailing with the Auxiliary to all Michigan high school principals.

# Section 3, ROP F

## FINANCE & PERSONNEL COMMITTEE

**Membership**
Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Finance/Personnel Committee of the Department of Michigan shall not exceed five (5) regular members, with vote, and two (2) alternate members, without vote, unless they are serving in the absence of a regular member. The Department Commander and the Department Finance Officer shall be ex-officio members of this committee, with vote; the Director of Veterans Affairs and Rehabilitation shall be an ex-officio member, without vote, and the Adjutant shall be ex-officio Secretary of the committee, without vote.

**Purpose and Responsibilities**
"All funds received from any source from the Department of Michigan, including any board or committee created and/or appointed by The American Legion, Department of Michigan, shall be under the possession, control and supervision of the Finance/Personnel Committee and said committee shall be charged with the duty of setting up a proper and adequate system of centralized control and procuring audits of such funds."

"The Finance/Personnel Committee shall be charged with the preparation of a yearly budget and financial policy of the Department, the handling of funds under the budget, and approval of expenditures of all Department funds not budgeted, and preparation and approval of the audit of books and records of the Department and other additional audits, as often in addition thereto as it may deem expedient. It shall file a written report, including the official audit, with the annual convention, setting forth in detail the financial recommendations, as it considers advisable."

“The Finance/Personnel Committee shall be charged with the duty of reviewing the Department of Michigan membership dues rate on a three (3) year basis and make any recommendations on those necessary changes to maintain the Department financial integrity.”

"The Finance/Personnel Committee shall be charged with the duty of fixing the amount of and providing a proper and adequate fiduciary & crime insurance policy for the Department Adjutant and Finance Officer and all other Department officials and employees who handle Department funds in an insurance company or companies approved by the National Adjutant. The expense of all bonds provided for herein shall be borne by the Department. The Finance/Personnel Committee

shall also be responsible for the investing of all trust funds, except those funds left in trust for purposes of the authorized subsidiary corporation.
The Finance/Personnel Committee shall be charged with the duty of setting forth the employee's rules and regulations for all employees of The American Legion, Department of Michigan. The Department Adjutant shall promulgate such employee rules and make any decisions necessary to further define and carry out the intent of said rules and regulations.
The organizational meeting of the Department Finance/Personnel Committee shall include the following:

1.An explanation of accounting procedures to all new members

2.An examination of the balance sheets and comparative budget reports, and such miscellaneous reports as shall come before the meeting

3.A review of the list of invested funds

4.A check of the fiduciary & crime insurance policy of all bonded employees and officers

5.Supervise the review of all insurance policies involving the Department of Michigan, its boards, committees and/or commissions. Such insurance policies and shall be submitted to Department Headquarters for the investigation of the rating of the companies. All such policies of the Department, boards, committees and/or commissions shall be made out in original and duplicates in the possession of the particular board, committee and/or commission governing the activity covered by the respective policies

6.A review and update of the Department Finance/Personnel Committee Permanent Procedure and Employee Rules and Regulations

All agendas shall be prepared by the Chair or agent.

A meeting shall be held at least 21 (twenty-one) days prior to State Convention and shall involve the preparation and approval of the several budgets for the ensuing year and shall be the primary order of business.

"All meetings requesting travel expenses from Department funds, or any funds subject to Department control, or raised for any Department program shall be upon the call of the Department Commander to qualify for receipt of said funds in manner and form as provided by the Department Executive Committee and within the limitations as set up by the Finance Committee."*(DEC April 5, 1959)*

**Meeting Schedule: Member / Chair**
December Meeting: One day / One Day
Budget Meeting: One day / One Day

Winter Meeting: One Day / Two Days

Fall Conference: One Day / Three Days

- The supervision and coordination of all Department accounts, funds, and monies found to exist or which may be created by convention or DEC action
- The submission and granting awards and other reports to the DEC
- Formulate, prepare, defend, and submit the yearly Department budget plan to the DEC for approval at the May DEC meeting and, as warranted, submit updates and modifications to the budget for Convention approval
- Exercise oversight over the execution of the approved budget
- Review and recommend courses of action to the Department Executive Committee for Post submissions related to borrowing funds or encumbering property
- Review and recommend action to the Department Executive Committee in areas of financial concerns and Post Charter cancellations/mergers, and dispose of any property or assets with the DEC's approval
- Develop and distribute periodic financial reports prior to each DEC meeting and the annual convention showing, as a minimum, the Department's income, expenses, and variance to the budget, by major program fund account;
- Advise the DEC when any variance in a major program fund account exceeds plus or minus ten percent of the approved budget, with an explanation of recommended corrective action;
- Develop and distribute to each chair an annual budget timeline to ensure that they are given ample opportunity to participate in the annual budget process;
- Prepare and distribute, prior to the second DEC meeting annually and on other occasions when requested by the DEC, a balance sheet showing the Department's income, expenditures, and net worth, including the acquisition cost and depreciated value of

assets (such as automobiles, communications equipment, computers, furniture, etc.) with a useful life expectancy of more than one year;

- Conduct periodic studies and analysis for presentation to the DEC to assist them in improving and modernizing the Department's uniform funds management and accountability system;
- Perform such other duties as shall, from time to time, be prescribed in writing and approved by the DEC.

**Chair:**
The Chair of the Finance/Personnel Committee shall be the advisor to the Department Commander regarding the finances of the Department.

The Chair shall keep the Department Finance/Personnel Committee and the Department Executive Committee informed at each of its scheduled meetings as to the income and expenditures of the Department, its boards, committees and/or commissions. He shall advise on such adjustments as shall be found necessary in the distribution of budgeted items, changes in methods of handling funds, all of which must have the final approval of the committee.

The Chair shall direct the preparation and distribution to the committee of monthly statements and balance sheets, as of the last day of the preceding month, together with a comparative budget statement of the Department funds, Boys State, Publication, Veterans Affairs and Rehabilitation and other special funds. They shall be furnished to all members of the Department Executive Committee and chair of all boards, committees and/or commissions at regularly scheduled conventions, conferences and meetings. They will also be available from Department Headquarters upon request.

In the absence of the Commander or Adjutant, the Chair may approve Department expenditures.

**District and Zone Commanders Reserve Fund**
The control of the District and Zone Commander's Reserve Fund shall be in the hands of the Adjutant, Finance Officer or bookkeeper at the direction of the Chair of the Finance/Personnel Committee. The District and Zone Commanders Reserve Fund, as determined in amount by action of the preceding annual Department Convention, shall be allocated for the expenses of District Commanders and Vice Commanders, in conformity with convention action. Each District Commander and Zone Commander shall use his/her funds for the following purposes:travel, trophies and awards, membership, education and Americanism, copies, postage and telephone, within his/her respective District or Zone.

**Formation of Departmental Budget**

The estimated income for the ensuing year shall be calculated on the basis of membership as determined by the previous four-year average or to be determined by the Finance Committee, and at the prevailing membership fee plus such estimated income that can be projected from the interest on invested and working funds, a grant from the State of Michigan and contributions or rebates from membership fund-raising projects.

The appropriation for the operation of the Department of Michigan and its activities shall be based upon the judgment of the committee and the requirements for the various activities, based on recommendations of the various officers and committee chairs. All boards, committees and/or commissions operating under annual budgets shall submit the same to the Department Finance/Personnel Committee for its inspection and approval. All requests for funds must be in writing and made available at the time of the meeting of the Finance/Personnel Committee.

**Office Procedure**

Funds of the several activities of the Department of Michigan or any of its boards, committees and/or commissions shall be recorded in separate books or records and in separate bank accounts sufficient so as to prevent any co-mingling thereof.

The Department Finance/Personnel Committee shall prescribe the procedure of handling of all receipts or collections of the Department of Michigan or any of its boards, committees and/or commissions.

The Department Finance/Personnel Committee shall prescribe the procedure of handling all disbursements and expenditures of the Department of Michigan or any of its boards, committees and/or commissions, upon receipt of an approved invoice or voucher from the activity governing body. A memo from the permanent and special committee to specify that committee's approved budget, an outline of approved program expenditures and the required procedures for the reimbursement of personal expenditures. Invoices and/or vouchers must be approved by the Adjutant, Finance Officer or Accountant. *(Amended by DEC on September 30, 1995)*

Checks will normally be approved and signed by the Adjutant and Finance Officer. In the absence of the Adjutant, checks may be approved and signed by the Chair of the Department Finance/Personnel Committee or the appointed Assistant Finance Officer. In the absence of the Finance Officer, checks may be approved and signed by the appointed Assistant Finance Officer, the Chair of the Department Finance/Personnel Committee or the Department Adjutant. All checks must carry two signatures

Working funds may be established in an amount approved by the Department Finance/ Personnel Committee. The Department Finance/Personnel Committee may direct any monies in excess of actual working funds to be placed in an interest-bearing account. All transfers of monies may be made by the Adjutant, Finance Officer or Accountant, with quarterly reports to the Department Finance/Personnel Committee.

**Post Recovery and Closures:**
A Title Search shall always be done before taking/receiving any property from a post that is closing. The money needed to perform this search will come out of the line item, which is currently labeled "Post Recovery".

When the Title Search is complete, and the Department makes the determination to claim ownership of the property, the Department shall file "Notice of Ownership" with the county Register of Deeds.

If property or buildings become the property of the Department, the Department Adjutant shall guarantee that the property is properly insured.

Every effort should be made to ascertain an Assessed Value from the city or county. Because the property is used for charity, it is exempt from property taxation. The local Assessor should be invited to inspect the property and provide a tentative SEV. The Assessor should do this because there is a high likelihood the buyer will not have the charity exemption; thus, local government can enhance its property tax base. If an SEV cannot be determined, an independent Appraiser should be retained to determine the cash value of the property.

When the cash value of the property has been determined by a property taxation professional, the amount can be used to negotiate with a licensed Real Estate Broker to determine the "Asking Price" of the property. If a majority of the Finance/Personnel committee approves the "Asking Price" of the property, the Department Adjutant may sign a "Listing Agreement" with the Broker.

When a prospective buyer makes a written offer to purchase the property, the Department Adjutant shall transmit the offer to the Finance/Personnel committee. A majority of the committee can accept or reject the offer. Additionally, the Department Adjutant could be authorized to make a counter-offer to the prospective buyer.

Upon sale of the property, the profit will be kept in the "Post Recovery" fund to be used for similar situations and as the Finance/Personnel committee determines, and is approved by the DEC.*(February, 2016)*

**Post Recovery Grants**
The Department Finance/Personnel Committee can approve, without DEC approval, up to $5,000 in Post Recovery Grants up to the total annual budgeted amount each year.

# Section 3, ROP G

## INTERNAL AFFAIRS COMMITTEE

This committee was first authorized at Department Convention July 20, 1975.

**Membership:**

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Internal Affairs Committee of the Department of Michigan will normally consist of nine (9) regular members, with vote, and one (1) alternate member, without vote, unless serving in the absence of a regular member. The Department Commander will appoint, with consent of the Department Executive Committee, the Chair of the Internal Affairs Committee. The American Legion Riders sub-committee will also consist of one representative from each of the American Legion Auxiliary Department of Michigan and the Sons of the American Legion Detachment of Michigan. Three regular members will serve as Chair, Vice Chair and Secretary of the Internal Affairs Committee, while other regular members will serve as Chairs of the Internal Affairs Subcommittees.

At the first meeting of the new term, the Internal Affairs Committee will elect one of its members to serve as Vice Chair and one to serve as Secretary during the term of office.

Members:

Regular member:chair

Regular member: vice chair

Regular member: secretary

Regular member: sub-committee chair Constitution & bylaws (C&BL)

Regular member: member C&BL sub-committee

Regular member: sub-committee chair Leadership Development (LD)

Regular member: member LD sub-committee

Regular member: sub-committee chair American Legion Riders (ALR)

Regular member: member ALR sub-committee

Alternate member: to serve only at request of the chair

Advisory member: Auxiliary Rep to ALR sub-committee

Advisory member: SAL Rep to ALR sub-committee

The Regular and Advisory members to the Legion Riders sub-committee must be members of the American Legion Riders within the Department of Michigan. The representatives from the Auxiliary and the SAL will be appointed by the respective organizations with the approval of the Department Commander. The Advisory members will be called to Department meetings at the request of their respective organizations, and travel and per diem will be paid by their respective organizations.

P**urpose:**

To formulate and recommend policies and to oversee the implementation of adopted policies relating to activities conducted for organizational purposes, including, but not limited to, such matters that do not properly come within the scope of any other Department committee. And, to review and recommend administrative procedures of the Department Headquarters on matters referred to this committee by a Department officer.

## LEADERSHIP DEVELOPMENT SUB COMMITTEE

The Leadership Development Subcommittee shall consist of a Chair, appointed by the Department Commander, and additional members appointed at large as needed to effectively carry out the responsibilities of the subcommittee. This subcommittee functions as the Department's Training Committee, charged with planning, coordinating, and delivering training programs across the state. Membership should reflect a broad range of experience and expertise in Legion training and leadership development.

**Purpose and Responsibilities:**

The Leadership Development Subcommittee, serving as the Department's Training Committee, is responsible for planning, coordinating, and overseeing leadership and training programs within the Department of Michigan. Specifically, the subcommittee shall:

1. **Department American Legion College**

    - Develop, conduct, and maintain the Department American Legion College as the Department's primary leadership program.

2. **Training Programs**

    - Plan and update curricula for all Department-sponsored training.
    - Ensure training is offered regularly, both in-person and online, and is accessible to the widest number of members.
    - Recruit, assign, and coordinate qualified instructors.

- Develop and maintain the **Department Leadership Development Program** to prepare and mentor individuals interested in leadership positions from District Commander through Department Commander.

3. **Resources & Materials**

    - Acquire and publish annual commission and committee reports for use as handouts in training programs.
    - Develop and distribute promotional and educational materials to support training efforts.

4. **Outreach & Engagement**

    - Promote training programs through Department communication channels and encourage participation by Legionnaires at all levels.
    - Arrange training schedules and locations in coordination with Department leadership.

5. **Reporting & Accountability**

- Submit an annual budget proposal to the Committee Chair for approval and inclusion in the Department budget process.
    - Provide a monthly report of subcommittee activities to the Committee Chair.

## DEPARTMENT LEADERSHIP DEVELOPMENT PROGRAM

**Purpose**

The **Department Leadership Development Program** identifies and develops potential candidates for leadership positions within the Department of Michigan by providing opportunities to learn and gain experience at the National level of The American Legion. These opportunities may include participation in national training, seminars, and meetings, either in-person or online. The program also prepares candidates to successfully apply for and complete National American Legion College.

**Responsibilities**

Recruit and recommend Legionnaires for the **Department Leadership Development Program**, with no more than two National-level opportunities per candidate.

- Present candidate selections and training plans to the Department Commander for approval.
- Monitor and evaluate the progress of candidates throughout the program.
- Maintain and administer the **Department Leadership Development Program** in coordination with the Department Commander.

## CANDIDATE SELECTION CRITERIA

**Eligibility Requirements**

- Must be a current member in good standing of The American Legion, Department of Michigan.
- Must be endorsed by their Post and/or District Commander and/or a recommendation by the Leadership Committee.
- Must be willing and able to travel to National-level training or events as assigned (in-person or online).
- Cannot be an employee of the Department of Michigan.

**Leadership Potential**

- Demonstrated leadership ability at the Post, District, or Department level.
- Interest in pursuing higher leadership roles within the Department.
- Strong record of service and participation within the Legion.
- Shows initiative, reliability, and the ability to work collaboratively.

**Commitment & Expectations**

- Agrees to fully participate in assigned National-level opportunity.
- Willing to report back and share lessons learned with their Post, District, or Department.

- Commits to continued involvement in leadership development within the Department of Michigan.
- Accepts that participation is limited to no more than two National-level opportunities through the program.

**Selection Process**

1. Candidates may be nominated by their Post, District, or Department leadership, and/or a recommendation by the Leadership Committee, or may self-nominate with supporting endorsement.
2. Applications will be reviewed by the Leadership Development Subcommittee.
3. Recommended candidates will be submitted to the Department Commander for final approval.

**Dates/Deadlines:**
Selections must be made by set deadlines to avoid last-minute decisions.

- **Fall Meeting:** Selection deadline – **August 1**
- **Spring Meeting:** Selection deadline – **March 15**

**PROGRAM NATIONAL MEETING GUIDELINES**

- As a representative of The American Legion Department of Michigan, the impression you make reflects directly on your Department.
- As a minimum, the dress code for all meetings you attend as a guest is Business Casual, but Business dress is acceptable at your discretion.
- If both participants are of the same gender, the Leadership Development Committee will
- provide your double-occupancy lodging at no expense to you. If participants are of different genders, the Leadership Development Committee will provide each of you with single-occupancy lodging at no expense to you.
- You will be reimbursed for your mileage from your home to the current lodging site at the current rate as specified by the Department Executive Committee.
- Please park your vehicle at American Legion Post 64, 601 S Holt Rd, Indianapolis, IN at no charge. You will be reimbursed for one ground transportation trip to and from the lodging site. Be sure to park in the lot on the South side of the building.
- Actual meal costs will be reimbursed up to a maximum of $60/day for two travel days, and up to a maximum of $80/day for the two full days spent at the location. Please save your receipts to be included in your Expense Report.

- Please select a meeting schedule that provides you with the most valuable information that will help you grow as a leader, as well as providing you with an opportunity to bring new information back to the Department and your District.
- Be sure to network with leaders from other Departments. This is a valuable growth tool that will help you to see outside the confines of our Department and will help you grow as a communicator.

- If you have any questions, please reach out to any member of Department Leadership, NEC, or Department Committee/Commission representatives.

- Have fun! We feel this opportunity will help you and our Department to grow in Leadership depth and will give you an experience that will help shape your future in the Department.

**DEVELOPMENT PROGRAM NATIONAL MEETING FOLLOW-UP QUESTIONNAIRE**

Thank you for taking the time out of your busy schedule to participate in the National Meeting Leadership Mentoring Program!

To ensure your time and talents were utilized wisely, I'm asking you to take a few minutes to complete the brief feedback survey below.

1. Were Lodging/Parking/Meal accommodations satisfactory?
2. Were the guidelines accurate/easy to follow?
3. Were you given an opportunity to create a meeting schedule that you felt would provide you with the most value for your time spent at the conference? ☐ Yes ☐ No
4. Which Committee/Commission Meetings did you attend?

a. _____ c. _____

1. g._____

b._____ d._____

1. h._____

5. Which Committee/Commission Meeting(s) was/were the most enlightening for you as a Leader?

Why? (1,000 words or less)

1. What valuable information can you bring back to your Department/District/Post?

2. Which Committees/Commissions would you consider serving on?

Why?

1. Were you successful in making inter-Department contacts to exchange ideas/knowledge and/or

experiences?_____

1. Care to share those ideas/knowledge/experiences?
   _____
   _____

2. How has this experience helped you to expand your Leadership skills?

3. If you had it to do all over again, would you suggest changes?

4. Suggestions?

5. Is there anything else you would like to add?

Thank you for your dedication to The American Legion and for your commitment to growth as a leader!

Updated: 10 Sept 2025

## AMERICAN LEGION RIDERS SUB COMMITTEE

**Membership:**

The American Legion Riders Committee shall consist of a Chair and such members selected at large as deemed appropriate to maintain the function of the committee. Also, a member from the Sons of The American Legion and American Legion Auxiliary are advisory members on the committee.

**Purpose:**

- To promote and help/coordination upon request, the Posts' American Legion Riders programs ensure all subordinate entities, including Posts/Squadrons within the Department, conform and abide by the rules and regulations of The National and Department American Legion Riders program.
- To act as liaison between the National Organization, including the National ALR and the Post ALR and shall uphold the declared principles of The American Legion as well as conform to and abide by the regulations and decisions made by the DEC or other duly constituted governing body.
- To formulate and recommend policies concerning the operation of the American Legion Riders' program.
- To advise Department, District, County and Post leadership on American Legion Riders' program issues.
- To serve as a liaison between National, Department, and the Posts/Squadrons and to further provide guidance to these entities in the areas of interest of the committee.
- Annually select the winners of the awards assigned to the committee.
- Annually submit a budget to the Committee Chair.
- Monthly report committee activities to the Internal Affairs Chair.

## CONSTITUTION & BY-LAWS SUB COMMITTEE

**Membership:**

The Constitution and By-Laws Committee shall consist of a Chair, and such members selected at large as deemed appropriate to maintain the function of the committee.

**Purpose and Responsibilities:**

• To study and make proper recommendations concerning all matters pertaining to the Constitution & By- Laws and all matters pertaining to the Uniform Code of Procedure for the Organization of National Conventions of The American Legion.

## RESOLUTIONS ASSIGNMENT SUB COMMITTEE

Resolutions Assignment Committee shall be comprised of (3) Past Department Commanders and (2) additional members with expenses (Resolution 26-04).
The Department Commander and Department Adjutant shall serve as ex officio members without a vote for the purpose stated under Purpose and Responsibilities – Resolutions Assignment

The purpose of the Resolutions Committee during the Fall Conference and Winter Meeting is to review all resolutions submitted prior to the meeting or conference and, where appropriate, refer to a Department Standing Committee for their recommendation before determining action to be recommended to the Department Executive Committee.
It is also necessary for this committee to review all resolutions emanating from Standing Department Committees, Department Officers, and the Department Executive Committee, and where appropriate, refer to a Standing Department Committee for their recommendation before determining action to be recommended to the Department Executive Committee.
During the Department Convention, the committee will review all resolutions presented and refer them to the appropriate Convention Committee(s) for recommendations and/or action.
It is also necessary for this committee to review all resolutions emanating from Convention Committees and Department Officers and, where appropriate, refer to additional Convention Committee(s) for their recommendation before determining action to be recommended to the delegates of the convention.
The committee shall prepare and recommend to the Department Executive Committee all appropriate resolutions not otherwise covered during Fall Committee and Winter Meeting. A resolution roster shall be prepared and maintained by Department Staff.
The committee will reconvene one hour prior to the first Department Executive Committee meeting at Fall Conference and Winter Meeting to review any resolutions that may have been generated during the committee meetings.

Required Call of non-ex-officio members for meetings:
Meeting Schedule: Members / Chairperson
Fall Conference: Three Days / Three Days
Winter Meeting: Two Days / Two Days
Department Convention: Four Days/Four Days

# Section 3, ROP H

## Legislative Committee

**Authorization:**

This committee was authorized in its present form at the Department Convention, July 20, 1975, although the committee had been established at an earlier date.

**Membership:**

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Legislative Committee of the Department of Michigan will normally consist of *six (6)* members, including the chair of the Committee, one from each zone when possible, with vote, and two (2) alternate members from any zone, without vote, unless they are serving in the absence of a regular member. One of the regular members will be appointed as the Chairman of the Legislative Committee by the Department Commander. The Department Commander shall be an ex officio member with a vote, and the Department Adjutant shall be an ex officio member without a vote. *(Revised January 22, 2018) (Revised January 3, 2023)*

**Purpose:**

The purpose of the Legislative Committee is to be responsible for representing The American Legion before the Senate and House of Representatives of the State of Michigan, and each committee thereof, on all legislative matters in which The American Legion is officially interested and to assist the Commander in formulating an appropriate Legislative program for the House and Senate. The committee and its chair will make every attempt to keep current on Federal Legislation affecting Michigan’s veterans.

The committee and its chair will provide the Department Executive Committee with a copy of the annual consolidated Legislative Council activities report (which summarizes the Legislative Council's grassroots lobbying efforts for each General Assembly session)

To represent the Department before the General Assembly and the State boards and committees assigned to the Legislature.

Make every attempt to keep current on Federal Legislation affecting Michigan’s veterans.

Recommend to the Department Commander for appointments of members of the Legislative Council

To propose any changes to the composition of members of the Legislative Council to the Department Commander when deemed appropriate.

To assist, through its reports to the Department Executive Committee and its liaison with other Committees, in the formulation of appropriate legislative actions to be officially endorsed by resolution adopted by The American Legion

Report at least monthly to the Department Commander and Department Headquarters the current status and progress of the committee and all assigned committees.

The committee and its chair will provide the Department Executive Committee with a copy of the annual consolidated Legislative Council activities report (which summarizes the Legislative Council's grassroots lobbying efforts for each General Assembly session)

**Chair:**

The Chair shall prepare the legislative program for the year with the committee members, to be submitted to the Department Executive Committee at the Fall Conference. The Chair and the committee shall review and work with the National American Legion's Legislative agenda. The Chair may have to attend Washington, D.C., to make sure that the offices of Michigan's Federal Congressional staff are aware of the National American Legion's Legislative agenda.

At the beginning of the Legion year, the Chair shall review the previous year's legislative accomplishments, legislation not accomplished and the goals for the current year with the newly elected Department Commander.

The Legislative Chair will attend all meetings of the Commanders Group with the Department Commander and Department Adjutant.

The planning and implementation of the Legislative Day is the responsibility of the Legislative Chair. Examples would include breakfast, luncheon or evening gathering with the members of the Senate and House. A day of going to the Michigan House and Senate office building to meet with your elected officials; this would be accomplished by asking for American Legion members from around the State to come in to meet with their elected Senator or Representative. The attendance of other Veteran Service Organization members would also be an option. Another example is to hold an open house of some type and invite members of the House and Senate or their staff to attend, or any type of yearly mass effort to reach as many House and Senate elected officials.

The Chair will work with the Media Coordinator to place information both online and in print to inform Legion members of the Legislative priorities, set up a call to action like National does using online and/ or cell phone notification.

The Chair may call random committee meetings using online or phone communications to inform members of Legislative issues. This type of meeting will not be a call-in for purposes of a reimbursement of any type.

The Chair is expected to attend the Washington, D.C. call-in and shall budget for it each year. The Chair shall work with the Department Adjutant and Department Commander to assign Legionnaire Representatives and Senators to visit on legislative visits while in Washington, D.C.

The Chair or a Representative of the Chair will attend the Upper Peninsula Fair each year to meet with the Governor and other elected officials. This shall be budgeted.

The Chair is expected to interact with members and staff of the Michigan Legislators in person as much as possible.

The Chair will be expected from time to time to attend and possibly give testimony for or against proposed legislation that has an impact on Veterans. (This will be done with approval of the DEC Commander and in consultation with the Legislative Committee when at all possible.)

The Chair shall submit to the Committee, the State Commander, and the State Adjutant on a minimum of a monthly basis, a report outlining the activities of the Chair and/or the committee on interactions with State elected officials and if any Federal contacts were made.

The Chair of the Committee is expected to remain non-partisan when representing the American Legion. At no time will American Legion logos or the like be worn at partisan Political events.

**Members:**

Members of the Committee are expected to remain non-partisan when representing the American Legion. At no time will American Legion logos or the like be worn at partisan Political events.

Members of the Committee are expected to update their Post and District Commanders on legislative issues and priorities of the Legislative Committee.

Members of the Committee are expected to make monthly contacts with their State elected officials just so they know who the member is. Just contacting your State elected official even when we have no issue is recommended. Contacting a member of their staff is acceptable.

Members of the Committee are expected to make a short monthly report to the Chair by the 25th of each month in writing (email) with the names of the State and Federal elected officials or their office staff whom they talked to and the date.

Members of the Committee shall make every effort to report in person for Department call-ins. Members who cannot come to a call-in are expected to notify the Chair as timely as possible so that alternates can be called in and the Staff at Department will be notified.

**Purpose**

- To propagate an interest in and a furtherance of the legislative goals of The American
- Legion and the Department of Michigan;
- To serve as a medium for disseminating information and of developing an understanding with our elected representatives in the General Assembly, the Executive Branch of Michigan State Government, and the Counties within Michigan.
- To assist in the preparation of the Annual Consolidated Legislative Activities Report. The report shall summarize the Department's grassroots lobbying efforts.

## LEGISLATIVE COUNCIL

There may be times when members of the Legislative Committee are asked to represent the Department on the National Legislative Council.

# Section 3, ROP I

## MEDIA & COMMUNICATIONS COMMITTEE

### Membership

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Media & Communications Committee of the Department of Michigan shall not exceed four (4) regular members, with vote, and one (1) alternate member, without vote, unless they are serving in the absence of a regular member.

### Purpose and Responsibilities

1. Working in concert with all American Legion commissions and committees, to build awareness and support for the mission and programs of The American Legion and promote same to active-duty military, Guard and Reserve components, military veterans and retirees, and the general public;
2. Internal: To educate, motivate, and inform The American Legion family of the mission and programs of The American Legion for the purpose of making them promoters of and participants in the activities and aims of The American Legion;
3. External: To build awareness of and support for the primary mission and purpose of The American Legion, especially among individual citizens, the United States Congress, national and local government agencies, and corporate America;
4. **Supervises the preparation of the Department publications in coordination with the Department Adjutant and Media Coordinator**

# Section 3, ROP J

## MEMBERSHIP & POST ACTIVITIES COMMITTEE (M&PA)

**Authorization:**
This committee was authorized at the Department Executive Committee meeting, September 22, 1978, although the committee had been established at an earlier date.

**Membership on the Committee:**
The Department of Michigan Membership & Post Activities Committee shall be comprised of:the elected Department 1st Vice Commander who shall serve as Membership & Post Activities

(M&PA) Director; The five (5) elected Department Zone Commanders; An Assistant M&PA Chair (Upper Peninsula M&PA Chair if the M&PA Chair is not from the Upper Peninsula, a Lower Peninsula M&PA Chair if the M&PA Chair is from the Upper Peninsula), Direct Membership Solicitation (DMS) Coordinator, and a five (5) member team of highly motivated experts appointed by the Department Commander.
The Department Commander will be an ex officio member of the Membership Committee, without vote or committee expense.

At the first meeting of the new term, the Membership & Post Activities Committee will elect one of its members to serve as Secretary during the term of office. The Assistant M&PA Chair shall assume all duties of the M&PA Chair in the M&PA Director's absence.

Post Development is a Sub-Committee of the Membership & Post Activities Committee and will be responsible for its own budget under the review of the M&PA Director.

**Purpose of the Membership & Post Activities Committee:**
Formulate and recommend policies, to oversee the implementation of adopted policies relating to the enrollment of members, the functioning of Zones, Districts and Posts in a manner to attract and retain members and the promotional activities necessary to the foregoing.

Develop and implement a training regimen on Membership Processing and the systems' use.

Plan and/or participate in Membership promotional activities as they occur, to include, but not limited to, Fairs, Veteran Service Organization Events, District & Post Level Recruiting Events, open houses, etc.

Plan and perform DMS Buddy Checks, new DMS member welcome communications, and Local Post Transfer solicitations.

Communicate regularly with all unrenewed members in the Department, utilizing such methods as Call/Text-em All, Email, and other available technology.

Carry out other duties as may be assigned it by the Department Commander, the Department Executive Committee, or at a Department Convention.

**M&PA Chair:**
The M&PA Chair shall seek advice, when necessary, from the Department Commander, Immediate Past Department Commander, and the Immediate Past Department 1st Vice Commander to evaluate the previous year's program.

The M&PA Chair shall formulate the programs and incentives for the current year prior to presentation at the Second Meeting of the Department Executive Committee.

The Department Adjutant will, if possible, make arrangements for the entire Department Membership & Post Activities Committee's attendance at the National Membership Workshop.

The M&PA Chair shall formulate proposed Membership Goals for each Post in the Department, based on the Department Membership Goal as prescribed by the National Organization. These proposed Membership Goals should be provided to each District Commander for their re-allocation inputs within their respective District. It is recommended that District Commanders negotiate this re-allocation with Leadership from each Post within their District, ensuring the total for the District remains equal to the total as provided in the proposed Membership Goals.

## POST DEVELOPMENT SUB COMMITTEE

**Membership:**
Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Post Development Committee of the Department of Michigan shall not exceed six (6) regular members, with vote, and two (2) alternate members, without vote, unless they are serving in the absence of a regular member. One of the regular members will serve as Chair of the committee.

**Purpose & Responsibility:**
Determine the areas in which new Posts are needed; usually wherever a high school exists without a nearby Post or where population can absorb an additional Post.

Make three (3) follow-up visits to all new Posts that were formed the previous American Legion year. Each Zone member will be responsible for the visits to the new Posts in their Zone. The first visit should take place prior to Fall Conference, the second visit should take place prior to Winter Meeting, and the third visit should take place prior to Department Convention. This will allow the committee member time to report to the committee at said meetings on the condition of the new Posts in his or her Zone.

Receive requests from existing Posts for this committee to help them in revitalizing their Post. In no case will the Post Development Committee go into a Post to revitalize it without first being invited by the Post in question.

# Meeting Time & Place Committee

By Resolution 26-09

## Composition of the Committee

- *Committee Members — with Voice and Vote*
    - Five Legionnaires serve as the voting members of the Committee.
    - *Rotational Progression*: Each appointed member shall rotate through the committee positions over the course of their five-year term; Secretary → 1st Member → 2nd Member → Vice Chair → Chair. This structured progression ensures continuity, leadership development, and familiarity with all committee functions.
    - *Annual Appointment:* One new member is appointed each year, beginning a five-year term and entering the rotation at the Secretary position.
    - *Chairperson Selection:* The most senior member (the individual in their fifth year of service) serves as Chairperson for that year.
    - *Rotation Off:* After serving as Chairperson, that member rotates off the Committee, completing their five-year term.
    - *Outgoing Chairperson:* The immediate outgoing Chairperson becomes an alternate member, serving without vote, except when called upon to replace an absent voting member.
- *Ex-Officio Members — Non-Voting*
    - *A. American Legion*
        - Department Commander
        - Department Adjutant
        - Department First Vice Commander
        - A.D.A. Compliance Representative
    - *B. American Legion Auxiliary*
        - Department President
        - Department Executive Director
        - Department First Vice President

*Note: Temporary Membership Procedure (Expires at the Close of the 2030 Department Convention)*

- *Initial Appointment;* In July 2026, the Department Commander shall appoint five Legionnaires to the Meeting Time & Place Committee, each with voice and vote. These appointments shall include the designation of the Chair, Vice Chair, and Secretary.
- *Annual Appointment and Rotation;* Beginning in July 2027 and continuing each succeeding year through 2030, the Department Commander shall appoint one new member to the Committee, who shall enter the rotation in the position of Secretary. Each newly appointed Secretary shall rotate annually through the Committee positions.
- *Rotation of 2026 Appointees:* Each member appointed in 2026 shall rotate annually from the position to which they were appointed, through the following Committee positions: Secretary → 1st Member → 2nd Member → Vice Chair → Chair
  This rotation shall continue until the individual who served as Secretary in 2026 reaches and completes service as Committee Chair.
- *Rotation Off:* After serving as Chairperson, that member rotates off the Committee, and becomes an alternate member, serving without vote, except when called upon to replace an absent voting member.

- *<u>Termination of Temporary Procedure:</u>* Upon the completion of the 2026 Secretary's term as Committee Chair, this temporary procedure shall automatically terminate, and the Committee shall revert to the standard appointment and succession process shown above in the "Composition of the Committee" section of this procedure.

## Committee Officers

- Chairperson – Most senior member
- Vice Chairperson – Second most senior member
- Secretary – Most junior member

## Eligibility Restriction

- The immediate outgoing Chairperson, during the year in which they serve as an alternate member, shall not be eligible for appointment to the MT&P Committee.
- No committee member may simultaneously serve on any Convention Corporation.

## Purpose & Responsibilities

*The Meeting Time & Place Committee recommends locations and dates for:*

- Fall Conference
- Winter Meeting
- Department Convention

*Recommendations are made:*

- To the Department Executive Committee for Fall Conference and Winter Meeting.
- To the Convention Delegates for Department Conventions.

*Awarding Requirements*

- Fall Conference & Winter Meeting: Award at least one year in advance.
- Summer Convention: Award at least two years in advance.

## Meetings & Bid Process

*The committee shall meet in person at:*

- Fall Conference
- Winter Meeting
- Summer Convention

A. During these meetings, the committee receives bids from Convention Corporations. The Convention Corporations should submit bids to the Department Adjutant 30 days prior a committee meetings.

*B. Bids submitted by any Convention Corporations are Confidential and Members of the committee shall not discuss any bids received outside of committee meetings.*

C. The committee must make every reasonable effort to secure bids before deadlines, including notifying Convention Corporations of bid needs.

D. If no bid is awarded by the deadline, the Department Headquarters is responsible for securing a location.

## Required Call of Members

All members must be formally called:

- Fall Conference – Chairperson 3 days – Members 1 day

- Winter Meeting – Chairperson 3 days – Members 1 day
- Department Convention – Chairperson 4 days – Members 1 day

If Called, Attendance is required unless excused by the Department Commander.

### Site Visit Requirement

Prior to awarding any new conference or convention sites or sites with major renovations, at the discretion of the committee chair, the members required shall, along with Ex-Officio members, conduct an official site visit to verify that the proposed location meets all requirements necessary for hosting a Department conference or convention.

### Department Staff Requirement

Department Staff shall prepare, maintain, and routinely update a comprehensive Convention Corporation Roster. Updated versions shall be provided to the Committee Chairperson.
The Convention Corporation Roster shall include, at minimum, the following information for each corporation:

- Corporation Name
- Mailing Address
- President's Name
- Telephone Number
- Email Address
- Listing of Shareholders

### Convention Corporation Requirements

*Convention Corporations must follow the Department Requirements for Convention Corporations, which define:*

- Event requirements
- Financial responsibilities
- Reimbursement procedures

## Amendments

This procedure may be amended by:

- Resolution adopted by the Department Executive Committee, or
- Resolution adopted by the delegates of the Department Convention

# Convention Corporations
# Rules of Procedure

Revision Date: 11.2.26

**Authorization**
This administrative procedure was authorized in its present form by the Department Executive Committee at the Fall Conference held in Gaylord, Michigan, November 6-8, 2026.

**Purpose**
These Rules establish the operational standards and procedures governing Convention Corporations doing business with The American Legion, Department of Michigan, including the distribution of departmental funds and the duties and responsibilities of the American Legion Department of Michigan, the American Legion Auxiliary Department of Michigan, and the Department Meeting Time and Place Committee.
Except where local conditions require modification, the following outline shall be followed in the planning and execution of all Department Conferences, Meetings, and Conventions.

**Convention Corporations**
Convention Corporations are domestic for-profit corporations formed and existing under the laws of the State of Michigan. Each corporation is officially created through the filing of Articles of Incorporation with the Michigan Department of Licensing and Regulatory Affairs (LARA).

## *Section 1 - Rules and Requirements Applicable to All Conferences and Conventions*

*Convention Corporations doing business with the Department of Michigan shall:*

- Provide the Department with a copy of the corporation's corporate documents demonstrating its legal status at the time of the event.
- Provide the Department with a current list of the corporation's officers, members, and stockholders.
- Provide the Department with a copy of the contract between the corporation and the event hotel(s).
- Maintain complete control of all arrangements in the Convention city.
- Make arrangements to host the Department Meeting Time and Place Committee for the purpose of reviewing the facilities and plans of the host hotel for compliance with the regulations and requirements stated herein.
- Furnish liability insurance covering all hazards and damages for which claims might be made against The American Legion, Department of Michigan, and the American Legion Auxiliary, and provide copies of the policy to Department Headquarters.

*Registration*

- A registration fee of $25, or as otherwise approved by the Department Executive Committee, shall be collected from all persons 18 years of age or older attending the Conference or Convention. The Convention Corporation will provide Conference and Convention registration forms.

- Registration hours will be set by the Convention Corporation.
- The Convention Corporation will:
    - At event registration, provide each attendee with the program booklet provided to the Convention Corporation by Department Headquarters, along with a map of the hotel and meeting rooms and any local literature.
    - Name badges will be printed and provided by the Convention Corporation.
- Convention delegate ribbons will be provided by Department Headquarters. The Convention Corporation will coordinate with the Department to ensure delegate ribbons are placed on verified delegate badges.
- The Department will provide an alphabetical list of all delegates to the Convention Corporation.

*Program Books*

- The American Legion Auxiliary Department Headquarters shall provide the Convention Corporation with an agenda/event schedule no less than 30 days prior to the first day of the Conference or Convention.
- The Legion Department shall be responsible for ensuring that all required photographs, advertisements, and the American Legion agenda are included in the program book.
- The Convention Corporation will work with the Department to provide the required facility layout to the Auxiliary Department.

*Food and Beverage*

- All groups - including the Legion, Auxiliary, Riders, Sons of The American Legion (SAL), clubs, foundations, and committees - must notify both the Convention Corporation and Department Headquarters of their food and beverage requirements no later than 60 days prior to the event.
- All food and beverage arrangements must be made exclusively through the Convention Corporation.
- All meals must be coordinated with Legion Department Headquarters.
- Banquets:
    - The Legion or Auxiliary Department Headquarters is solely responsible for their official banquets and any associated costs.
    - Food and beverage arrangements must be made through the Convention Corporation with the hotel catering manager.
        - Departments selects their menu, service style, and all banquet details.
    - The Convention Corporation is not responsible for banquet planning or financial obligations.

*Bid Process*

The Meeting Time and Place (MT&P) Committee will hold open meetings at the following events:

- Fall Conference
- Winter Meeting
- Summer Convention

A. During these meetings, Convention Corporations will make presentations and submit bids on proposed Conference and Convention sites.
B. A Convention Corporation from one District may submit a bid in another District.

C. Convention Corporations should submit bids to the Department Adjutant at least 30 days prior to a committee meeting.
*D. Bids submitted by Convention Corporations are confidential and proprietary and shall not be disclosed by committee members or the Department until they are made public at an open meeting of the Fall Conference, Winter Meeting, or Summer Convention.*
E. Each city or hotel submitting a bid for a Conference or Convention must submit the bid in writing to the Meeting Time and Place Committee through Department Headquarters. The bid should be submitted at least 30 days prior to a regularly scheduled MT&P Committee meeting so the committee has adequate time to review it.
F. The committee must make every reasonable effort to secure bids before deadlines, including notifying all Convention Corporations of bid deadline.
G. If no bid is awarded by the deadline, Department Headquarters is responsible for securing a location.

*Awarding Requirements*

- Fall Conference and Winter Meeting: Award at least one year in advance.
- Summer Convention: Award at least two years in advance.
- The dates and locations of all Department Conferences, Meetings, and Conventions shall be approved by *either*, the Department Executive Committee (DEC) or the Convention Delegates

*Housing Requirements*

- The Convention Corporation is responsible for obtaining rate agreements from the hotel(s).
- Bids and contracts are to be made out to the Convention Corporation, not the Department.
- *Housing accommodations, as well as meeting room facilities, shall meet the requirements of the Americans with Disabilities Act (ADA).*
- The Convention Corporation should ensure that Convention registration confirmations are sent.
    - Prepare a Housing and Registration Form and provide it to the Department no later than one hundred eighty (180) days prior to the Conference or Convention. The form should include housing rates, reservation instructions, registration information, methods of payment, the appropriate payee, and the mailing address for payment.

*Hospitality Room(s)*

- Candidate hospitality rooms may operate only from 6:00 p.m. to 11:00 p.m.
    - Exception: If the Department Executive Committee (DEC) is in session during these hours, hospitality rooms must remain closed.
- Rooms open during authorized hours must be accessible to the American Legion Family.
- Hospitality rooms operated by an entity other than a Post, District, or Zone must be approved by the Convention Corporation as to opening and closing times so they do not conflict with official meetings, caucuses, and sessions.
- When hospitality rooms are open, the room doors must remain closed, and attendees may not gather in hallways or corridors outside the hospitality rooms.

*Legion Office:*

- Office space for Legion Department Headquarters is mandatory, and shall be provided at no cost to the Department, and shall include:
    - A location accessible to all Legionnaires, preferably off the main lobby.
    - 500 square feet of floor space.
    - A solid locking mechanism to ensure maximum security for Department equipment, records, and supplies.
    - Tables, chairs, electrical outlets, and wastebaskets.
    - Sufficient lighting appropriate for administrative work.
    - Wi-Fi access.

*Auxiliary Office:*

- The Auxiliary will receive office space only upon request. The request must be made no later than 60 days prior to the first day of the Conference or Convention. Space will be provided at no cost and must meet the defined physical and security requirements.
- Auxiliary office space requirements shall include:
    - 300 square feet of floor space.
    - A location proximate to the Auxiliary Convention Hall.
    - A solid locking mechanism to ensure secure storage of materials.
    - Tables, chairs, and electrical outlets available upon request from the Convention Corporation.

***Section 2 - Rules and Requirements Specific to Fall Conferences, Winter Meetings, and Conventions***

**Fall Conference**

The Department Fall Conference is a Department activity. The Convention Corporation is the representative of the Department organization in providing for an adequate Department Conference.

*Finances*

- The Department of Michigan shall grant:
    - $1,500 to the Convention Corporation after January 1 of the year of the awarded event.
    - An additional $1,500 upon receipt and approval of a final report from the Convention Corporation.
    - The final report must be received within sixty (60) days of the close of the Fall Conference and shall be broken down by room nights.
    - Expenses incurred in holding a Department Conference shall be borne by the Convention Corporation; no part of the expense shall be paid from the Department treasury.
- The respective Departments will establish direct billing arrangements with the hotel and will pay the individual expenses of the Department Commander and Adjutant and the Department President and Executive Director.
- The respective Department Headquarters will pay all expenses for members of Department Headquarters staff and Department guests.
- The Department will provide a housing list to the Convention Corporation.
- SAL expenses will be placed on the American Legion Department Master Account, which must be approved in advance by either the Detachment Commander or the Detachment Adjutant.

- All approved allocated expenses will be deducted from the Sons of The American Legion account by the Department of Michigan for payment.

*Housing*

- Hotels submitting bids for a Department Fall Conference shall have a minimum number of sleeping rooms equal to the average for the previous three years.
- At least two suites, when available, shall be made available for purchase by Auxiliary and Legion Department staff.

Meeting Room Requirements

*Legion:*

- *Friday* - Committee meetings will be held throughout the day, requiring a minimum of six (6) rooms for simultaneous use. Room requirements and times will vary each year. The Department will provide the agenda.
- *Friday-Sunday* - DEC meeting room with theater-style seating for 150.
    - *Friday - DEC* - Typically 4:00 p.m.-6:00 p.m. Provide a head table with seating for seven (7), a podium with microphone, and electrical outlets for the stenographer.
    - Provide ice water and glasses, with glass's within reach of each member at the head table, and another water setup at the back of the hall.
    - The five (5) Zone Commanders shall be seated at a table on the floor to the left of the head table with water setup.
- *Saturday* - Schools of Instruction will be held throughout the day, along with several smaller meetings, requiring a minimum of six (6) rooms for simultaneous use.
- *Sunday - DEC* - Typically 9:00 a.m.-12:00 p.m. Same setup as Friday DEC.

*Auxiliary:*

- Friday-Saturday - DEC Meeting, all day: Room to seat 150. Elevated head table to seat ten (10), with a podium and microphone and two (2) floor microphones. Provide a small table and chair for the stenographer, with an electrical outlet.
    - Provide ice water and glasses for the head table, with one setup within reach of the podium and another at the back of the hall.

*SAL:*

- Friday afternoon and Saturday morning - DEC Meeting: Meeting room with theater-style seating for 50. Head table to seat ten (10), with a podium, podium microphone, and one floor microphone. Provide ice water and glasses, with one setup within reach of the podium.

**Winter Meeting**

The Department Winter Meeting is a Department activity. The Convention Corporation is the representative of the Department organization in providing for an adequate Department Winter Meeting.

*Finances*

- The Department of Michigan shall grant:
    - $1,500 to the Convention Corporation after January 1 of the year of the awarded event.
    - An additional $1,500 upon receipt and approval of a final report from the Convention Corporation.

    - The final report must be received within sixty (60) days of the close of the Winter Meeting and shall be broken down by room nights.
    - Expenses incurred in holding a Department Winter Meeting shall be borne by the Convention Corporation; no part of the expense shall be paid from the Department treasury.
- The respective Departments will establish direct billing arrangements with the hotel and will pay the individual expenses of the Department Commander and Adjutant and the Department President and Executive Director.
- The respective Department Headquarters will pay all expenses for members of Department Headquarters staff and Department guests.
- The Department will provide a housing list to the Convention Corporation.
- SAL expenses will be placed on the American Legion Department Master Account, which must be approved in advance by either the Detachment Commander or the Detachment Adjutant.
- All approved allocated expenses will be deducted from the Sons of The American Legion account by the Department of Michigan for payment.

*Housing*

- Hotels submitting bids for a Department Winter Meeting shall have a minimum number of sleeping rooms equal to the average for the previous three years.
- At least two suites, when available, shall be made available for purchase by Auxiliary and Legion Department staff.

Meeting Room Requirements

*Banquet:*

- The Department banquet will be held on Friday evening. Approximately 180 attendees are expected.

*Legion:*

- *Friday* afternoon - One training room with a capacity of 100.
- *Friday* evening - Space for the Social Hour and Banquet.
- *Saturday* - Committee meetings will be held throughout the day, requiring a minimum of six (6) rooms for simultaneous use. Room requirements and times will vary each year. The Department will provide the agenda.
- *Saturday-Sunday* - DEC meeting room with theater-style seating for 150.
- *Saturday* - Typically 4:00 p.m.-6:00 p.m. Provide a head table with seating for seven (7), a podium and podium microphone, and electrical outlets for the stenographer.
    - Provide ice water and glasses, with glass's within reach of each member at the head table, and another water setup at the back of the hall.
    - The five (5) Zone Commanders shall be seated at a table on the floor to the left of the head table with water setup.
- *Sunday - DEC* - Typically 9:00 a.m.-12:00 p.m. Same setup as Saturday DEC.

*Auxiliary:*

- Friday afternoon - One room. The Auxiliary Department Executive Director will provide details no less than 30 days before the start of the Winter Meeting.

- Saturday - DEC Meeting, all day: Room to seat 150. Head table to seat ten (10), a podium with microphone and two (2) floor microphones. Provide a small table and chair for the stenographer, with an electrical outlet. Provide water.

*SAL:*

- Saturday - DEC Meeting - 9:00 a.m.-12:00 p.m.: Meeting room with theater-style seating for 50. Head table to seat ten (10), with a podium, podium microphone, and one floor microphone. Provide ice water and glasses, with one set within reach of the podium.

**Annual Summer Convention**

The Department Annual Summer Convention is a Department activity. The Convention Corporation is the representative of the Department organization in providing for an adequate Summer Convention.

*Finances*

- The Department of Michigan shall grant:
  - $2,500 to the Convention Corporation after January 1 of the year of the awarded event.
  - An additional $2,500 upon receipt and approval of a final report from the Convention Corporation.
  - The final report must be received within sixty (60) days of the close of the Convention and shall be broken down by room nights.
  - Expenses incurred in holding a Department Convention shall be borne by the Convention Corporation; no part of the expense shall be paid from the Department treasury.
- The respective Departments will establish direct billing arrangements with the hotel and will pay the individual expenses of the Department Commander and Adjutant and the Department President and Executive Director.
- The respective Department Headquarters will pay all expenses for members of Department Headquarters staff and Department guests.
- The Department will provide a housing list to the Convention Corporation.
- SAL expenses will be placed on the American Legion Department Master Account, which must be approved in advance by either the Detachment Commander or the Detachment Adjutant.
- All approved allocated expenses will be deducted from the Sons of The American Legion account by the Department of Michigan for payment.

*Housing*

- At least two suites, when available, shall be made available for purchase by Auxiliary and Legion Department staff.
- Hotels submitting bids for a Department Summer Convention shall have a minimum number of sleeping rooms equal to the average for the previous three years.

Meeting Room Requirements

*Legion:*

- *DEC Meeting:* Thursday evening - One room with theater-style seating for one hundred (100), a head table for seven (7) with a power outlet, and ice water and glasses, with one setup within reach of the podium and another at the back of the hall.
- *Friday afternoon-Sunday* - Convention Hall with seating for 325.

- *Convention Committee Meetings* - Friday, 8:30 a.m.-12:30 p.m.: Four (4) meeting rooms, with use staggered. The Department will provide a specific agenda.
- *District Caucuses* - 2:00 p.m.-3:30 p.m.: Individual meeting spaces for each District, when available.
- Seating requirements shall be determined by the delegate strength of each District, and each space shall be identified with the appropriate sign. One head table for each District.
- *Zone Caucuses* - 3:30 p.m.-4:30 p.m.: Individual meeting spaces for each Zone. Seating requirements shall be determined by the delegate strength of each Zone, and each space shall be identified with the appropriate sign. One head table for each Zone.
- *Official Opening of Convention* - 5:00 p.m.
    - Head table for seven (7), podium with microphone, and two (2) floor microphones. (The Department will notify the Convention Corporation if a ramp is needed.)
    - The Department will provide District seating signs.
        - The list will be furnished by Department Headquarters. District seating signs are to be placed according to membership standing thirty (30) days prior to the opening date of the prior year's Convention.
        - The signs must be visible and raised above the seating, not attached to chairs.
    - Provide ice water and glasses, with glass's within reach of each member at the head table, and another water setup at the back of the hall.

*Auxiliary:*

- Typically, five (5) meeting rooms are required, each seating a minimum of twenty (20) persons and containing a six-foot table. The Auxiliary Department shall provide the number of tables and chairs needed to Legion Headquarters at least 30 days prior to the Convention.
- Thursday - DEC: Elevated head table to seat ten (10), with a podium, podium microphone, and one (1) floor microphone. Provide a small table and chair for the stenographer, with an electrical outlet.
- Thursday-Sunday - Convention: Room to seat 175. Elevated head table to seat ten (10), with a podium and microphone and two (2) floor microphones. Provide a small table and chair for the stenographer, with an electrical outlet.
    - Provide water and glasses for the head table, with one setup within reach of the podium and another water setup at the back of the hall.
- The Auxiliary may request storage for flowers and flags. If storage space is needed, the Auxiliary must contact the Convention Corporation no less than 60 days prior to the first day of the Convention.

*SAL:*

- Friday - Budget Meeting: Accommodate twenty (20) people. Head table to seat six (6). Provide water.
- Saturday - 9:00 a.m.-1:00 p.m. - DEC Meeting: Room to seat 75. Head table to seat ten (10). Provide a podium, podium microphone, and water.

*Joint Memorial Service*

- The Joint Memorial Service will take place Sunday morning. The Department Auxiliary Chaplain, in cooperation with The American Legion Department Chaplain, will plan the program and make all arrangements with the assistance of the Convention Corporation and Joint Memorial personnel.

- Attendance must be estimated based on the number of Convention registrations.
- Seats should be reserved in the front rows for approximately eighty (80) people.
- Sons of The American Legion will participate in the Memorial Service.
- Provide a staging area for District Commanders and Presidents, Past Department Commanders and Presidents, and American Legion and Auxiliary Department Officers to enable them to march into the hall in formation.
- The Auxiliary will be responsible for furnishing the Memorial Service programs.
- The Auxiliary may request assistance from the Convention Corporation in securing rifles and helmets.
- The following shall be provided and paid for by The Auxiliary:
    - One presentation bouquet/wreath for the Department Commander, Department President, and Detachment Commander. The Auxiliary Chaplain will choose the type of flowers.
    - Fifteen (15) long-stemmed white carnations.
    - Fifteen (15) white 10-inch non-drip candles.
    - Long-stemmed roses (red or white), one to represent each Past Department Commander and Past Department President who died during the past year.
    - A cross, Star of David, and candelabra.
    - $25 each for a bugler, pianist, and soloist.

* THESE REQUIREMENTS ARE SUBJECT TO CHANGE *

# Section 3, ROP K

## NATIONAL SECURITY & FOREIGN RELATIONS COMMITTEE

### Membership

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the National Security and Foreign Relations Committee of the Department of Michigan shall not exceed six (6) regular members, with vote, and two (2) alternate members, without vote, unless they are serving in the absence of a regular member. One of the regular members will serve as Chair of the Blood, Eye and Vital Organs Subcommittee and POW/MIA Subcommittee.

### Purpose and Responsibilities

- To recommend policies that will ensure the national security of the United States of America and the security of the citizens of Michigan;
- To have an understanding of the federal budget process and the budget of the United States Departments of Defense, State and Homeland Security and their impact on our nation and the State of Michigan;
- To have an understanding of the state budget process, the budget of Michigan, and the impact on security and safety of our State and communities.
- To maintain a professional working relationship with the Michigan Departments and Agencies related to the interests of the Committee;
- To maintain a professional working relationship with all General Assembly and State/Local Agencies and staff relating to the purposes of the Committee;
- To monitor the hearings of these oversight committees and provide testimony in cooperation with the Legislative Committee and staff;
- To be knowledgeable about security threats to the United States of America and the State of Michigan

- To supervise and coordinate assigned department committee's activities;
- To monitor the manpower, readiness, modernization, quality of life capabilities/conditions and needs of the Active, Reserves and National Guard of the Armed Forces of the United States
- Headquarters the current status and progress of the committee and all assigned committees.
- Submit an annual report of activities to the Department Convention.
- To review the policies of the United States Department of State and make recommendations that will enhance the core objectives of the Department of State, those being:
    a. promoting peace and stability in regions of vital interest,
    b. creating jobs at home by opening markets abroad,
    c. assisting nations in establishing investment and export opportunities,
    d. bringing nations together and forging partnerships to address global problems such as terrorism, the spread of communicable disease, cross-border pollution, humanitarian crises, nuclear smuggling and narcotics trafficking;
- To promote and support the activities of the R.O.T.C. and J.R.O.T.C. units within our Department and Posts.
- To serve as a liaison between National and Posts and to further provide guidance to Posts on policies regarding R.O.T.C. and J.R.O.T.C.
- Compile and maintain information about Counties and Posts supporting R.O.T.C. and J.R.O.T.C. units to ensure all units within the State of Maryland are assigned to an American Legion Family entity for support.
- Promote Legion Family entities to establish programs to award R.O.T.C. and J.R.O.T.C cadets with the Legion R.O.T.C. awards.
- Annually select the winners of the awards and scholarships assigned to the committee.

The Committee's purpose is national security. It will have the authority to recommend policy on matters of national security, such as energy self-reliance and immigration security at the borders for the United States of America.

## BLOOD, EYE AND VITAL ORGAN SUBCOMMITTEE

**Purpose and Responsibilities**

- To promote and support the activities of blood donation programs within our Department and Posts.
- To serve as a liaison between blood collection organizations and Posts and to further provide guidance to Posts on policies, needs, and regulations regarding blood donations.

- Annually select the winners of the awards assigned to the committee.
- Monthly report committee activities to the Committee Chair.

**Award Criteria**

10 – 19 gallons: Certificate signed by the Department Commander and the Blood, Eye, and Vital Organ Chairman and mailed to recipient.

20 – 29 gallons: A plaque and Bronze Citizenship Medal. Plaque signed by the Department Commander and the Department Adjutant and presented at a Legion function.

30 – 39 gallons: A plaque and Silver Citizenship Medal. Plaque signed by the Department Commander and the Department Adjutant and presented at a Legion function.

40+ gallons: A plaque and Gold Citizenship Medal. Plaque signed by the Department Commander and the Department Adjutant and presented at a Legion function.

A Legion function would be Winter Conference, Department Convention, or Fall Conference. The recipient's registration at a Legion function should be paid for by the Department Blood, Eye & Vital Organ Committee.

## POW/MIA SUBCOMMITTEE

**Chairman**

When the subject matter under consideration specifically deals with POW/MIA, the National Security and Foreign Relations Committee will sit as a committee under the direction of the Subcommittee Chairman for the POW/MIA Committee.

# Section 3, ROP M

## VETERANS AFFAIRS & REHABILITATION COMMITTEE

**Membership**
Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Veterans Affairs and Rehabilitation (VA&R) Committee of the Department of Michigan shall not exceed five (5) regular members, one from each Zone when possible, with vote, and two (2) alternate members, without vote, unless they are serving in the absence of a regular member. One of the regular members will serve as Chair of the VA&R Committee. The Department Commander shall be an ex-officio member of the committee, with vote; the Department Adjutant shall be an ex-officio member, without vote, and the Department VA&R Director shall be an ex-officio member, with vote.

**Purpose and Responsibilities**

The purpose of the Veterans Affairs and Rehabilitation Committee is to formulate and recommend to the Department Executive Committee of The American Legion, Department of Michigan, policies, plans and programs as they concern veterans of World War I, World War II, Korea, Vietnam, Lebanon, Grenada, Panama, Persian Gulf and all Wars and Conflicts as of August 2, 1990, as recognized by Congress, in their physical and vocational rehabilitation, education, social and economic readjustment, entitlement to compensation and pension, and the support of their dependents and survivors. The VA&R Committee will help coordinate the effectiveness of The American Legion's programs of services to all veterans and their dependents in claims for benefits administered by both Federal and State governments.

1. To formulate and recommend to the Department Executive Committee policies, plans and programs on direct assistance, outreach and support for veterans and their families with governmental and non-governmental entities within the State of Michigan and the Department of Veterans Affairs (VA) claims and benefits, health care, memorial affairs and women veterans programs to ensure that they receive the highest quality of care from the VA for their injuries and illnesses incurred from their military service;
2. To coordinate the activities of the Department, Districts and Counties in veterans' affairs;
3. To oversee the effectiveness of the Department's programs of service to all veterans and their dependents in claims for benefits administered by federal and state programs;
4. To promote and assist in seeking additional funding for operation of the Department Service Office staffed with the appropriate number of Service Officers to meet the needs of our veteran population'
5. To maintain a professional working relationship with the Michigan Departments and Agencies related to the interests of the Committee;

6. To maintain a professional working relationship with all General Assembly and State/Local Agencies and staff relating to the purposes of the Committee;
7. To monitor the hearings of these oversight committees and provide testimony in cooperation with the Legislative Committee and staff;
8. Annually select the winners of the awards assigned to the Committee
9. To supervise and coordinate assigned department committee's activities;
10. Report at least monthly to the Department Commander and Department Headquarters on the current status and progress of the committee and all assigned committees.

**Chair:**

The Chair shall preside at all meetings. In the event of his or her absence, the Vice Chair shall preside.

The Chair shall, when possible, attend National and Area Rehabilitation Conferences. The Vice Chair shall attend these meetings when the Chair is unable to attend.

The Chair and committee shall plan the policies and programs of the VA&R Committee to be presented at the Department Executive Committee meeting for approval at the Fall Conference.

Between meetings of the VA&R Committee, full power of the committee shall be vested in the Chair, subject to ratification by the Committee by means of a mail vote or vote at the next regular or special meeting.

The Chair, with the Committee, will act on all resolutions assigned to them and will also prepare resolutions pertaining to all phases of veterans' rehabilitation legislation for presentation at conferences, meetings and conventions.

**Department Director:**

The Department of Michigan shall employ a Department Director, Veterans Affairs and Rehabilitation, who shall supervise and carry out the VA & R programs, as determined and outlined by the VA & R Committee. The Director shall be interviewed and hired by the Department Commander, Adjutant and Chair of the VA & R Committee. The Director shall be responsible to the Department Adjutant, who is the Chief Administrator.

The Director's responsibilities shall include but not be limited to:

1. The personnel of the VA & R offices and shall be responsible for the proper functioning of the offices within the VA&R budget.
2. All contracts with the Veterans Administration and the offices of the National Rehabilitation Committee, its branch offices and field representatives.

3. Provide for liaisons with and guidance of the Service Officers of the Sons of The American Legion, Department of Michigan.
4. Disseminating all information available on Rehabilitation Legislation, Veterans Preference and Civil Service employment matters, to the officers of the Department and its Posts and, insofar as budget limitations will permit, the membership of the Department of Michigan.
5. Attend National and Area Rehabilitation Conferences

The Director shall not have other conflicting employment while holding the office of Department Director, nor shall he be a member of any standing Department committee, or an active participant in policy-making groups in this or any other section of The American Legion, except as otherwise provided by the Department Constitution and By-Laws.

**Veterans Service Officers:**

The Department shall employ Veterans Service Officers who will be under the direction and supervision of the Department Director and whose duties will be provided for in part in the job description identified as class code number 150 on file in the office of the Department Adjutant.

**Funds:**

Expenditures of Veterans Affairs and Rehabilitation funds shall provide the maximum of administrative services in the handling of rehabilitation matters. The annual VA&R budget will not provide for direct relief or welfare. The committee will petition the Department of Michigan to provide a specified minimum amount to be distributed for these purposes, under the direction of the Department Adjutant.

The VA&R Fund shall be utilized solely to further the benefits which accrue to the veterans and dependents of veterans of the State of Michigan as a whole, whether members of The American Legion or not and shall, under no circumstances, be used to the advantage of any particular groups of veterans or any District or section of the State, to the disadvantage of veterans of another group or District or section.

**Budget Statements:**

Quarterly statements of the VA&R budget shall be mailed to all members of the VA&R Committee, members of the Department Executive Committee, the Department Commander and all Department Veterans Service Officers.

## RECONNECT SUBCOMMITTEE

**Membership:**
Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Reconnect Committee of the Department of Michigan shall not exceed six (6) regular American Legion members, one (1) Sons of The American Legion member, with

vote, and two (2) alternate American Legion members, without vote, unless they are serving in the absence of a regular member. One of the regular American Legion members will serve as Chair of the committee.

**Purpose and Responsibility:**
Inform the citizen soldiers and active duty personnel of the services provided by The American Legion.

Strengthen the bond between the citizen soldiers, active duty personnel and The American Legion.

Inform the citizen soldiers and active duty personnel about The American Legion and Federal programs, benefits and veteran entitlements.

Assist in garnering acceptance and support from local communities for the missions and needs of the citizen soldier and active duty personnel.

Assist in enhancement of quality of life programs.

Provide The American Legion the opportunity to continue our charge to provide service to our veterans, their families and their communities.

**Chair:**
The Chair shall call and conduct all meetings of the committee and shall strive to conduct them in an orderly manner to reflect the judgment of the majority of the committee members. The Chair may also solicit opinions from guests present at the meeting. The Chair, at the direction of the committee and with concurrence of the Department Commander, may direct specific individuals to attend a particular meeting of the Reconnect Committee.

The Chair shall accumulate all information which may be considered pertinent to the committee's areas of responsibility and shall disseminate this information to all members of the committee on a timely basis. With committee approval, the Chair will also disseminate selected information to the Department Commander, the Department Executive Committee or other involved Department Committees, individuals and/ or the Michigan Legionnaire

The Chair may forward results of committee action to the Department Commander, the Department Executive Committee, another permanent Department committee or specific individual(s) as determined by the subject matter and the will of the Reconnect Committee. All results of committee action will be recorded and filed in the minutes of each meeting (see minutes).

**Annual James Schutze Award:**
This award is an annual Reconnect Award to be presented annually at the Department Convention. This award is to be presented to the Post and District that provides the highest level of service to Michigan's veterans, service members, and their families. Nominations are to be submitted to the Reconnect Committee, and the award is not to exceed $100.

## VA/VS SUBCOMMITTEE

### Membership

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the VAVS/VHVS Committee of the Department of Michigan shall not exceed eight (8) members, with vote. The Committee shall be made up of the five (5) VAVS representatives serving the five (5) Veterans Administration hospitals and the three (3) VHVS representatives serving the Michigan Veterans facilities in the State of Michigan, for a total of eight (8) representatives

### Purpose and Responsibilities

To formulate and recommend to the Department Executive Committee, through the Veterans Affairs & Rehabilitation Committee, policies, plans and programs as they relate to Michigan Department of Veterans Affairs' Veterans Home and the care of veterans and their dependents at this facility. This includes recommendations for improvement and expansion of facilities offered throughout Michigan.

1. Annually submit a budget to the VA&R Committee Chair
2. Monthly report committee activities to the VA&R Committee Chair.
3. Submit an annual report of activities to the VA&R Committee Chair.
4. Attend meetings of the VAVS councils at the VA Medical Centers servicing Michigan Veterans.
5. To review and make recommendations on the VA Voluntary Service (VAVS) program and all volunteer programs at these facilities;

The purpose of the VAVS/VHVS Committee is the careful integration of preferred services of members of voluntary service organizations and individuals into the overall Veterans Administration program for the veteran patient and the integration of the hospital into the community thinking and living.

The official representation of The American Legion on the Veterans Administration Advisory Committee is the channel through which all services and information from The American Legion to the hospital should flow. It is also the channel through which all requests and information from the hospital to the organization should flow.

## VETERANS EMPLOYMENT & EDUCATION COMMITTEE

### Membership

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Veterans Employment & Education Committee of the Department of Michigan shall not exceed three (3) regular members, with vote, and two (2) alternate members, without vote, unless they are serving in the absence of a regular member. One of the regular members will serve as Chair of the Veterans Employment & Education Committee.

### Purpose and Responsibilities

The purpose of the Veterans Employment & Education Committee is to initiate action concerning all matters affecting the economic well-being of veterans and/or the re-establishment of all veterans returning to civilian life after a period of active service in the Armed Forces of the United States; to keep the Department Commander and the Department Executive Committee informed concerning all developments affecting the economic welfare of veterans.

To survey, study and recommend solutions on problems relating to employment, unemployment, underemployment, re-employment and workers' compensation of all veterans who seek or have attachment to the labor force, public or private.

The Veterans Employment & Education Committee shall also study all questions involved in the protection of preferential rights of veterans in Civil Service.

The Committee shall also study and secure a more rigid enforcement and broad extension of federal, state and municipal civil service and adequate preference for veterans by legislation.

1. When necessary, to initiate action through the Veterans Affairs and Rehabilitation Committee concerning all matters affecting the economic well-being of veterans and/or the re-establishment of all veterans returning to civilian life after a period of active service in the Armed Forces of the United States;
2. To keep the Department Commander and the Department Executive Committee informed concerning all developments affecting the economic welfare of veterans in all areas under the jurisdiction of the Veterans Employment & Education Committee;
3. To survey, study, and recommend solutions on problems relating to employment, unemployment, underemployment, reemployment, and workers' compensation of all veterans who seek, or have, attachment to the labor force, public or private;
4. To study all questions involved in the protection of preferential rights of veterans in civil service;
5. Such matters as may concern the obtaining of veterans' preference by legislation, with special attention to securing a more rigid enforcement and broad extension of federal, state, and municipal civil service, with adequate preference for veterans by legislation, and assisting veterans in the enforcement of the veterans' preference provisions of the law

in cases which may be referred to it that show a violation of the spirit or letter of said veterans' preference provisions contained in the federal statutes, federal civil service regulations, executive orders, or otherwise, in all federal governmental employment;

6. To ensure that veterans' educational benefits provided by the United States government to veterans are sufficient to pay all of the cost of a college education at state-supported colleges, all of the costs of trade school education, and a substantial portion of education provided by privately-owned colleges;
7. To ensure that every generation of veterans has substantially the same or better benefits than the previous generation;
8. To ensure that the federal and local governments are allocating sufficient resources to alleviate and end the challenge of homelessness among America's veterans;
9. To ensure that all veterans receive the benefits to which they are entitled as recompense for their military service on behalf of a grateful nation;
10. Annually submit a budget to the VA&R Committee Chair.
11. Review the winners of the awards assigned to the committee.
12. Monthly report committee activities to the VA&R Committee Chair.

## HEROES TO HOMETOWN

### Membership

Subject to the Department Commander's discretion, and with the approval of the Department Executive Committee, the Heroes to Hometown Committee shall not exceed three (3) regular members, with vote, and two (2) alternate members, without vote, unless they are serving in the absence of a regular member. One of the regular members will serve as Chair of the Heroes to Hometown Committee.

### Purpose and Responsibilities

The purpose of the Heroes to Hometown Committee (H2H), is to help veterans who have a physical disability, are in need of modifications to their home in order to stay in the home without assistance, and may not qualify for a VA Housing Grant; to keep the Department Commander and the Department Executive Committee informed concerning all developments affecting the rehabilitation of veterans.

The H2H committee is to provide medical equipment to a disabled veteran. It is not a requirement of this program that the veteran have a service-connected disability.

The Chairperson may authorize assistance up to $1,500.00.

## Section 4

**BYLAWS**

**OF**

**THE MICHIGAN AMERICAN LEGION FOUNDATION**

(a Michigan nonprofit corporation)

**ARTICLE I**

**OFFICES**

**Section 1. Location.** The principal office of the Corporation shall be located in the City of Lansing, County of Ingham, State of Michigan. The Corporation may have such other offices, either within or without the State of Michigan, as the Board of Directors may designate or as the business of the Corporation may require.

**Section 2. Registered Office and Registered Agent.** The Corporation will have and continuously maintain a registered office and a registered agent whose office is identical with the registered office. The registered office of the Corporation may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**
**SHAREHOLDERS**

**Section 1. Shareholder Eligibility.** To be eligible to hold stock in the corporation, an individual must satisfy the following requirements:

The party must be a nonprofit corporation formed under Act 327 of Public Acts of 1931 as a congressionally chartered mutual-aid veterans organization of the United States armed forces founded to benefit veterans who served during a wartime period as defined by the United States Congress or a nonprofit corporation formed or as a subsidiary or affiliate of such corporation.

**Section 2. Annual Meeting.** The annual meeting of the shareholders shall be held within the first ninety (90) days of the new calendar year. At each annual meeting, directors shall be confirmed, and any other business shall be transacted that may come before the meeting.

**Section 3. Special Meetings.** Special meetings of the shareholders may be called by the Board of Directors or by the President. Such meetings shall also be called by the President

or Secretary at the written request of shareholders representing not less than 10 percent of the issued and outstanding shares.

**Section 4. Place of Meetings.** All shareholder meetings shall be held at the corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

**Section 5. Notice of Meetings.** Except as otherwise provided by statute, written notice of the time, place, and purposes of a shareholder meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each shareholder of record entitled to vote at the meeting at his or her or its last address as it appears on the books of the corporation.

**Section 6. Record Dates.** The Board of Directors may fix in advance a record date for the purpose of determining shareholders entitled to notice of and to vote at a shareholders' meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

**Section 7. List of Shareholders.** The secretary of the corporation shall make and certify a complete list of the shareholders entitled to vote at a shareholder meeting or any adjournment. The list shall include the number of shares each shareholder holds. The list shall be arranged alphabetically by shareholder surname and include each shareholder's address, be produced at the time and place of the shareholder meeting, be subject to inspection by any shareholder during the whole time of the meeting, and be prima facie evidence as to who are the shareholders entitled to examine the list or to vote at the meeting.

**Section 8. Quorum.** Unless a greater or lesser quorum is required by statute, shareholders present in person or by proxy who, as of the record date, represented a majority of the shares entitled to vote at a shareholders' meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by a vote of the shareholders present.

**Section 9. Proxies.** A shareholder entitled to vote at a shareholders' meeting or to express consent or dissent without a meeting may authorize other persons to act for the shareholder by proxy. A proxy shall be signed by the shareholder or the shareholder's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the shareholder executing it except as otherwise provided by statute.

**Section 10. Voting.** Each outstanding share is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the confirmation of directors, is to be taken by a vote of the shareholders, it shall be authorized by a majority of the votes cast by the holders of shares entitled to vote, unless a greater vote is required by statute.

**Section 11. Participation by Conference Telephone.** A shareholder may participate in a shareholder meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting may hear each other, provided that all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

## ARTICLE III

## DIRECTORS

**Section 1. General Powers.** The affairs of the corporation will be managed by its Board of Directors.

**Section 2. Number.** The number of directors shall not be less than three (3) nor more than seven (7), which numbers shall be fixed from time to time by the Board of Directors. The Directors constituting the initial Board of Directors shall be as specified in the minutes of the first regular annual meeting of the Board of Directors. If the Board of Directors decides to change the number of Directors, it will do so in a manner consistent with the provisions and/or intent in this section. The Directors shall hold office until the next Annual Meeting of Shareholders following their nomination in the Articles or their election, as the case may be, and until their successor shall have been elected and qualified or until his resignation or removal. Only individuals who are members of and/or employed by The American Legion Department of Michigan are eligible to be Directors of the Corporation.

**Section 3. Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of the shareholders of the corporation. A Director elected to fill a vacancy shall be a director until his successor is elected by the shareholders, or at any special meeting duly called for that purpose and held prior thereto.

**Section 4. Removal.** A director is subject to removal from the Board of Directors by a written complaint to the Board by one or more directors that states that the director has been absent often without cause or has taken certain actions that are deemed detrimental to the operation or reputation of the Corporation. However, before any removal, the director to be removed shall be given not less than 14 days' notice prior to the removal action to present in person or in writing the reasons that person believes he or she should not be removed. Such removal shall require a vote of two-thirds (2/3) of the remaining members of the Board of Directors in order to remove said director. In such event, the shareholder shall nominate a successor director to fill the remainder of the term of said removed director pursuant to Section 3.

**Section 4. Resignation.** Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in Section 3 of this Article III.

**Section 5. Management of Business Affairs. The business** affairs of the Corporation shall be managed by, or under the direction of, its Board except as otherwise provided by statute or in the Articles of Incorporation.

**Section 6. Books.** The Board of Directors may keep the books of the Corporation at such place or places as they may from time to time determine, within or without the State of Michigan.

**Section 7. Compensation.** There shall be no remuneration to the Board for carrying out their duties and responsibilities of members of the Board. Reimbursement for incurred expenses may be authorized by the Board.

**Section 8. Use of Funds.** Notwithstanding anything herein to the contrary, the making of contributions and otherwise rendering financial assistance for the purposes expressed in the corporation's Articles of Incorporation are within the exclusive power of the Board of Directors. The Board of Directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and, if the Board approves the request, shall authorize payments of the funds to the approved grantee. The Board shall require that the recipients furnish a periodic accounting to show that the funds were expended for the purposes approved by the Board. The Board may, in its absolute discretion, refuse to make any contributions or otherwise render financial assistance for any or all purposes for which funds were requested. After the Board of Directors has approved a contribution to an organization for a specific project or purpose, the corporation may solicit funds for the contribution to the specifically approved project or purpose of the other organization; provided, however, at all times the Board has the right to withdraw approval of the contribution and to use the funds for other charitable, scientific or educational purposes consistent with its express purpose set forth in the Articles of Incorporation.

**Section 9. Non – Voting Trustee's.**With respect to non-voting trustees, the Department Adjutant & Department Finance Officer shall serve as ex officio trustees of the Board of Directors with voice, but with no ability to vote on any matters. Said officers shall receive notice of all meetings and receive copies of minutes and records of actions of the Board.

## ARTICLE IV
## MEETINGS OF THE BOARD OF DIRECTORS

**Section 1. Location.** Regular or special meetings of the Board of Directors may be held either within or without the State of Michigan at such time and place as may be fixed from time to time by the Board of Directors.

**Section 2. Regular Meetings.** A regular annual meeting of the Board of Directors will be held without other notice than this Bylaw immediately after, and at the same place as the Annual Meeting of the Shareholders. Regular meetings of the Board of Directors may be held upon such notice or without notice and at such time and at such place as shall from time to time be determined by the Board.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called by the president or any director. Special meetings of the Board of Directors may be called by or at the request of the president or any director on three (3) days' notice to each director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Michigan, as the place for holding any special meeting of the Board called by him, her or them.

**Section 4. Attendance/Notice.** A director's attendance at or participation in a meeting constitutes a waiver of notice of the meeting, unless the director at the beginning of the meeting, or upon his or her arrival, objects to the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Neither the business to be transacted at nor the purpose of a regular or special meeting need be specified in the notice or waiver of notice of the meeting.

**Section 5. Attendance Via Telephone Conference Call or Similar Equipment.** A director may attend and participate in any meeting of the directors or any joint meeting of the shareholder(s) and directors by a conference telephone or similar communications equipment by which all persons participating in the meeting may communicate with each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Such participation in a meeting constitutes presence in person at the meeting.

**Section 6. Quorum.** Attendance by a majority of the directors consisting of at least 50% of the directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, the director(s) present may adjourn the meeting from time to time without further notice. The vote of the majority of Board members present at a meeting at which a quorum is present constitutes the action of the Board unless the vote of a larger number is required by statute, the Articles of Incorporation or these By-laws. If a quorum shall not be present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**Section 7. Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken is presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 8. Written Consent to Action.** Unless otherwise provided by the Articles of Incorporation, action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office consent thereto in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board for all purposes.

## ARTICLE V

## NOTICES

**Section 1. Service.** When a notice or communication is required or permitted by these By-laws or statute to be given by mail, it shall be mailed, except as otherwise provided herein or in said statute, to the person to whom it is directed at the address designated by him/her for that purpose or, if none is designated, at his/her last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be registered, certified or other first-class mail except where otherwise provided by statute.

**Section 2. Waiver.** When, under statutory requirements or the Articles of Incorporation or these By-laws or by the terms of an agreement or instrument, the Corporation or the Board or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken, submits a signed waiver of such requirements.

## ARTICLE VI

## OFFICERS

**Section 1. Officers.** The officers of the Corporation shall be appointed by the Board of Directors and shall be a president, secretary, treasurer, and/or such other officers as may be determined by the Board. Any and all officers shall be from the group of directors of the Corporation. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the Board to be executed, acknowledged, or verified by two or more officers.

**Section 2. Appointment.** The Board of Directors at its first meeting shall appoint a nominee for president and shall appoint a secretary, treasurer, and such other officers determined by the Board. Any two offices may be held by the same person.

**Section 3. Additional Officers.** The Board of Directors may appoint such other officers, assistant officers, employees and agents as it deems necessary and prescribe their powers and duties.

**Section 4. Term.** An officer appointed shall hold office for the term of one year or until his/her successor is appointed and qualified or until his/her resignation or removal.

**Section 5. Vacancies.** An officer may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 6. Removal.** An officer is subject to removal from the Board of Directors by a written complaint to the Board by one or more directors that states that the officer has been absent often without cause or has taken certain actions that are deemed detrimental to the operation or reputation of the Corporation. Such removal shall require a vote of two-thirds (2/3) of the remaining members of the Board of Directors in order to remove said officer. In such event, the directors shall appoint a successor officer to fill the term of said removed officer.

## PRESIDENT

**Section 7. Duties.** The president shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. The president shall have general and active management of the business of the Corporation; shall in consultation with the other officers of the Corporation, develop an operating and capital expenditure budget for the Corporation; and shall see that all orders and resolutions of the Board of Directors are carried into effect.

**Section 8. Execution of Documents.** The president shall execute bonds, mortgages and other contracts except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

## SECRETARY

**Section 9. Duties.** The secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision the secretary shall be.

**Section 10. Assistant.** The assistant secretary, if there be one or, if there be more than one, the assistant secretaries in the order determined by the Board of Directors, shall in the absence or disability of the secretary perform the duties and exercise the powers of the secretary and shall perform other duties and have such other powers as the Board of Directors may from time to time prescribe.

## TREASURER

**Section 11. Duties.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of

Directors. The treasurer shall be empowered to pay expenses approved by the Board of Directors or by his own discretion strictly in accordance with the purposes of the Corporation.

**Section 12. Accounting.** The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his/her transactions as treasurer and of the financial condition of the Corporation.

**Section 13. Bond.** If required by the Board of Directors, the treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of treasurer and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

**Section 14. Assistant.** The assistant treasurer, if there be one, or, if there be more than one, the assistant treasurers in the order determined by the Board of Directors, shall in the absence or disability of the treasurer perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## ARTICLE VII
## 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 VII, 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 VII, 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 VII, 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 VII, 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 VII, 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 VII, 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 VII 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 VII 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 VII; (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 VII. 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 claim.

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 VII 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 VII.

**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.

## ARTICLE VIII

## STATEMENTS

**Section 1. Directors' Annual Statement.** At least once in each year the Board of Directors shall cause a financial report of the Corporation for the preceding fiscal year to be made and distributed to each director thereof within four months after the end of the fiscal year. The report shall include the Corporation's statement of income, its year-end balance sheet and, if prepared by the Corporation, its statement of source and application of funds and such other information as may be required by statute.

**Section 2. Financial Statement to Directors.** Upon written request of a director, the Corporation shall mail to the director its balance sheet as at the end of the preceding fiscal year; its statement of income for such fiscal year; and, if prepared by the Corporation, its statement of source and application of funds for such fiscal year.

## ARTICLE IX
## MISCELLANEOUS PROVISIONS

**Section 1. Contracts.** The Board of Directors may authorize any director or officer, agent or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the president, the secretary, the treasurer, or their designee.

**Section 2. Loans.** No indebtedness or borrowed money shall be contracted on behalf of the Corporation, and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

**Section 3. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such director or directors, agent or agents of the Corporation as determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president of the Corporation.

Section **4. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June 30 of each year.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

## ARTICLE X

## AMENDMENTS

The Bylaws of the Corporation may be amended by a majority vote of the shareholders at any regular or special meeting of the Board, provided that each shareholder shall have been notified in writing of the proposed amendment at least five (5) days prior to the meeting at which the proposed amendment is presented for approval. No amendment of these Bylaws that is inconsistent with the Articles of Incorporation shall become effective prior to an amendment that may be required in the Articles of Incorporation.

## ARTICLE XI

## DISSOLUTION

**Section 1. Authorization.** The dissolution of the Corporation must be authorized by the adoption of a resolution to dissolve by a vote of two-thirds of the directors present in person or by proxy at a meeting called for that purpose.

**Section 2. Disposition of Assets.** Upon the dissolution of the Corporation, the assets shall be disposed of as provided in the Articles of Incorporation.

## ARTICLE XII
## NONDISCRIMINATION

The Corporation and the Board, by their actions, shall not discriminate against any person or organization because of religion, race, color, national origin, age, sex, height, weight, marital status or disability.

## Section 5

AMENDED AND RESTATED
BYLAWS

OF

MICHIGAN AMERICAN LEGION WILWIN LODGE
(a Michigan nonprofit corporation)

Duly adopted on: June 2026

ARTICLE I

OFFICES

Section 1. Location. The principal office of the Corporation shall be located in Lansing, Michigan. The Corporation may have such other offices, either within or without the State of Michigan, as the Board of Directors may designate or as the business of the Corporation may require.

Section 2. Business Office. The business office of the Corporation may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the Board of Directors. The home office of the registered agent of the Corporation may be identical to such registered office.

ARTICLE II

SHAREHOLDERS

Section 1. Shareholder Eligibility. To be eligible to hold stock in the corporation, an individual must satisfy the following requirements:

The party must be a nonprofit corporation formed under Act 327 of Public Acts of 1931 as a congressionally chartered mutual-aid veterans organization of the United States armed forces founded to benefit veterans who served during a wartime period as defined by the United States Congress or a nonprofit corporation formed or as a subsidiary or affiliate of such corporation.

Section 2. Annual Meeting. The annual meeting of the shareholders shall be held on the first Tuesday of March. At each annual meeting, directors shall be confirmed and any other business shall be transacted that may come before the meeting.

Section 3. Special Meetings. Special meetings of the shareholders may be called by the Board of Directors or by the chief executive officer. Such meetings shall also be called by the chief executive officer or secretary at the written request of shareholders representing not less than 10 percent of the issued and outstanding shares.

Section 4. Place of Meetings. All shareholder meetings shall be held at the corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

Section 5. Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a shareholder meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by mail to each shareholder of record entitled to vote at the meeting at his or her last address as it appears on the books of the corporation.

Section 6. Record Dates. The Board of Directors may fix in advance a record date for the purpose of determining shareholders entitled to notice of and to vote at a shareholders' meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

Section 7. List of Shareholders. The secretary of the corporation shall make and certify a complete list of the shareholders entitled to vote at a shareholder meeting or any adjournment. The list shall include the number of shares each shareholder holds. The list shall be arranged alphabetically by shareholder surname and include each shareholder's address, be produced at the time and place of the shareholder meeting, be subject to inspection by any shareholder during the whole time of the meeting, and be prima facie evidence as to who are the shareholders entitled to examine the list or to vote at the meeting.

Section 8. Quorum. Unless a greater or lesser quorum is required by statute, shareholders present in person or by proxy who, as of the record date, represented a majority of the shares entitled to vote at a shareholders' meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by a vote of the shareholders present.

Section 9. Proxies. A shareholder entitled to vote at a shareholders' meeting or to express consent or dissent without a meeting may authorize other persons to act for the shareholder by proxy. A proxy shall be signed by the shareholder or the shareholder's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the shareholder executing it except as otherwise provided by statute.

Section 10. Voting. Each outstanding share is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the confirmation of directors, is to be taken by a vote of the shareholders, it shall be authorized by a majority of the votes cast by the holders of shares entitled to vote, unless a greater vote is required by statute.

Section 11. Participation by Conference Telephone. A shareholder may participate in a shareholder meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting may hear each other, provided that all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE III

# DIRECTORS

Section 1. Number. The number of directors shall not be less than eight (8) voting members , which numbers shall be fixed from time to time by the Board of Directors. There shall be four (4) groupings of voting directors:

- The American Legion – Department of Michigan group, consisting of five (5) directors;
- Sons of the American Legion – Department of Michigan group, consisting of one (1) director;
- American Legion Auxiliary Department of Michigan group, consisting of one (1) director; and
- American Legion Riders – Department of Michigan group, consisting of one (1) director.

The American Legion – Department of Michigan group of directors shall be nominated by the Board of Directors, appointed by the Department Commander of the shareholder, and confirmed by the Department Executive Committee of the shareholder in advance of each year at which a confirmation is to be held by the Department Executive Committee of the shareholder at the Annual Meeting of shareholder. The parties shall take into consideration and use their best efforts to assure that the choice of a director shall be a person so situated so that The American Legion – Department of Michigan directors shall be fairly spaced geographically across the State of Michigan.

The Sons of the American Legion – Michigan Department director shall be nominated to the shareholders by the Sons of the American Legion – Michigan Department in advance of each year at which a confirmation is to be held at the annual meeting of shareholders.

The American Legion Auxiliary -- Department of Michigan director shall be nominated to the shareholders by the American Legion Auxiliary Department of Michigan in advance of each year at which a confirmation is to be held at the annual meeting of shareholders.

The American Legion Riders – Department of Michigan director shall be nominated to the shareholders by the American Legion Riders -- Department of Michigan in advance of each year at which a confirmation is to be held at the annual meeting of shareholders.

The nominations of the Sons of the American Legion – Michigan Department, the American Legion Auxiliary Department of Michigan and American Legion Riders – Department of Michigan are subject to appointment by the Department Commander of the shareholder and confirmation by its Department Executive Committee.

With respect to non-voting directors, the Department Commander, Adjutant and Finance Officer of the shareholder shall serve as an *ex-officio* member of the Board of Directors

with voice but with no ability to vote on any matters. Said non-voting directors shall receive copies of all minutes and records of actions of the Board.

Further, either The American Legion – Department of Michigan, the Sons of the American Legion – Michigan Department, the American Legion Auxiliary Department of Michigan and/or the American Legion Riders – Department of Michigan may nominate to the Board of Directors a Recording Secretary who shall serve on the Board of Directors with voice but with no ability to vote on any matters. Said Recording Secretary shall be confirmed by a majority vote of the other voting members of the Board.

Section 2. Terms. The Term of voting directors of the Corporation shall be five (5) years. Each director may be re-confirmed as a director to successive terms without limit.

The American Legion – Department of Michigan group of directors shall be confirmed at the annual meeting of the shareholder except as provided in Section 3 or Section 4 of this Article, and shall hold office for the terms for which they are confirmed and until their death, resignation, removal, or their successors are confirmed and qualified.

The Sons of the American Legion – Michigan Department group, the American Legion Auxiliary Department of Michigan group, and the American Legion Riders – Department of Michigan group shall be five (5) years. The Sons of the American Legion – Michigan Department group, the American Legion Auxiliary Department of Michigan group and the American Legion Riders – Department of Michigan group shall be confirmed at the annual meeting of the shareholder except as provided in Section 3 or Section 4 of this Article, and shall hold office for the terms for which they are confirmed and until their death, resignation, removal, or their successors are confirmed and qualified.

The term of the Recording Secretary shall be two (2) years, or until a successor is appointed. The Recording Secretary shall be confirmed at the annual meeting of the shareholders except as provided in Section 3 or Section 4 of this Article, and shall hold office for the terms for which he is confirmed and until his death, resignation, removal, or his successor is confirmed and qualified.

Section 3. Vacancy. Upon expiration of the term of a director, the Board of Directors shall nominate an individual to fill such position. The Department Commander of the shareholder shall appoint said individual to the Board, subject to the confirmation of such individual by the Department Executive Committee of the shareholder. In the event that the Department Commander does not appoint said individual as director or the Department Executive Committee does not confirm said individual as director, then the Board of Directors shall submit a substitute nominee as director whereupon the Department Commander shall or shall not appoint such individual and the Department Executive Committee shall or shall not confirm such individual until such time as an individual is appointed and confirmed as director. Any vacancy for reasons other than an expired term shall be filled in the same manner as that for an expired term except that a directorship to be filled because of an increase in the number of directors or to fill a vacancy may

be filled for a term of office continuing only until the next confirmation of directors by the Department Executive Committee of the shareholder.

Any vacancy shall require the Board of Directors receive a nomination by the directors, which nominee shall be subject to an appointment from the Department Commander of the shareholder and confirmed by the Department Executive Committee of the shareholder for a successor.

Section 4. Removal. A director is subject to removal from the Board of Directors by a written complaint to the Board by one or more directors that states that the director has been absent often without cause or has taken certain actions that are deemed detrimental to the operation or reputation of the Wilwin Lodge. However, before any removal, the director to be removed shall be given not less than 14 days' notice prior to the removal action to present in person or in writing the reasons that person believes he or she should not be removed. Such removal shall require a vote of two-thirds (2/3) of the remaining members of the Board of Directors in order to remove said director. In such event, the directors shall nominate a successor director to fill the remainder of the term of said removed director pursuant to Section 3.

Section 5. Resignation. Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in Section 3 of this Article III.

Section 6. Management of Business Affairs. The business affairs of the Corporation shall be managed by, or under the direction of, its Board except as otherwise provided by statue or in the Articles of Incorporation.

Section 7. Books. The Board of Directors may keep the books of the Corporation at such place or places as they may from time to time determine, within or without the State of Michigan.

Section 8. Compensation. There shall be no remuneration to the Board for carrying out their duties and responsibilities of members of the Board. Reimbursement for incurred expenses may be authorized by the Board.

Section 9. Duties of Recording Secretary. The Recording Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Location. Regular or special meetings of the Board of Directors may be held either within or without the State of Michigan at such time and place as may be fixed from time to time by the Board of Directors.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held upon such notice or without notice and at such time and at such place as shall from time to time be determined by the Board. The annual meeting of the Corporation shall be held on the first Tuesday of March.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the chairperson of the Board or the chief executive officer on three (3) days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the Secretary in like manner and on like notice on the written request of at least one-third (1/3) of the voting directors or such other number of directors as may be determined from time to time.

Section 5. Attendance/Notice. A director's attendance at or participation in a meeting constitutes a waiver of notice of the meeting, unless the director at the beginning of the meeting, or upon his or her arrival, objects to the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Neither the business to be transacted at nor the purpose of a regular or special meeting need be specified in the notice or waiver of notice of the meeting.

Section 6. Attendance Via Telephone Conference Call or Similar Equipment. A director may attend and participate in any meeting of the directors or any joint meeting of the shareholders and directors by a conference telephone or similar communications equipment by which all persons participating in the meeting may communicate with each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Such participation in a meeting constitutes presence in person at the meeting.

Section 7. Quorum. At least one-third (1/3) of the voting members of the Board then in office constitutes a quorum for transaction of business unless the Articles of Incorporation provide for a larger or smaller number. The vote of the majority of Board members present at a meeting at which a quorum is present constitutes the action of the Board unless the vote of a larger number is required by statute, the Articles of Incorporation or these By-laws. If a quorum shall not be present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Written Consent to Action. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board for all purposes.

## ARTICLE V

## NOTICES

Section 1. Service. When a notice or communication is required or permitted by these Bylaws or statute to be given by mail, it shall be mailed, except as otherwise provided herein or in said statute, to the person to whom it is directed at the address designated by him/her for that purpose or, if none is designated, at his/her last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be registered, certified or other first-class mail except where otherwise provided by statute.

Section 2. Waiver. When, under statutory requirements or the Articles of Incorporation or these Bylaws or by the terms of an agreement or instrument, the Corporation or the Board or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken, submits a signed waiver of such requirements.

## ARTICLE VI

## COMMITTEES

Section 1. General Powers. The Board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The Board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to

(a) amend the articles of incorporation;
(b) adopt an agreement of merger or consolidation;

(c) amend the bylaws of the corporation;
(d) fill vacancies on the Board; or
(e) fix compensation of the directors for serving on the Board or on a committee;
(f) recommend to shareholders the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
(g) recommend to the shareholders a dissolution of the corporation or a revocation of a dissolution; or
(h) terminate shareholders.

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Section 2. Meetings. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article IV for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

Section 3. Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

## ARTICLE VII

## OFFICERS

Section 1. Officers. The officers of the Corporation shall be appointed by the Board of Directors and shall be a chairperson of the board, chief executive officer, secretary, finance officer, and/or such other officers as may be determined by the Board. Any and all officers shall be from the group of directors of The American Legion – Department of Michigan. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the chief executive officer or by the Board to be executed, acknowledged, or verified by two or more officers.

Section 2. Appointment. The Board of Directors at its first meeting shall appoint a nominee for chairman of the Board and chief executive officer, and shall appoint a secretary, finance officer, and such other officers determined by the Board. Any two offices may be held by the same person.

Section 3. Additional Officers. The Board of Directors may appoint such other officers, assistant officers, employees and agents as it deems necessary and prescribe their powers and duties.

Section 4. Term. An officer appointed shall hold office for the term of one year or until his/her successor is appointed and qualified or until his/her resignation or removal.

Section 5. Vacancies**.** An officer may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later

time designated in the notice. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Removal. An officer is subject to removal from the Board of Directors by a written complaint to the Board by one or more directors that states that the officer has been absent often without cause or has taken certain actions that are deemed detrimental to the operation or reputation of the Wilwin Lodge. Such removal shall require a vote of two-thirds (2/3) of the remaining members of the Board of Directors in order to remove said officer. In such event, the directors shall appoint a successor officer to fill the term of said removed officer.

CHAIRPERSON OF THE BOARD

Section 6. Duties. The chairperson of the Board, if appointed, shall preside at all meetings of the Board of Directors. The chairperson shall have the power to perform duties as may be assigned by the Board. If the chief executive officer is absent or unable to perform his or her duties, the chairperson shall perform the chief executive officer's duties until the Board directs otherwise. The chairperson shall perform all duties incident to the office.

THE CHIEF EXECUTIVE OFFICER

Section 7. Duties. The chief executive officer shall be the chief executive officer of the Corporation; in the absence of the chairperson of the Board, shall preside at all meetings of the Board of Directors; shall have general and active management of the business of the Corporation; shall in consultation with the other officers of the Corporation develop an operating and capital expenditure budget for the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 8. Execution of Documents. The chief executive officer shall execute bonds, mortgages and other contracts except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

## THE SECRETARY

Section 10. Duties. The secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or chairperson of the Board, under whose supervision the secretary shall be. The secretary shall have custody of the corporate seal of the Corporation, if one is authorized, and the secretary or an assistant secretary shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by the signature of the secretary or by the signature of such assistant secretary. The Board of Directors may give general authority to any other Officer to affix the seal of the Corporation and to attest the affixing by his/her signature.

Section 11. Assistant. The assistant secretary, if there be one or, if there be more than one, the assistant secretaries in the order determined by the Board of Directors, shall in the

absence or disability of the secretary perform the duties and exercise the powers of the secretary and shall perform other duties and have such other powers as the Board of Directors may from time to time prescribe.

## THE FINANCE OFFICER

Section 12. Duties. The finance officer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Section 13. Accounting. The finance officer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the chief executive officer and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his/her transactions as finance officer and of the financial condition of the Corporation.

Section 14. Bond. If required by the Board of Directors, the finance officer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of finance officer and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

Section 15. Assistant. The assistant finance officer, if there be one, or, if there be more than one, the assistant finance officers in the order determined by the Board of Directors, shall in the absence or disability of the finance officer perform the duties and exercise the powers of the finance officer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

# ARTICLE VIII

# INDEMNIFICATION

Section 1. Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses

(including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation or its Shareholder. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its Shareholder or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that their conduct was unlawful.

Section 2. Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney 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 or its Shareholder. However, indemnification shall not be made for any claim, issue, or matter in which the person has 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 on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

Section 3. Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 1 or 2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

Section 4. Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 3 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

Section 5. Determination That Indemnification Is Proper. Any indemnification under sections 1 or 2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that

indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 1 or 2, whichever is applicable. The determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

(c) By independent legal counsel in a written opinion.

(d) By the members.

Section 6. Proportionate Indemnity. If a person is entitled to indemnification under sections 1 or 2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, 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 7. Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 1 or 2 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

Section 8. Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. 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.

Section 9. Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

Section 10. Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 11. Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by them in any such capacity or arising out of their status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

Section 12. Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.

Section 13. 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.

## ARTICLE IX

## STATEMENTS

Section 1. Directors' Annual Statement. At least once in each year the Board of Directors shall cause a financial report of the Corporation for the preceding fiscal year to be made and distributed to each director thereof within four months after the end of the fiscal year. The report shall include the Corporation's statement of income, its year-end balance sheet and, if prepared by the Corporation, its statement of source and application of funds and such other information as may be required by statute.

Section 2. Financial Statement to Directors. Upon written request of a director, the Corporation shall mail to the director its balance sheet as at the end of the preceding fiscal year; its statement of income for such fiscal year; and, if prepared by the Corporation, its statement of source and application of funds for such fiscal year.

## ARTICLE X

## MISCELLANEOUS PROVISIONS

Section 1. Contracts. The Board of Directors may authorize any director or officer, agent or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the chairperson of the Board, chief executive officer, the secretary, the finance officer or their designee.

Section 2. Loans. No indebtedness or borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such director or directors, agent or agents of the Corporation as determined by the directors.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be from July 1 through June 30 of each year.

## ARTICLE XI

## AMENDMENTS

The Bylaws of the Corporation may be amended by a majority vote of the Board of Directors at any regular or special meeting of the Board, provided that each member of the Board shall have been notified in writing of the proposed amendment at least five (5) days prior to the meeting at which the proposed amendment is presented for approval. Notwithstanding the foregoing, the Board of Directors may make and alter all Bylaws, including those fixing and altering the number of directors, except those Bylaws fixing their qualifications, classifications, or term of office; provided, that any Bylaw amended, altered or repealed by the directors as provided herein may thereafter be amended, altered or repealed by the shareholders. No amendment of these Bylaws that is inconsistent with the Articles of Incorporation shall become effective prior to an amendment that may be required in the Articles of Incorporation.

## ARTICLE XII

## DISSOLUTION

Section 1. Authorization. The dissolution of the Corporation must be authorized by the adoption of a resolution to dissolve by a vote of two-thirds of the directors present in person or by proxy at a meeting called for that purpose.

Section 2. Disposition of Assets. Upon the dissolution of the Corporation, the assets shall be disposed of as provided in the Articles of Incorporation.

Section 3. Alternate Dissolution. If there is not a quorum at two consecutive annual meetings, or if two consecutive annual meetings are not conducted, the Secretary of the Corporation shall call for dissolution of the Corporation under the terms and conditions described in this Article XII. A resolution shall be mailed to all of the Board members. The dissolution shall be authorized if two-thirds of the responding Board members approve the resolution.

## ARTICLE XIII

## NONDISCRIMINATION

The Corporation and the Board, by their actions, shall not discriminate against any person or organization because of religion, race, color, national origin, age, sex, height, weight, marital status or disability.

**CHANGE LOG**

**Date Description**

9 Feb 2025 – Rules of Procedure for the Trial of Members
9 Feb 2026 - Leadership Mentoring Program
9 Feb 2026 - Resolutions Assignment moved from PTP
24 July 2026 – Updates to ROP Resolutions Assignment & Meeting Time and Place