



# CONSTITUTION AND BY-LAWS

THE AMERICAN LEGION  
DEPARTMENT OF TEXAS  
JONATHAN D. ROZIER

POST 164

Revised: December 17, 2024

## **CONSTITUTION JONATHAN D. ROZIER POST 164**

### **PREAMBLE**

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 safeguard and transmit to posterity the principles of justice, freedom and democracy; to consecrate and sanctify our comradeship by our devotion to mutual helpfulness.

### **ARTICLE I – NAME**

**Section 1.** The name of this organization shall be Jonathan D. Rozier Post No. 164, The American Legion.

### **ARTICLE II – PURPOSE**

**Section 1.** The objects and purposes of this Post shall be to promote the principles and policies as set forth in the foregoing Preamble, and the National and Department Constitutions of The American Legion.

### **ARTICLE III – NATURE**

**Section 1.** This Post is a civilian organization, and membership therein does not affect or increase liability for military or police service.

**Section 2.** The American Legion, Department of Texas, shall be 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.

**Section 3.** Rank does not exist in The American Legion; no member shall be addressed by their military or naval title in any meeting of this Post.

### **ARTICLE IV – ELIGIBILITY AND MEMBERSHIP**

**Section 1.** An individual is eligible for membership in The American Legion only if the individual – (1) has served in the Armed Forces of (A) the United States at any time during – the period of April 6, 1917, through November 11, 1918; or (ii) any time after December 7, 1941; or (B) a government associated with the United States Government during a period or time referred to in subsection (A) of this section and was a citizen of the United States when the individual entered that service; and (2) was honorably discharged or separated from that service or continues to serve honorably during or after that period or time; provided, however, that such service shall have been terminated by honorable discharge or honorable separation, or continued honorably during or after any of said periods; provided, further, that no person shall be entitled to membership who, being in such service during any of said periods, refused

on conscientious, political or other grounds to subject themselves to military discipline or unqualified service.

**Section 2.** There shall be no form or class of membership except active membership. Membership shall be only through a Post, and dues shall be paid annually or for life.

**Section 3.** Application for membership shall be made in writing under such regulations as may from time to time be prescribed by the Post Executive Committee.

**Section 4.** All applications for membership and transfers into this Post shall be acted upon at the next Post General Membership Meeting following the making of such application or transfer, and shall, at such meeting, be accepted, rejected or referred for further investigation and consideration. If a majority of the members present at the Post General Membership Meeting cast their vote against the acceptance of such application, then such application shall be recorded as rejected.

**Section 5.** No person may be a member at any one time of more than one Post in The American Legion.

**Section 6.** No person who has been expelled by a Post shall be admitted to membership in another Post without the consent of the expelling Post, except that where such consent has been denied by such Post, the member may then appeal to the Executive Committee of the Department of the expelling Post for permission to be admitted to membership in another Post, and shall be ineligible for membership until such permission is granted.

**Section 7.** Each Post shall be the judge of its own membership, subject only to the restrictions of the National and Department Constitution and By-Laws.

**Section 8.** Transfers. Any member in good standing, including members of Headquarters Post 345, moving or transferring to Post 164 can be transferred using any method approved by the National organization. The new Post shall be the judge of its own membership in accordance with Article III, Section 5, Department of Texas Constitution and Bylaws. Dues already paid shall remain with the original Post and the transfer shall be complete upon issue of a new membership card.

**Section 9.** A member of this Post may only be disciplined in accordance with the Department Uniform Code of Procedure for Disciplinary Actions.

**Section 10.** If a member is expelled in a disciplinary proceeding, their membership is suspended until their final appeal is heard and a decision is rendered, and if the member is expelled by the decision, the member shall not be eligible for membership in this Post for one year from the date of expulsion, and then only in the event their application for reinstatement is approved in the manner in which memberships are approved in this Post.

**Section 11.** Members found to be ineligible. If a Post determines one of its members is not eligible for membership, the Post shall notify the Department Adjutant at once in writing so that the member's name can be forwarded to the National Headquarters for removal from the membership rolls. It shall be presumed that a member who will not furnish proof of eligibility

within 30 days of a written request, certified mail, return receipt requested is not eligible for membership in The American Legion.

## **ARTICLE V – OFFICERS**

**Section 1.** The administrative affairs of this Post of The American Legion shall, except as may be otherwise provided by the By-Laws, be under the supervision of a Post Executive Committee which shall consist of at least (2) members in addition to the Officers of the Post. The term of office of members of the Post Executive Committee shall be for one (1) year. This Post, by its By-Laws, may provide for such other standing committees as the business of the organization may require.

**Section 2.** The officers of this Post shall be a Commander, First Vice Commander, Second Vice Commander, an Adjutant, a Finance Officer, a Judge Advocate, a Historian, a Chaplain, a Sergeant at Arms, an Assistant Sergeant at Arms, a Service Officer, an Assistant Service Officer, and such other officers as may be deemed necessary by this organization.

**Section 3.** A nominating committee shall be appointed by the Post Executive Committee, who shall report their nominations to the regular monthly meeting preceding the annual election of officers. Nominations may also be made from the floor at such meetings, and again at the meeting for the annual election.

**Section 4.** All Officers and Executive Committee members shall be elected annually, by majority vote on written ballots, at a Post meeting held not less than fifteen (15) days prior to the Department Convention and shall be installed not later than the first regular Post meeting in August following their election. Only those members holding current calendar year membership cards shall have the privilege of voting in the election. They shall hold office until their successors are duly installed. Any Post Officer or Post Executive Committee member may be removed for cause by the Post Executive Committee, a two-thirds (2/3) vote of said Committee being necessary to effect such removal. The membership shall be entitled to be present at the Post Executive Committee meeting without voice or vote. The decision of the Post Executive Committee shall be subject to the approval or reversal by the Post membership at the next regular Post meeting where a quorum is present.

**Section 5.** The duties of Officers and Executive Committee members shall be those usually pertaining to such Officers or Committee members and as further provided in the By-Laws.

**Section 6.** Officers and Executive Committee members are expected to attend the regular meetings of the Post and Post Executive Committee. Failure of any Officer or Executive Committee member to attend three (3) successive meetings, without reasonable cause having been furnished to the Post Adjutant or Post Commander, shall be cause for forfeiture of said office. The Post Executive Committee shall decide, when an Officer by their failure to attend three (3) successive business meetings has forfeited his/her right to continue in office, when or whether to declare such office vacant, and when to order an election to fill the vacancy.

**Section 7.** In case of vacancy in any office for any cause, the said vacancy shall be filled at any regular meeting provided at least fifteen (15) days' notice of such election has been given to the members.

## **ARTICLE VI – FINANCE**

**Section 1.** The revenue of this Post shall be derived from annual membership dues and from other such sources as may be approved by the Post Executive Committee and approved by the Post.

**Section 2.** The amount of membership or initiation fees and the amount of annual dues shall be fixed and determined by this Post.

**Section 3.** The Post shall pay to Department Headquarters the Department and National annual membership dues within thirty (30) days from receipt thereof for each paid member of the Post.

## **ARTICLE VII – CHARTER MEMBERS**

**Section 1.** Members who joined this Post prior to the issuance of permanent charter shall be known as charter members.

## **ARTICLE VIII – AMERICAN LEGION AUXILIARY**

**Section 1.** This Post recognizes an auxiliary organization to be known as The American Legion Auxiliary Jonathan D. Rozier Unit 164, Katy Texas.

**Section 2.** Eligibility for membership in the American Legion Auxiliary, shall be as that prescribed by the National Constitution and By-Laws.

## **ARTICLE IX – AMENDMENTS**

**Section 1.** This Constitution is adopted subject to the provisions of the National and Department Constitution of The American Legion. Any amendment to said National Constitution or Department Constitution which is in conflict with any provisions hereof shall be regarded as automatically repealing or modifying the provisions of this Constitution to the extent of such conflict.

**Section 2.** This Constitution may be amended at any regular Post meeting by a vote of two-thirds (2/3) of the members of said Post attending such regular meeting; provided that the proposed amendment shall have been submitted in writing to the Post Executive Committee in session and approved by it; or if rejected, in whole or in part, it may be taken to a regular Post meeting on a minority report; and provided that the proposed amendment shall have been submitted in writing and read at the next preceding regular meeting of said Post; and provided further, that written notice shall have been given to all members at least fifteen (15) days in advance of the date when such amendment is to be voted upon, notifying said members that at such meeting a proposal to amend the constitution is to be voted upon.

**Section 3.** Anything not covered by this constitution shall be governed by the Constitution of the Department of Texas.

## **ARTICLE X – REAL PROPERTY**

**Section 1.** Real property owned by the Post or trustee of the Post may be sold, used as collateral for a loan, encumbered with a lien or otherwise disposed of by complying with the Department's "Guidelines for the Selling of Post Property" posted on the Department's website (which include all requirements of Texas law for a nonprofit corporation to convey real property thus protecting individual officers and members of the Post from personal liability for the transaction and the requirements of the Department and National Constitutions to protect the federal tax-exempt status of the Post).

**Section 2.** No real estate owned by Post 164 will be sold or used as collateral for a loan without the approval of the Department Executive Committee or where time is of the essence the Department Commander, who shall report said action to the next Department Executive Committee meeting.

**Section 3.** If Post 164's real estate becomes encumbered with a lien they will notify the Department Adjutant within 7 days of receiving notice of the lien.

**Section 4.** Upon purchasing real estate, Post 164 will notify the Department of Texas.

## **ARTICLE XI – PROGRAMS**

**Section 1.** Post 164 recognizes a Sons of The American Legion Squadron (SAL) 164. Such Squadron is subject to the rules, regulations and supervision of Post 164.

**Section 2.** Said SAL Squadron 164 may adopt its own Constitution and By-laws, subject to approval of same by the Post Executive Committee.

**Section 3.** Post 164 may cease its sponsorship of SAL Squadron Post 164 for good cause, such as failure to maintain a minimum membership of at least ten (10) members, failure to function, participating in activities illegal, immoral or opposed to our form of Government and the American way of life, and at the discretion of the Post Executive Committee, subject to ratification by the Post membership.

**Section 4.** Post 164 sponsors Legion Riders Chapter 164. This Chapter shall be subject to the rules, regulations and supervision of Post 164 as may be promulgated by the Post Executive Committee and ratified by the Post Membership.

**Section 5.** Said Legion Riders Chapter Post 164 may adopt its own Constitution and By-Laws, subject to approval of same by the Post Executive Committee.

**Section 6.** Post 164 may cease its sponsorship of Legion Riders Chapter 164 for good cause, such as failure to maintain a minimum membership of at least ten (10) members, failure to function, participating in activities illegal, immoral or opposed to our form of Government and the American way of life, and at the discretion of the Post Executive Committee, subject to ratification by the Post membership.

**Section 7.** The Legion Riders Chapter Post 164 shall elect a Director from its membership. There shall be a member of the Post appointed Liaison to the Legion Riders Chapter. The

appointed Liaison shall report as directed by the Post Executive Committee concerning the Legion Riders Chapter activities.

## **ARTICLE XII – SOCIAL MEDIA AND THE INTERNET**

**Section 1.** Social Media Guidelines. All members of this post and all participants in the programs of this Post are required to adhere to the Social Media Guidelines promulgated by the Department of Texas.

**Section 2.** Ownership of Domain Names and Social Media Accounts. Applicants for social media accounts and registrants of domain names for this post or its programs are serving as agents of this post and ownership of these account and domain names are vested in the post. Applicants or registrants should obtain approval from the Post Executive Committee to establish a domain name or social media account. Applicants or registrants shall, upon demand, transfer the account or domain name to another individual designated by the Post Executive Committee.

## **BY-LAWS OF JONATHAN D. ROZIER, POST NO. 164**

### **KATY, TEXAS.**

#### **ARTICLE 1 – NAME**

**Section 1.** The Post existing under these By-Laws is to be known as Jonathan D. Rozier Post No. 164, The American Legion.

**Section 2.** The objects of this Post are as set forth in the Constitution.

#### **ARTICLE II – MANAGEMENT**

**Section 1.** The governance and management of Post 164 is entrusted to an annually elected Executive Committee, composed of:

- 1) Commander
- 2) First Vice Commander
- 3) Second Vice Commander
- 4) Adjutant
- 5) Finance Officer
- 6) Judge Advocate
- 7) Chaplain
- 8) Service Officer
- 9) Assistant Service Officer
- 10) Historian
- 11) Sergeant-at-Arms
- 12) Assistant Sergeant -at Arms
- 13) Executive Committee member #1
- 14) Executive Committee member #2.

**1.1** The Post Officers and Executive Committee will be elected annually as provided by Article V, Section 4 of the Post Constitution, and all such elected Officers will take office immediately upon installation.

**1.2** All Past Post 164 Commanders who served in that capacity while a member of the Post, while in good standing, shall have a voice, without vote, at all Executive Committee Meetings, unless holding a current officer position.

**Section 2.** The Post Executive committee shall meet for organization and such other business as may come before it at the call of the Post Commander within ten days after the installation of the new officers. Thereafter the Post Executive Committee shall meet at the call of the Post Commander at least once a month and as often as said Post Commander may deem necessary. The Post Commander shall call a meeting of the Post Executive Committee upon the joint written request of three (3) or more members of said Post Executive Committee. A majority of the members of the Committee shall constitute a quorum thereof.

**Section 3.** The Post Executive committee shall hire such employees as may be necessary; shall analyze and recommend to general membership for approval all Post expenditures; shall require



adequate bonds from all persons having the custody of Post funds; shall cause all funds to be placed in the hands of the Post Finance Officer for deposit and accounting purposes; shall hear the reports of Post Committee Chair, and generally, shall have charge of and be responsible for the management of the affairs of this Post. At the end of each fiscal year, a review committee shall be appointed with the Post Judge Advocate as Chairman to conduct a complete review of Post records before turning them over to the new Post Finance Officer. Except for hiring and firing of employees, all actions of the Post Executive Committee shall be submitted for approval to the membership at the next regular membership meeting.

### **ARTICLE III – DUTIES OF OFFICERS**

#### **Section 1. Duties of Post Commander –**

**1.1** The Post Commander will preside at all meetings of the Post and have general supervision over the business and affairs of the Post, and such officer shall be the Chief Executive Officer of the Post.

**1.2** The Post Commander shall perform such other duties as are directed by the Post.

**1.3** The Post Commander may authorize emergency expenditures up to \$500 and the Executive Committee may authorize emergency post expenditures up to \$1500 by two-thirds (2/3) vote of the Executive Committee without membership vote but shall bring before the membership body at the next scheduled monthly membership meeting the reason of the emergency expenditure and shall furnish a report to the Adjutant and Finance Officer.

**Section 2. Duties of Post First Vice Commander** -- The Post 1<sup>st</sup> Vice Commander shall assume and discharge the duties of the office of Post Commander in the absence or disability of, or when called upon by the Post Commander and shall be fully involved in, and responsible for, all aspects of Post Membership.

**Section 3. Duties of Post Second Vice Commander** -- The 2nd Vice-Commander will be in charge of Post Patriotic activities, and any other duties as may be required by the Post Commander and will provide programs that will attract membership attendance and they will also be accountable to the Executive Committee for all costs and expenditures related to such programs or events and will not dispense with Post funds for such programs and events until duly authorized to do so by the Executive Committee.

#### **Section 4. Duties of the Post Adjutant:**

**4.1** The Post Adjutant will oversee and keep full and correct records of all Post proceedings and meetings and will keep such records as the National and Department of Texas, The American Legion, may require.

**4.2** The Post Adjutant will issue membership cards, and will handle all certificates of transfer, will render annual reports of membership annually, or when called upon at a meeting, and will handle all Post correspondence, as described in Article V, of the Department of Texas Constitution.

**4.3** The Post Adjutant will be responsible for providing copies of the minutes of the previous Executive Committee and General Membership meetings. If copies are unavailable, then the minutes must be read.

**4.4** Serves as the Post Compliance Officer.

**4.5** The Post Adjutant, annually, and upon completion of Elections, ensure all newly elected Officers and Trustees of the Post pay their dues, enroll in, or have graduated from, the most recent American Legion Extension Institute Course within 90 days of installation, and sign the Post Conflict-of-Interest document.

## **Section 5. Duties of the Post Finance Officer**

**5.1** The finance officer/treasurer must be a person of proven integrity and experience in handling financial affairs.

**5.2** The Post Finance Officer shall have charge of all finances and see that they are safely deposited in a bank.

**5.3** The Post Finance Officer will report, once a month, in writing, to the Executive Committee and the Post membership meeting, on the condition of the finances of the Post.

**5.4.** The Post Finance Officer will make recommendations as may be deemed necessary for raising funds required to carry on activities of the Post.

**5.5** The Post Finance Officer shall sign all checks disbursing the moneys of the Post. The Finance Officer position will be bonded.

**5.6** The Post Finance Officer should utilize accounting procedures that are designed to meet the requirements of Legion Posts in maintaining a correct and permanent finance record.

## **Section 6. Duties of Post Judge Advocate**

**6.1** The Post Judge Advocate shall supply professional advice in the conduct of the Post business, or to retain proper counsel if required.

**6.2** The Post Judge Advocate shall be the Chairman of any committee concerning the amendment of the Post Constitution or By-laws.

**6.3** The Post Judge Advocate shall be in charge of the annual review of the Post financial accounts as set out in these By-Laws.

**6.4** The Post Judge Advocate shall be responsible for the orderly conduct of disciplinary procedures.

**Section 7. Duties of the Post Historian** -- The Post Historian shall be charged with the individual records and incidents of the Post and Post members and shall perform such other duties as may properly pertain to the office as may be determined by the Post or Post Executive Committee.

**Section 8. Duties of Post Chaplain** -- The Post Chaplain shall be charged with the spiritual welfare of the Post comrades and will offer divine but non-sectarian service in the event of dedications, funerals, public functions, etc., adhere to such ceremonial rituals as are recommended by the National or Department Headquarters from time to time.

**Section 9. Duties of Post Sergeant at Arms** -- The Post Sergeant at Arms shall preserve order at all times and meetings and shall perform such other duties as may be from time to time assigned to the Post Sergeant at Arms by the Post Commander or Post Executive Committee. The Post Sergeant at Arms shall have charge of the Post Colors and shall not display or permit them to be displayed without specific authority of the Post Commander.

**Section 10. Duties of Post Assistant Sergeant at Arms** -- The Post Assistant Sergeant at Arms shall assist the Sgt-At-Arms to help preserve order at all times at meetings and shall perform such other duties as may be from time to time assigned to the Post Assistant Sergeant at Arms by the Post Commander or Post Executive Committee.

**Section 11. Duties of Post Service Officer** -- The Post Service Officer shall comply with the Service Officer's Manual and Post Officers Guide of The American Legion, and recommendations of National and Department Headquarters, and needs of this Post.

**Section 12. Duties of Post Assistant Service Officer** -- The Post Assistant Service Officer shall aid the Post Service Officer and must comply with the Service Officer's Manual and Post Officers Guide of The American Legion, and recommendations of National and Department Headquarters, and needs of this Post.

## **ARTICLE IV – DELEGATES**

**Section 1.** Delegates and alternates to a Department, Division, or District Convention shall be elected by the Post at a regular meeting of the Post to be held not less than fifteen (15) days prior to the date of such convention. However, the Post, by two-thirds (2/3) vote of members present may authorize the Post Commander to appoint said delegates. The Post Commander shall, immediately upon their election or appointment, designate the chairman. Alternates for delegates shall have all the privileges of registered delegates except that of voting. A registered delegate is one who has received their credentials after their registration fee has been paid.

**Section 2.** Each duly registered delegate shall be entitled to one vote. At the time the delegates are elected, the Post will select either the Pro-Rata Rule or the Modified Unit Rule, as described below, as the method of voting for those delegates who do not attend the convention.

**Modified Unit Rule:** Each duly registered delegate shall be entitled to one vote, unless there are less delegates than votes. Under those circumstances, each delegate will cast one vote, then any votes of absent delegates will be cast, in their entirety, in accordance with the majority of the delegates in attendance.

**Pro Rata Rule:** Each duly registered delegate shall be entitled to one vote, unless there are less delegates than votes. Under those circumstances, each delegate present will be entitled

to a portion of the total number of votes allocated to the Post that is directly proportionate to the percentage that the delegate represents of the total delegation present.

**Section 3.** The chairman of the delegation shall cast the entire delegate vote on any convention matter, after first polling the delegates present, so as to reflect the vote of each delegate present.

## **ARTICLE V – DUES FISCAL YEAR**

**Section 1.** Annual membership dues will be as prescribed by the Post, and will be payable on, or before, October 20th, of each year, for the succeeding calendar year.

**Section 2.** Following the calendar year, a member becomes delinquent for non-payment of dues by January 1st, and if he /she continues to be delinquent, will lose all Post privileges by February 1st, such membership will be forfeited on June 30th, if still delinquent.

**Section 3.** All newly elected Post Officers will pay their next year's dues immediately after being elected by the Post membership, and according to Article V of the Post Constitution.

**Section 4.** Those members who wish to apply for Paid-Up-For-Life (P.U.F.L.) Membership are allowed to do so by contacting National American Legion.

**Section 5.** The newly elected Post Officers shall be installed at a regular or special meeting, as may be designated by the Post Executive Committee, as soon as practicable after the annual election, not later than the first regular Post meeting in August following their election, and according to Article V, Section 4 of this Constitution.

**Section 6.** The Chairman of the membership committee may recommend to the Post Executive Committee the names of members whose dues shall be paid for by the Post with reasons for such recommendation. The Post Executive Committee shall have the power to approve or reject such recommendations except new members and transfers.

## **ARTICLE VI – POST COMMITTEE APPOINTMENTS**

**Section 1.** The Post Commander, immediately upon taking office each year, shall appoint such standing committees as the Post Commander deems necessary for the efficient operation of the Post, such as those listed in the Post Officers Guide; the Post Commander shall also appoint such other committees as the Post Commander finds to be necessary from time to time. All such committees shall consist of such members and the chairman thereof as shall be designated by the Post Commander and confirmed by the Post Executive Committee.

**Section 2.** The duties and functions of the respective Post committees shall be in accordance with the current Post Officers Guide of The American Legion and with the recommendations of National and Department Headquarters.

## **ARTICLE VII – RESOLUTIONS**

**Section 1.** All resolutions of State or National scope presented to this Post by a member or reported to this Post by a committee shall merely embody the opinion of this Post on the subject and copy of same shall be forwarded to the Department Headquarters for its approval before any publicity is given or action other than mere passage by the Post is taken.

## **ARTICLE VIII - MEETINGS**

**Section 1.** Regular Post meetings will be held each calendar month, on a day designated by the Post Commander, or Executive Committee, for the purposes of transacting such business as may properly be presented for consideration and/or action by the Post membership and shall be open to all members of the Post.

- a. The Post may conduct its meetings in person, by utilizing a virtual format, or a combination of both.
- b. The Post shall use its best efforts to implement any meeting with full regard for the need to maintain, as much as possible, accessibility for all members, including those with disabilities and those who lack access to sophisticated technology.
- c. Members are responsible for their own technological needs, including installing any required software.
- d. In-Person Meetings: Members unable to attend an in-person meeting may be able to access the meeting utilizing a virtual format. Upon proper verification, members accessing the in-person meeting online can be counted in establishing a quorum and, if authorized, may vote on meeting actions.
- e. Alternate Meeting Formats:
  - (1) Post meetings may use any variety of electronic or hybrid methods necessary to conduct the business of the Post. These could include fully virtual meetings, teleconferences, or software such as Zoom or Webex.
  - (2) The Post Adjutant will notify the Commander, Post Officers, Committee Chairmen, and Post Members through the Post Hubmaster system of access requirements. It is the responsibility of the members to have the equipment and software necessary for the meeting.
  - (3) During a called virtual meeting, the Post Adjutant, with assistance of the Post Sgt-At-Arms, shall ensure that all participants are members in good standing and that a quorum is present.
  - (4) Any action that could be taken at an in-person meeting, including amendment of the Constitution and By-laws, may also be taken at a virtual or hybrid meeting held pursuant to this provision.

- (5) If there is a vote, the Post Adjutant must make a record of the vote and ensure that every voter is sufficiently identified and a member of the Post in good standing.

**1.1** The Adjutant and Post hub master will provide membership virtual meeting instructions utilizing the Post communication systems at least 48 hours in advance of the meeting time.

**1.2** All meetings of the Post shall be open to all members in good standing of the Post.

**1.4** Attendees without voice or vote may only speak as provided by the presiding officer.

**1.5** At the start of or during any (regular) Post meeting, the only caps or head gear allowed to be worn by Post members, non-members, visitors, or guests attending such regular meeting, will be officially approved, for such purposes, by the Post.

**1.5.1** "Official" caps, or head gear, worn by a (visiting) Post, Department (or State) Commander or the National Commander of The American Legion, or any other Veteran's Organization, will be allowed at a regular meeting of the Post.

**1.5.2** All other head gear, caps, covers, etc. not approved by the Post, or clearly defined in these By-Laws must be removed for the entire duration of the meeting. No exceptions will be allowed.

**1.6** The minutes of the previous meetings of the Board of Trustees, the Executive Committee and the Post general membership will be read, unless copies are provided, and filed.

**1.7** Such meetings may be converted to entertainment meetings, as may be required, or deemed to be advisable by the Officers of the Post.

**1.8** All proceedings at a regular meeting will comply with the current issue of The American Legion Manual of Ceremonies.

**Section 2.** Any other special business or social meetings may be scheduled, as deemed necessary, by the Post Commander or Executive Committee.

**Section 3.** The Post Commander, or Executive Committee, upon receiving a written request, or petition, signed by not less than five (5) Post members in good standing, requesting a special meeting of the Post, will arrange such meeting not less than seven (7) days, nor more than fourteen (14) days after receipt of such petition, and not before notifying the Post general membership that such a meeting will be held.

**3.1** The petition will clearly state the purpose for which the meeting is requested, and the subject matter to be discussed.

**3.2** Notices informing the Post general membership of such special meeting will include the full substance of the petition or request for the special meeting.

**3.3** After the special meeting is called to order, any subjects that are not specifically described in, or directly related to the petition or substance, will not be allowed to be addressed during said meeting.

**Section 4.** At least five (5) members, in good standing, and a majority of Post Officers will constitute a quorum at any general membership or special meetings of the Post.

**Section 5.** No member will speak more than twice on any matter or subject brought before the meeting, unless said member is responding to a direct question from the Chairperson. A member will be allowed to speak for a period of no more than five (5) minutes.

**5.1** The Post Commander will, after deliberation, put the matter to a vote, provided the matter to be voted upon meets all criteria, as defined in these By-Laws.

**Section 6.** Any member failing to adhere to these regulations, at any meeting, may be requested by the Post Commander, or presiding Post Officer, to voluntarily leave the meeting, and failing that, will be escorted from the meeting by the Post Sgt.-at-Arms.

## **ARTICLE IX – SUBSIDIARY CORPORATIONS**

**Section 1.** This Post may create a wholly owned subsidiary that is a not-for-profit entity that is recognized as a corporation. It will be organized exclusively for charitable, educational, religious, scientific, or literary purposes under Section 501(c) (3) of the Internal Revenue Code.

**Section 2.** The five rules of subsidiary corporations for Post 164, that include the Sons of The American Legion Squadron 154 and The American Legion Post 164 Riders, are as follows:

**2.1.** All officers, directors, trustees, etc. must be named by the Post, nominated by the Post Commander and confirmed by the Post Executive Committee.

**2-2.** All vacancies in the subsidiary organization must be filled by the Post.

**2-3.** The subsidiary corporation must report to the Post no less than once per month, and these reports must include financial reports.

**2-4.** The Post Finance Officer must be a signatory on all accounts.

**2- 5.** All articles of incorporation or bylaws must be approved by the Department. Amendments to the incorporation or bylaws must be so approved.

## **ARTICLE X – NOTICES**

**Section 1. Current Address Policy** - Every member shall furnish the Post Adjutant with his/her address and email address (if applicable) for notification purposes. Notices sent to the last known address or email address shall constitute sufficient legal notice.

**Section 2. Annual Election Policy** - The Post Adjutant shall cause notice of the annual election to be given at least one (1) regular Post meeting prior to the election date, but in no event less than fifteen (15) days prior to the election date. Announcement of election may be made public by posting said notice on the Post's website, monthly newsletter, local newspaper covering

Post's membership area, email or other electronic communications, presently existing or existing in the future. However, such shall not relieve the Post of, at least, sending post cards, by United States Mail, to those members with a mailing address only.

**Section 3. Statement of Nondiscrimination** – In its efforts to promote nondiscrimination, the Post does not discriminate based on race, religion, color, national origin, gender, sex or disability in accordance with Title VI of the Civil Rights Act of 1964, as amended.

**Section 4. Whistleblower Protection Policy** – Neither the Post Commander, Post officers nor Post Executive Committee shall unlawfully retaliate against any member for bringing a grievance or complaint under these By-Laws.

**Section 5. Conflict of Interest Policy** – No person in a position of authority over the Post, such as the Post Commander, Post Officers or members of the Post Executive Committee may benefit personally from a decision they could make. If such conflict should arise, that person shall abstain from voting in the pertinent matter.

**Section 6. Written Documentation Retention/Destruction of Confidential and Sensitive Documents Policy** – Any person that possesses or maintains such information is required to take reasonable measures to protect against unauthorized access to or use of the information in connection with its disposal. In addition, Sarbanes-Oxley requires that records be retained for all audits and legal proceedings.

#### **6.1 Record Types and Retention Periods:**

- (1) Accounts Payable/Receivable Ledgers – 7 years
- (2) Audit Reports of Accounts – Permanently
- (3) Bank Statements – 7 years
- (4) Contracts and Leases – Permanently
- (5) Correspondence (Legal) – Permanently
- (6) Membership Applications – 3 years
- (7) Insurance Records – Permanently
- (8) Tax Returns – 7 years
- (9) Training Manuals – Permanently

**Section 7. IRS Authority to Request Information (Public Disclosure Policy)** – The Post must make available for public inspections IRS annual returns and applications for exemption and must provide copies of such returns and applications to individual who request them. Copies usually must be provided immediately, or as soon as reasonably possible, in the case of in-person requests, and within 30 days in the case of written requests. The tax-exempt organization may charge a reasonable copying fee plus actual postage, if any.

**Section 8. IRS 990 Compliance Policy** – The IRS Form 990 must be filed annually by the 15th day of the 5th month after the close of the tax year. The Pension Protection Act requires the IRS to revoke the tax-exempt status of any organization that fails to meet its annual filing requirement for three (3) consecutive years.



**Section 9. Review of Form 990 by Executive Committee** – Data will be gathered to complete the IRS Form 990 and shared with the Post Executive Committee no later than the Post Executive Committee meeting prior to the filing month. The Post Executive Committee will review the completed IRS Form 990 annually before it is sent to the IRS.

## **ARTICLE XI – RULES OF ORDER**

**Section 1.** All Post proceedings will be conducted under, and pursuant to the latest version of Robert's Rules of Order, except as herein otherwise provided, and in full accord with the ceremonial procedural rules established by the American Legion for such purposes.

**Section 2.** In the case of electing Officers of the Post, the Commander (of record) will follow the following prescribed rules governing election of Post officers:

**2.1** Adherence to proper American Legion meeting decorum.

**2.2** All new members and/or transfer members will be duly recognized and voted on before the beginning of the election phase of the meeting.

**2.3** Normal orders of business will be suspended for the purposes of electing Officers of the Post for the next fiscal year.

**2.4** Considerations shall be given to selecting a "vote-count" committee, for the purposes of insuring speedy and accurate results.

**2.5** Prior to the vote for an Officer's position, all candidates for such position must be introduced and given the opportunity to explain his/her qualifications for such position. This privilege is reserved for candidates only. Written, faxed, or e-mailed comments from friends of the candidate will not be allowed.

**2.6** Any candidate for an Officer's position, who may not be present, must have presented a formal letter of nomination acceptance to the Post Commander or Adjutant prior to the meeting to elect Post Officers.

**2.7** Only Post members with valid membership cards will be permitted to cast a vote for a candidate seeking an Officers position.

**2.8** Members present and voting will write the name of his/her choice for Officer of the Post. There will be one candidate name (only) on each ballot.

**2.9** All such ballots must be retained in Post records for a period of not less than one (1) year from the date of the election.

**2.10** After the election of Post Officers has been completed, the meeting will revert to the normal order of business, after which the Commander may waive such business until the next scheduled regular Post membership meeting.

**2.11** These rules will also apply to the election of Officers of the Post-Sponsored Sons of the American Legion and The Legion Riders. There will be no exceptions to these rules.

## **ARTICLE XII– LIMITATIONS OF LIABILITIES**

**Section 1.** This Post shall incur, or cause to be incurred, no liability, nor obligations whatsoever which shall subject to liability any other Post, subdivision, group of men or women, members of The American Legion, or other individuals, corporation, or organization.

**Section 2.** All Post officials handling American Legion money shall be bonded with a bonding and surety company in an amount equal to double the average amount of money handled in a single year or such other amount as the Post Executive Committee deems adequate to protect the funds of the Post.

**Section 3.** Bonds for Post officials shall be approved by the Post Judge Advocate and the Post Executive Committee.

**3.1** Posts shall provide the Department Judge Advocate with a copy of all surety bonds, annually by October 1<sup>st</sup>.

## **ARTICLE XIII – AMENDMENTS**

**Section 1.** All proposed amendments to these By-Laws must be presented to the Post Chairman of the Constitution and By-Laws Committee. The By-Laws of the Constitution of the Post can be amended at any regular Post meeting, by a vote of two-thirds (2/3) of the Post members attending such regular meeting, provided that:

**1.1** The proposed amendment has been submitted, in writing, to the Executive Committee, in session, for approval or rejection, by a majority vote of the Committee, and further provided that:

**1.1.1** Such amendment does not conflict with the Constitution or By-Laws of the Department of Texas or The American Legion.

**1.2** If accepted by the Executive Committee, such amendment will then be presented to the Post general membership for final acceptance, or rejection.

**1.3** If rejected by the Executive Committee, the proposed amendment may then be taken to a regular Post meeting as a minority report, provided that:

**1.3.1** The Post general membership has been given written notice, fully describing the proposed amendment, at least five (5) days in advance of the date of such meeting.

**1.3.2** The proposed amendment has been submitted in writing and read at the next Post general meeting preceding the meeting to vote on such amendment.

**1.4** An amendment can be accepted, or rejected, in whole or in part. If partially rejected, it may

be modified accordingly and may then be re-submitted for approval in accordance with Section 1 of this Article.

## **ARTICLE XIV - BOARD OF TRUSTEES**

**Section 1.** The Post general membership will elect a Board of Trustees, herein referred to as the “Board,” to consist of five (5) members, in good standing, to serve terms of five (5) years.

**1.1** The Post Commander, of record, will be a member of the Board, with voice and right to vote, during his/her term of office.

**1.2** The Post Finance Officer, Judge Advocate, and Adjutant of record, will be a member of the Board, with voice, but no right to vote, during their term of office.

**Section 2.** At the first regular meeting of the Board will be held no later than thirty (30) days after the regular Post elections, the Board will elect a Chair, Vice Chair and Secretary, who will serve terms of one (1) year each and be eligible to succeed themselves during their remaining (elected) terms as a general member of the Board.

**2.1** The Board will meet monthly, but prior to the monthly Post Executive Committee meeting, and at any other time the Chair of the Board may deem necessary.

**2.2** The Chair will call a meeting of the Board after receiving a joint written request from three (3) members of the Board, or at the demand of five (5) or more members of the Post Executive Committee.

**2.3** All members of the Board will be given seventy-two (72) hours of notification prior to any special meeting.

**2.3.1** The majority of members of the sitting Board Members will constitute a quorum for such a meeting.

**2.4** All meetings of the Board will be open to any Post member in good standing.

**Section 3 .** All members of the Board will serve without pay, and a blanket bond will cover all Officers with a surety company in the amount equal to the Post’s liquid assets, to be paid for out of Post funds.

**Section 4.** If a vacancy occurs, the Executive Committee may appoint an interim Trustee until the annual elections.

**Section 5.** The duties of the Board will be to take charge of all trust funds and of all properties, real, personal, or mixed, the title of which is owned partially, or wholly by the Post.

**5.1** Any expenses incurred by members of the Board, during the discharge of their official duties,

will be submitted to the Chair for approval and reimbursement.

**5.1.1** All such expenses must be properly documented with all applicable receipts attached.

**Section 6.** The Board will oversee operation, maintenance, improvements or expansions of all buildings, grounds, and other properties partially, or wholly owned and/or rented/leased by the Post.

**6.1** The Board will be entrusted with approving all contracts pertaining to the rental, or leasing, of Post property (excluding Hall Rentals), or grounds, and all contracts pertaining to the maintenance, repairs, improvements, or expansions of all buildings or grounds. The Board may not sub-rent or sub-lease Post controlled property without written approval of such action by the Executive Committee.

**6.2** The Board will ensure that such properties are in full compliance with all applicable codes, regulations and/or ordinances.

**6.3** In addition, to the duties required elsewhere in this Article, the Board will maintain adequate fire, windstorm, tornado, gas explosion, flood, and public liability insurance to properly protect the Post against any such losses.

**Section 7.** The Board will provide all funds received and bills to be paid to the Post Finance Officer for action.

**Section 8.** The Chair of the Board, or Vice Chair in the absence of the Chair, will have the authority to spend no more than five hundred (\$500.00) dollars in any one month, without calling a special Board meeting, voting electronically (e.g. email), to address the need to spend additional funds.

**8.1** All expenditures so made will be fully explained to the Board at its next regular meeting and will be included in the monthly report to the Executive Committee and Post general membership respectively.

**8.2** All expenditures more than five hundred} (\$500.00) dollars must be approved by the Board, in a meeting, and as further prescribed in these By-Laws.

**Section 9.** The Board Secretary will keep accurate minutes of all meetings of the Board and make them available to the Executive Committee and general membership.

**9.1** A complete financial statement will be presented each month to the Executive Committee, who will then present both Board minutes and financial statements at the following Post general membership meeting.

**9.1.1** Such reports will be made by the Chair of the Board, or by someone duly acting in their behalf.


**9.2** The Post Finance Officer, as a member of the Board, will ensure payment of all bills pertaining to improving the buildings and grounds, as further described in this Article, and will ensure payment of all other bills, as may be required.

## **ARTICLE XV- GENERAL ENACTING PROVISION**

**Section 1.** The provisions of the Constitution and By-Laws, and as hereafter may be amended, shall become effective immediately upon adoption. Conflicting provisions in the preexisting Constitution and By-Laws are repealed and terminated by the adoption of this Constitution and By-Laws, unless otherwise specifically provided.

**POST CERTIFICATION**

We the following officers of Jonathan D. Rozier Katv, Post No. 164 The American Legion, hereby certify that the foregoing revised Constitution and By-Laws, after due notice was given to all members, was adopted at a regular meeting of this Post held on the 17th day of December 2024.

ATTESTED:   
POST JUDGE ADVOCATE

ATTESTED:   
POST COMMANDER

William W. Kennison  
ATTESTED:  
POST ADJUTANT

**DEPARTMENT CERTIFICATION**

Approved by the Department Judge Advocate on this 11th day of January, 2025.

  
Department Judge Advocate