

PREAMBLE

We, the Minnesota members of the American Legion Auxiliary, associate ourselves together into a Department to carry out in our state the purposes for which the American Legion Auxiliary was organized as expressed in the Preamble of the Constitution of this organization as follows:

For God and Country we associate ourselves together for the following purposes:

to uphold and defend the Constitution of the United States of America; to maintain law and order; to foster and perpetuate a one hundred percent Americanism; to preserve the memories and incidents of our associations in all Wars; to inculcate a sense of individual obligation to the community, state and nation; to combat the autocracy of both the classes and the masses; to make right the master of might; to promote peace and good-will on earth; to safe-guard and transmit to posterity the principles of justice, freedom and democracy; to participate in and to contribute to the accomplishment of the aims and purposes of The American Legion; to consecrate and sanctify our associate by our devotion to mutual helpfulness.

ARTICLE I: NAME

The name of this organization shall be the American Legion Auxiliary, Department of Minnesota.

ARTICLE II: OBJECT

To serve The American Legion in all its activities; to support it in all its interests, and to promote its welfare; to hold in sacred remembrance all who gave their lives in defense of civilization in all wars; to work unceasingly for a strong America and the preservation of peace; to lend its united efforts to the task of impressing the minds of the youth of our land, and through them the generations to come, with the necessity of a staunch and steadfast support of the Constitution of the United States, with a deep abiding love and reverence for our free institutions, and with a patriotic devotion to our flag and all that it represents, so that the noble sacrifice and service to the whole world, by those who now form The American Legion, may not have been rendered in vain.

ARTICLE III: NATURE

Section 1. The American Legion Auxiliary is a civilian service organization that supports the mission of The American Legion.

Section 2. The American Legion Auxiliary shall be absolutely nonpolitical and shall not be used for the dissemination of partisan principles nor for the promotion of the candidacy of any person seeking public office or preferment.

ARTICLE IV: ORGANIZATION

Section 1. (a) The American Legion Auxiliary, Department of Minnesota shall be composed of the duly constituted Auxiliary Units attached to Posts of The American Legion within the State of Minnesota.

(b) Units in good standing and holding regular meetings shall not lose their membership in the Department because the Post to which they were attached when chartered was disbanded.

Section 2. The Department shall also be organized into Districts coinciding with the Districts set up in the Constitution of The American Legion and (when deemed expedient) these Districts may be subdivided into county organizations within civil counties in the respective Districts.

Section 3. All Units in a District shall be part of the District organization.

Section 4. All ten (10) Districts are subsidiary organizations of the Department and chartered by the Department and National American Legion Auxiliary.

Section 5. Each Unit shall maintain a minimum membership of ten (10) Senior members.

Section 6. Application for charter must be approved by the Post to which the Unit wishes to become attached.

Section 7. Each Unit shall adopt the Unit Constitution & Bylaws for its government as prescribed by the American Legion Auxiliary, Department of Minnesota. Units should adopt such standing rules for its government and such regulations as are proper and which do not conflict with the Constitution, Bylaws and Standing Rules of the National and Department organizations.

ARTICLE V: MEMBERS

Membership eligibility is established by The American Legion.

Dues of all classifications shall be paid annually or for life.

ARTICLE VI: OFFICERS

Section 1. The officers of this Department shall be President, First Vice President, Second Vice President, Executive Secretary, Treasurer, Chaplain and National Committeeman (NEC). The following officers shall be appointed by the Department President subject to the approval of the Department Executive Committee and shall hold office at the will of the appointive power: Executive Secretary, Treasurer and Chaplain.

Section 2. A Department Officer changing their residence to another state automatically vacates their office.

Section 3. (a). In case of death, resignation or removal of the Department President, First Vice President will succeed to the office, the Second Vice President may succeed to the office of First Vice President. Vacancies in all Department offices, including the position of the Alternate National Executive Committee person occurring between conventions may be filled by the Department Executive Committee.

(b). A vacancy occurring among District Presidents shall be filled by the District First Vice President automatically succeeding to the office of District President and the Second Vice President may automatically succeed to the office of First Vice President.

Section 4. The Department officers and members of the Department Executive Committee shall assume their duties immediately following the adjournment of the Department Convention and the retiring President shall act as Delegation Chairman at the following National Convention and appoint those to serve on National Convention committees.

Section 5. (a) All persons handling funds of this Department shall be required to give a bond for their safekeeping, in such sum as the Department Executive Committee or convention action shall determine.

(b). The new officers of Units and Districts automatically become the custodians of all Unit and District property and the retiring officers are charged with the duty of turning over to their successors, no later than the time of the Department Convention, such property as records, official correspondence, convention proceedings, charter, colors, handbook, Unit Guide, manuals, etc.

ARTICLE VII: ELECTIONS

Section 1. The following officers shall be elected annually at the Department Convention by a plurality vote of the delegates present and voting: Department President, Department First Vice President and Department Second Vice President. The following officers shall be elected biannually at the Department Convention held in an even numbered year by a plurality vote of the delegates present and voting: The National Executive Committee person and Alternate National Executive Committee person.

Section 2. The National Executive Committee person and the Alternate National Executive Committee person shall be elected to serve a two (2) year term and may only serve three (3) consecutive terms.

Section 3. (a) The election of Department officers shall be by secret ballot and where there is no opposition, voting shall be by acclamation at the final session. Nomination for Department officers shall be held during the first business session of the Department Convention. Printed ballot forms shall be furnished to the chairman of each delegation or her representative at the designated polling place. Judges and clerks of election shall be appointed by the Department President and shall be in full charge of the voting. Polls may be open for at least two hours each day of the convention except for the last day when the balloting shall be left to the discretion of the Convention Rules Committee.

(b) The candidate receiving a plurality of all votes cast shall be elected. Only in the case of a tie shall another vote be taken.

Section 4. The election of all District Presidents shall be ratified by the Department Convention body inasmuch as they automatically become members of the Department Executive Committee.

Section 5. No elected Department officer shall succeed themselves after serving one full term. They shall hold office for the term defined and/or until their successors are elected or removal from office for cause by disciplinary proceedings as provided in the parliamentary authority.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. The Department President shall be the Chief Executive Officer of the Minnesota Department with full power to enforce the provisions of the Constitution & Bylaws and Standing Rules and of the Department Convention. The President shall preside at all meetings of the Department Convention assembled and Department Executive Committee and perform such other duties as custom and parliamentary usage require. As administrative officer of the Department of Minnesota, The President shall be invited to attend all meetings of the Department committees serving as an ex-officio member with voice and no vote.

The President shall appoint Department Chaplain, Historian and Parliamentarian, chairmen and committee members and create such program committees as the President deem-advisable, with the approval of the Department Executive Committee.

The President shall have supervision over all officers, committees, chairmen and Department Executive Secretary. Any changes in program committees must bear Presidential approval. The President shall sign all legal documents.

Section 2. The Executive Secretary shall be in full charge of the work in the Department office. The Executive Secretary shall allocate all duties and be responsible that all work is kept up to date. The Executive Secretary shall keep all books and files that are necessary for the proper conduct of the Executive Secretary's office and shall conduct the official correspondence and transact such other business as the Department President and Department Executive Committee may direct. The Executive

Secretary shall be responsible to the Department President for the efficient and proper performance of the Executive Secretary's duties and those of the Department staff.

Section 3. The Department Treasurer shall be custodian of all funds and securities of the Department of Minnesota and shall be charged with their collection. The Department Treasurer shall receive all funds, record, and give a report if called upon by the Department Executive Committee and an annual report at the Department Convention.

The Department Treasurer shall pay all bills which have been approved by the Department President and committee chairmen and countersign all checks.

Section 4. All Department checks must be signed by at least two of the three designated Department officers, namely, the President, Executive Secretary and Treasurer.

Section 5. The Department Vice Presidents shall perform such duties as required of them by the Department President.

Section 6. The National Executive Committee person (NEC) shall attend all the meetings of the National Executive Committee and report actions to the Department within 30 days of meeting. NEC shall be the official Department hostess for all visiting National officers, unless directed otherwise by the Department President.

Section 7. These officers shall perform the duties prescribed by these bylaws and by the standing rules.

ARTICLE IX: ADMINISTRATION – EXECUTIVE COMMITTEE

Section 1 (a). The administrative power and management of the Department between conventions shall be vested in the Department President and Department Executive Committee.

(b) The Department Executive Committee shall serve as the governing body of the organization with fiduciary, policy, and strategic responsibility for the organization.

Section 2. (a). The Department Executive Committee shall be comprised of the Department President, Department First Vice President, Department Second Vice President, immediate Past Department President, National Executive Committee person and the District Presidents following ratification by the convention general assembly.

All Past National Presidents from this Department in good standing in their Units shall be ex-officio members without vote. The Department Executive Secretary shall be an ex-officio member without vote. The Parliamentarian shall attend to assist the Chairman as requested without committee rights.

(b). When a District President is unable to attend a call-in conducted by the Department, either in person or virtual if offered, a District officer or a Past District President from that District, chosen by that District, shall attend the meeting in question. The representative who attends will have all powers delegated by the Constitution & Bylaws to the District President and will be entitled to the same expense allowance.

Section 3. The Department Executive Committee shall meet at least four times during each fiscal year, the first meeting to be called within thirty (30) days after the Department Convention, and before the National Convention. The Department President shall call a special meeting upon the written request of five or more members of the Committee.

Section 4. The Department President shall serve as Chairman and the Department First Vice President shall serve as Vice Chairman of the Department Executive Committee.

Section 5. The term of the Department Executive Committee shall commence immediately following the adjournment of the Department Convention next ensuing and shall end at the adjournment of the next succeeding Department Convention except for the National Executive Committee person who shall serve for the term of her elected office. The Alternate National Committee person shall serve for the term of her elected office, only in the absence of the National Executive Committee person.

Section 6. A majority of the Department Executive Committee shall constitute a quorum.

Section 7. With the exception of the Secretary and Treasurer, the term of office for all Department officers shall be the same as the term of their elected position. Any officer having served six months or more, whether elected at annual convention, by succession or appointed by the Department Executive Committee to fill a vacancy for a term of one year, shall be considered as having served a full term. The National Executive Committee person and the Alternate National Executive Committee person shall be considered as having served a full term should they serve for one year or more. The National Executive Committee person would be succeeded by the Alternate National Executive Committee person whose office would remain vacant until the next scheduled election should it be vacated.

Section 8. The Executive Committee may never alter the decision of the general assembly. The Executive Committee has authority limited to the power to supervise and to determine the details of implementation of the decisions of the members and, in a manner not inconsistent with such decisions, to attend to any business of the American Legion Auxiliary that cannot wait until the next meeting.

ARTICLE X: MEETINGS

Department Convention

Section 1. The legislative body of the Department of Minnesota shall be a Department Convention to be held annually.

Section 2. A quorum shall exist at a Department Convention when ten per cent (10%) of the Units are wholly or partially represented by duly elected delegates or alternates.

Section 3. The Department Convention shall be composed of delegates from each Unit and the Department Executive Committee.

All alternates and delegates must be members in good standing of the American Legion Auxiliary.

- a) **Units:** Each Unit shall be entitled to two delegates, one of whom shall be the Unit President plus one additional delegate for each fifty (50) members or major fraction thereof, whose dues have been received by the Department Treasurer thirty days prior to the meeting of the convention for which they are elected. When the President is unable to attend, the Unit will elect a delegate as a replacement. Each Unit shall elect its delegates. In addition, each Unit shall elect alternate delegates to serve in the absence of delegates. The vote of each Unit shall be equal to the total number of delegates to which it is entitled.
- b) **Delegates At Large:** Members of the Department Executive Committee and Past Department Presidents are delegates-at-large to the convention. Members of the Department Executive Committee shall be seated as delegates in the Department Convention and entitled to vote. All Past Department Presidents, as long as they remain members in good standing in a Unit in this Department, shall be delegates-at-large to the Department Convention and entitled to vote when present. Each Past Department President is to cast their own vote. Each Past Department President will assume responsibility for payment of their own convention registration.
- c) **Alternates:** Alternates will be seated in a separate area with all privileges of delegates except for voting and making motions. When called upon to replace a delegate they will have full privileges of the delegate and will be seated in the delegate area.

- d) Final Judge & Voting Rights: The convention shall be the final judge of the qualification of the delegates. All delegates and alternates shall be members of the American Legion Auxiliary in good standing, delegates to serve in the order elected before an alternate delegate. Then alternates shall serve in the order of election.
- e) Voting: All Unit delegates, alternate delegates and delegates-at-large must register and wear their official badges in order to vote and be accorded convention privileges. They must have their credential cards available for identification. The vote of any Unit delegate absent and not represented by an alternate shall be cast by a majority of the delegates present from their Unit. There shall be no voting by proxy. No person shall be allowed two (2) votes, i.e., they may vote with their Unit if they are a Unit delegate, or they may vote in their capacity as a Past Department President or a member of the Department Executive Committee, but they may not vote as both.

Section 4. A resolution or recommendation which entails the expenditure of Department funds shall be submitted for study and advice to the Department Finance Committee before it comes to the floor for a vote.

Section 5. The Department Executive Committee shall have the power to transact any business that would come before a Department Convention. In the event where conditions are indicative of the undesirability of holding a regularly scheduled department convention the Department Executive committee may postpone or cancel the convention or may decide to conduct the convention via an electronic platform that allows for all delegates in attendance to hear each other simultaneously. The Executive Committee in planning the nomination and election of Department officers evolve a method permitting the Units a voice and vote in the nomination and election of officers. The electronic convention does not need to be held in conjunction with The American Legion Convention. Financial disbursements must follow set financial guidelines as set in the Standing Rules.

Section 6. Rules of the Convention shall be *Robert's Rules of Order, Newly Revised*, as modified by the rules of the last preceding convention, shall constitute the temporary rules of the convention until the Rules Committee of the convention shall have reported upon proposed permanent rules of the convention, either submitted to it or recommended by it; provided the convention shall adopt its permanent rules upon a majority vote of all the authorized delegates in attendance.

National Convention

Section 1. (a). The delegates to the National Convention shall be the newly elected Department President, the newly elected Department First Vice President, the Retiring Department President, and the District Presidents for the past official year, a National Chairman and National Candidate if our Department is fortunate to have a National Chairman and a Department endorsed National Candidate. The Department Executive Secretary shall be an alternate to the National Convention subject to the ratification of the Department Convention.

(b). Delegates and Alternates to the National Convention shall be elected at the District Conventions. The number of delegates and alternates allowed will be prorated according to District membership, delegates-at-large to be elected by the convention body at the Department Convention. Each District President for the past official year shall be one of the designated delegates from their District. Such delegates shall be presented for ratification by the Department Convention.

(c). All Past National Presidents in good standing in their local Units shall be life delegates-at-large to the National Convention, with vote to be exercised with their Departments.

(d). Members of the National Executive Committee shall be delegates-at-large to the National Convention with vote to be exercised with their Departments.

ARTICLE XI: COMMITTEES

Department Standing Committees (all other committees are stated in the Standing Rules)

The standing committees of American Legion Auxiliary Department of Minnesota shall be (In alphabetical order):

- 1) Americanism Chairman who also serves as a member of the Girls State Committee.
- 2) Children & Youth Chairman
- 3) Constitution & Bylaws Chairman
- 4) Finance – shall be a five (5) member committee with at least one, but not more than two (2), of whom must be a Past Department President. The Department President shall appoint one member to serve for the full five (5) year term, or until resignation of a member, or until removed by a majority vote of the Executive Committee. No two (2) members of the Finance Committee shall be from the same district. The member serving her last year on the committee shall automatically become its Chairman.
- 5) Girls State Committee shall consist of 6 members: Chairman, Director, Education Director, two (2) Committee members and the Americanism Chairman.
- 6) Membership Chairman
- 7) National Security Chairman
- 8) Risk & Compliance – shall be a three (3) person committee. The Department President shall appoint a three-year member to the Risk & Compliance Committee. No two members of the Risk & Compliance Committee shall be from the same District. The member serving their last year on the committee shall automatically become its chairman.
- 9) Veterans Affairs and Rehabilitation - includes subcommittee Gift Shop, which shall be comprised of two (2) persons, one chairman and one committee member. All who will serve as Veteran Affairs and Rehabilitation committee members and shall be appointed by the Department President.

ARTICLE XII: ELECTRONIC MEETINGS

Resolved by the 2015 Convention Body that Electronic Meetings to include teleconference and or electronic, email may be held for all Committees at all levels of the organization. The meetings must be properly authorized in the Standing Rules and is treated as though it were a meeting at which all members who are participating are actually present. The minutes will be recorded by the Department Secretary or the appointed Committee Secretary as usual and include, date, time, source of communication, item of discussion, members present/absent, who made motions and seconds and the method of taking/verifying the vote.

ARTICLE XIII: PARLIAMENTARIAN AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these Constitution & Bylaws, Standing Rules and any special rules of order adopted by our organization.

ARTICLE XIV: AMENDMENT OF BYLAWS

Section 1. This Constitution & Bylaws shall be automatically amended to conform to the National Constitution of the American Legion Auxiliary.

Section 2. (a) This Constitution & Bylaws may be amended at any Department Convention by a two-thirds vote of the total number of votes to which the accredited delegates present are entitled by provisions set forth in the Department Constitution & Bylaws, providing the proposed amendments shall

have been submitted through the Department Secretary to the Department Executive Committee prior to the Convention; and provided further that all proposed amendments shall be read at a regular meeting of the Convention.

(b) Necessary amendments proposed after distribution as described in Section 2 (a), may be adopted by a two-thirds vote of the delegation, provided they have been read at one meeting of the convention session prior to taking the vote.

Section 3. A proposed amendment not having been previously read or distributed as required in Section 2 shall be referred to the Convention Constitution & Bylaws and Standing Rules committee called together for a special meeting before it comes to the floor for a vote. It may be adopted by the unanimous vote of the convention body.