

BY LAWS OF
THE AMERICAN
LEGION



FOURTH DISTRICT
DEPARTMENT OF
MINNESOTA

ARTICLE 1 – ANNUAL CONVENTION

Section 1. The annual convention of the Corporation shall be held not more than 60 days and not less than 15 days prior to the annual convention of The American Legion, Department of Minnesota. In the event the Corporation should fail to fix the time and place of the next annual convention, the Executive Committee or the Convention Committee shall do so.

Section 2. The annual convention shall consist of the members of the Executive Committee, who shall be delegates at large, and one or more delegates (or alternates) from and elected by the American Legion Posts of the district whose personnel have membership in the Corporation, all of whom shall be members of the Corporation. Each post shall be entitled to two delegates and one additional delegate for each hundred members or major fraction thereof, with an equal number of alternates. Delegates (or alternates) from any Post shall have the powers which may be exercised by stockholders of Corporations at annual meetings. Representation by one or more delegates or alternates 30% or Posts shall constitute a quorum. There shall be no representation by proxy. Voting shall be by Post, the vote for each Post being equal to the number of delegates to which it is entitled, and the vote of any absent delegate (not represented by an alternate) shall be cast by the majority of delegates present from the Post who vote.

Section 3. At least thirty days' notice in writing of the annual meeting shall be given to the Posts of the District.

Section 4. The Host Post of the Convention shall be responsible for providing the Convention site, setting the agenda and all snacks and meals in coordination with the Convention Committee and the District Commander.

ARTICLE 2 – THE RAMSEY COUNTY CENTRAL COMMITTEE (RCCC)

Section 1. Delegates to the Ramsey County Central Committee (RCCC) shall be the Commander and the Adjutant of each Post and two additional members who shall be selected by their Post. Each Post may select alternates for each delegate. Each delegate will serve for a term of one year and shall hold office until their successors are duly selected and qualified. The Adjutant of the Corporation shall be promptly notified by the Post of their selection. Vacancies may be filled at the pleasure of the Post and, the Post may recall any delegate at will or for cause. Members of the Executive Committee are ex-officio members, with a vote of the RCCC and additional delegates from their Post.

Section 2. Regular meetings of the RCCC shall be held on the second Wednesday of each month except June, July, and January. The Adjutant shall give at least three days written notice of said meetings to all delegates. Should any regular meeting date fall on a holiday, the meeting shall be held at a time to be designated by the RCCC. At regular meetings, the order of business shall be:

- a) Roll call by Posts
- b) Committee reports
- c) Treasurer report
- d) Membership Report
- e) Unfinished business
- f) New business

Section 3. Special meetings may be called by the Commander, or a majority of the Executive Committee, or by one or more delegates to the RCCC from 30% of the Posts, on fifteen days written notice, which notice shall specify the business to be transacted at such special meeting.

Section 4. The presence of one or more delegates from 30% of Posts of the District at any meeting shall constitute a quorum. In the absence of a quorum, the meeting shall have the power only to adjourn to a subsequent day. All questions shall be decided by a majority vote and delegates present. In case of a tie, the presiding officer shall cast the deciding vote.

Section 5. At any meeting the committee, by a majority vote of all its members, may remove any officer of the Corporation for cause, provided a petition specifying one or more said causes and demanding such removal shall be signed by one or more delegates from a majority of Posts and is read at the meeting immediately preceding.

Section 6. In event the office of Commander becomes vacant, the RCCC shall select a Vice-Commander to succeed the office of Commander and shall fill all vacancies in the office of Vice-Commander at a regular meeting, or at a special meeting with 7 days' notice thereof.

Section 7. The committee may fill any vacancy in the representation of the District on the Department Executive Committee at the American Legion, Department of Minnesota, for the unexpired term.

Section 8. A majority of all delegates to the RCCC may call a special convention of the Corporation upon thirty days' notice to the Posts. The power to transact business of a special nature shall be equal to that of an annual convention. Each Post shall be entitled to the same vote as such Post had at the last District Convention.

Section 9. A Mid-Winter Conference will be held in January, if possible. The Executive Committee shall be responsible for providing the conference site, setting the agenda and all snacks and meals in coordination with the District Commander.

ARTICLE 3 – EXECUTIVE COMMITTEE

The Executive Committee members shall be the Commander, two Vice-Commanders, the Adjutant, the Treasurer, the Judge Advocate, the Chaplain, the immediate Past Commander, the Finance Committee Chairman, and the Membership Director. The executive and administrative functions of the corporation shall be conducted by the Executive Committee. It shall perform such duties as may be delegated to it by the Corporation, or by the RCCC. It shall meet at the call of the Commander or at the call of any three members (who join therein) when the Commander is absent, unable, or unwilling to act. The presence of six members shall constitute a quorum. In the case of an emergency, if a decision must be reached in a most expedient manner and holding an RCCC or meeting of the general membership is not possible, the Committee has the authority to establish temporary measures as needed to ensure the district continues to operate efficiently and effectively, until such time a general membership meeting is held.

ARTICLE 4 – RULES OF ORDER

At all Fourth District Conventions and meetings of the RCCC and Executive Committee, Robert's Rules of Order, latest edition, shall govern, except when special rules shall be adopted by the convention or meetings, or wherein the same (Robert's Rules of Order) conflict with the Articles of Incorporation and By-Laws.

ARTICLE 5 – OFFICERS

All officers of the Corporation shall assume office in the year of their election at the close of the convention of the American Legion, Department of Minnesota.

- (a) Commander. The Commander shall preside at the annual convention, at all special conventions, and at all meetings of the RCCC, and the Executive Committee. He/she shall appoint the Adjutant, the Treasurer, the Chaplain, the Sergeant-at-Arms, the Historian, the Judge Advocate, the Service Officer, and the Membership Director with the consent and approval of the Executive Committee. He/she shall appoint and designate the chairperson of all committees, unless otherwise provided herein. He/she shall appoint all committees, programs, liaisons and other appointments as necessary not elected by the RCCC, or appointed by the Executive Committee. At all conventions or meetings of committees of which he/she is the presiding officer, he/she may cast the deciding vote in the case of a tie. A testimonial for the District Commander may be held at the discretion of him/her, and he/she will be solely responsible for the site/tickets/agenda/menu. He/she shall perform such other and further duties as may be required of him/her by the Ramsey County Central Committee and Executive Committee.

- (b) Vice-Commanders. In the absence or inability of the Commander to act, the Executive Committee shall designate a Vice-Commander to act in place of the Commander and, shall perform such other and further duties as may be required of them by the RCCC, the Executive Committee, or the Commander.
- (c) Adjutant. The Adjutant shall be secretary of the annual convention, of the RCCC, of the Executive Committee, and of all standing committees when so directed by the Executive Committee, and he/she shall keep separate records of the proceedings of each at headquarters of the Corporation. He/she shall promptly mail to each delegate a report thereof. He/she shall give notices required of all meetings of the RCCC. In absence of the Treasurer, he/she may sign checks. He/she shall perform other and further duties as may be required of him/her by the RCCC, Executive Committee or the Commander. In the case of his/her absence at any meeting or his/her inability to act, the presiding officer shall appoint a secretary of the meeting.
- (d) Treasurer. The treasurer shall have custody of all funds of the Corporation and shall deposit the same in its name in such bank or banks as the Executive Committee shall designate. He/she shall disburse the funds under the direction of the RCCC. He/she and at least two (2) additional members appointed by the Commander and approved by the Executive Committee, shall be signatories of the District's financial accounts. He/she shall present his/her books for inspection at any meeting of the RCCC upon application of any delegate. He/she shall be an ex-officio member of the Finance Committee. He/she shall perform such other and further duties as may be required of him/her by the RCCC, the Executive Committee or the Commander.
- (e) Chaplain. The Chaplain shall direct and supervise memorial services for departed comrades, and he/she shall discharge all the duties upon the office of Chaplain at the annual convention. He/she shall perform such duties as usually pertain to his/her office.
- (f) Judge Advocate. The Judge Advocate shall perform such duties as may be required of him/her by the Commander or Executive Committee and shall act in an advisory capacity to the officers and committees of the Fourth District.
- (g) Sergeant-at-Arms. The Sergeant-at-Arms shall preserve and maintain order at the annual convention, and at all meetings of the RCCC. The Sergeant-at-Arms shall perform such other duties as usually pertain to his/her office.
- (h) The Executive Committee shall be bonded by the Corporation in a sum to be fixed by the Executive Committee.

ARTICLE 6 – STANDING COMMITTEES

Convention Committee
Finance Committee
Fourth District Endowment Board of Trustees

ARTICLE 7 – CONVENTION COMMITTEE

The Commander shall appoint, subject to approval of the District Executive Committee, a Convention Committee that shall consist of three members. Of the three members appointed following the District Convention of 1996, one was appointed for a full three-year term, one for two years and one for one year. Thereafter, each succeeding appointee shall serve for a full three-year term, or until removed by a majority vote of the District Executive Committee. The member serving his/her last year on the committee shall automatically become its chairperson. The committee shall act in an advisory capacity to the sponsoring Post for both the District Convention and annual Mid-Winter Conference. The committee, if warranted, will assume the duties necessary to provide for the convention.

ARTICLE 8 – FINANCE COMMITTEE

The Commander shall appoint, subject to approval of the District Executive Committee, a Finance Committee that shall consist of three members. Of the three members appointed following the District Convention of 1996, one was appointed for a full three-year term, one for two years and one for one year. Thereafter, each succeeding appointee shall serve for a full three-year term, or until removed by a majority vote of the District Executive Committee. The member serving his/her last year on the committee shall automatically become its chairperson. The Commander and the Treasurer shall be ex-officio members of the Committee. The Committee shall prepare and submit a budget each year to the RCCC. No expenditure shall be made by the Executive Committee, or the RCCC in excess of budgeted items until such proposed expenditure has been considered by the Finance Committee and its recommendation for or against received, along with the approval of such expenditure by the RCCC. The Finance Committee shall establish necessary procedures for the handling of all funds and payment of bills. The Finance Committee shall be responsible for the process of an audit of the books of the Corporation at the close of the fiscal year and shall submit a written report to the annual convention.

ARTICLE 9 – FOURTH DISTRICT ENDOWMENT BOARD OF TRUSTEES

The members of the Finance Committee shall constitute the members of the Fourth District Endowment Fund Board of Trustees and the board's chairperson will be that of the Finance Committee chairperson's term of office expires and, shall serve for one year. The chairperson may not serve as a member of the Finance Committee while serving as chairperson of the Board of Trustees. The Board of Trustees shall be charged with the administrative responsibility for the Fourth District Endowment Fund and the disbursement of the interest earnings from the investment of this fund, as approved by the Corporation. The Board of Trustees shall submit a report on the status of the fund at the annual convention. The Commander and Treasurer shall be ex-officio members of the Committee.

ARTICLE 10 – SPECIAL COMMITTEES

The Commander shall appoint such special committees as he/she deems necessary, or a shall be established by the RCCC, or the Executive Committee, for the furtherance and promotion and extension of American Legion programs.

ARTICLE 11 – DUES

The annual dues of each member shall be determined by the Fourth District Convention and shall remain in effect until changed by subsequent action of the convention.

ARTICLE 12 – FISCAL YEAR

The fiscal year of the Corporation shall be from August 1 to July 31, inclusive.

ARTICLE 13 – CORPORATE SEAL

The seal of the Corporation shall be a metal disk and shall contain the words, “FOURTH DISTRICT, DEPARTMENT OF MINNESOTA, THE AMERICAN LEGION” in the margin, and the words “CORPORATE SEAL” in the center thereof.

ARTICLE 14 – AMENDMENT OF BY-LAWS

All proposed amendments of the By-Laws of the Corporation shall be presented in writing (either by US Mail or email) and filed with the Adjutant at least sixty days prior to any convention at which it is proposed to act upon them, and notice of such proposed amendments shall be mailed or emailed to the Commander and Adjutant of each Post at least thirty days before such convention.

A majority vote of the delegates present as any such convention shall be required to carry out any such amendment.

FOOTNOTE: This version of the Fourth District By-Laws passed at the annual convention convened on May 20, 2023 is a revised edition of those passed as amended and passed by a majority vote of the delegates to the American Legion Department of Minnesota, Fourth District Convention on June 2, 2018 in Ramsey County, Minnesota

_____ Signed	
David Dahl, Commander	Date
_____ Signed	
Larry Ryan, Adjutant	Date
_____ Signed	
Mike Ash, Judge Advocate	Date

