CONSTITUTION & BYLAWS

CHAIRMAN
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Report Due: None

Key Program Statements

- The Constitution & Bylaws program informs and educates members of the American Legion Auxiliary on the importance and power of having properly written and regularly reviewed and updated governing documents at all levels of the organization.
- Your governing documents include your articles of incorporation (if incorporated), constitution, bylaws, standing rules, and policies.
- These fundamental rules of the organization state how the membership agrees to govern itself, how it will choose its leaders, hold its meetings, and policies of the administration of the organization.
- Knowing the non-profit laws in your state provides the essential foundation for your governing documents at the department, district, county, and unit level.
- The importance of having governing documents in place to allow operations to continue in an emergency has become absolutely vital.
- Keeping your governing documents up to date and making them available to all members are key to a healthy organization that functions as a team to support our veterans, military, and their families. Department can only accept, not approve, all Constitution & Bylaws and Standing Rules.
- Remember that department, district, county, and unit constitution, Bylaws, and standing rules cannot be in conflict with national governing documents.
- When the national constitution, Bylaws, and standing rules change, departments, districts, counties, and units should automatically update their governing documents.
- Contact your Department Constitution & Bylaws Chairman for assistance. The National Association of Parliamentarians is a good resource to find a professional registered parliamentarian near you.

As the new year begins, it's important to review your organization's constitution and bylaws if you haven't already. These rules are considered essential by your organization and can only be modified after informing the members and obtaining a large majority vote. Additionally, they are a permanent corporate record that must be preserved.

To ensure timely distribution to members, it is recommended to start drafting proposed amendments in advance. It is important to review your C&B and locate the article titled "Amendment," which outlines the necessary notice period required for proposed amendments to be given to members.

Attached is an example of Constitution and Bylaws. It is just a GUIDE. Robert's Rules of Order, Newly Revised, provides guidance on the items to include.

Department of Ohio Plan of Action

Constitution:
PREAMBLE
ARTICLE I: NAME
ARTICLE II: NATURE
ARTICLE III: ELIGIBILITY
ARTICLE IV: UNIT OFFICERS
ARTICLE V: UNIT EXECUTIVE COMMITTEE
ARTICLE VI: AMENDMENTS

Bylaws:
ARTICLE I: MEETINGS - Regular, special, electronic, and quorum needed
ARTICLE II: EXECUTIVE BOARD - Composition, duties and powers, meetings, and quorum.
ARTICLE III: OFFICERS - Officers and duties, nomination and election process, term of office, removal from office, filling a vacancy, limitations on holding office.
ARTICLE IV: FINANCE
ARTICLE V: ELECTIONS
ARTICLE VI: INITIATION
ARTICLE VII: COMMITTEES - Composition and purpose of standing committees; special committees and how they are appointed; ex-officio members.
ARTICLE VIII: FISCAL YEAR
ARTICLE IX: DISCIPLINE
ARTICLE X: PARLIAMENTARY PROCEDURES - The ALA uses Robert's Rules Newly Revised.
ARTICLE XI: AMENDMENT OF BYLAWS - Advance notice of amendments, how it is to be given, approval vote needed.

To ensure a successful adoption process, it's important to have a small group of experienced members who are knowledgeable in writing governing documents and reviewing them. Going solo is not recommended. Bylaws for units must be tailored to meet the specific needs of the organization's level, but they cannot conflict with national bylaws. For instance, larger units may appoint chairmen for each program, while smaller active units may focus on just a few programs. It's crucial to use "may" instead of "must" when flexibility is needed. Amending governing documents can be done through a motion.

Every nonprofit that is incorporated has to abide by the laws of the state in which they are incorporated. To ensure compliance with state laws, it's advisable to get a professional registered parliamentarian to review your documents and identify any areas that may need attention.

It's important to maintain proper records of when changes are made and update the official governing document as needed. This document serves as a corporate record and should be accessible to all members, not just the leadership. It's a wise decision to ensure that the governing documents are readily available to your membership.

Standing Rules:
Standing Rules are focused on the procedures and are more specific and administrative compared to bylaws. They provide additional information about the provisions mentioned in the bylaws. Along with the Constitution and Bylaws, Standing Rules hold significant importance. They must be adhered to but can be amended more frequently as per the requirements to ensure the unit's productivity.

Except when specified in the Bylaws or these Standing Rules, a standing rule may be amended or rescinded by a two-third vote of the membership or, if notice has been given, by a majority vote.

The following is the required beginning of your standing rules document:

RESOURCES:

- National Constitution, Bylaws, and Standing Rules (available on www.ALAforVeterans.org)
- National Auxiliary website: www.ALAforVeterans.org/resources. Go to Department/Units column, click on DEC/Board and Responsibility.
- Roberts's Rules of Order, Newly Revised, https://robertsrules.com
- ALA Department of OH www.ALAohio.org

It is recommended that each unit have a copy of Roberts' Rules of Order Newly Revised for reference if necessary.

Attachments are only a guide to assist with writing the unit's constitution and bylaws and standing rules.

The role of the Department Constitution and Bylaws Chairman is to review your submitted Constitution and Bylaws, as well as your Standing Rules, to ensure accuracy and alignment with the requirements of both the Department and National. If everything is in order, the chairman will accept them and send them to Department Headquarters. If there are any issues, the chairman will return them with a letter of recommendation.

Department of Ohio Plan of Action

Proposed Amendment to [*location in Constitution/Bylaws/Standing Rules goes here]*		
Current Wording	Proposed Amendment	If Adopted, Will Read
Location in Constitution/Bylaws/Standing Rule	Amend by *Location in Constitution/Bylaws/Standing Rule*	*Location in Constitution/Bylaws/Standing Rule*

Proposed by: _____

Rationale: