



CONSTITUTION AND BY-LAWS

of

THE AMERICAN LEGION

ALBERT E. BAESEL POST 91, Inc.

BEREA, OHIO

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 per cent Americanism;
To preserve the memories and incidents
Of our associations in the Great 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.

CONSTITUTION

ARTICLE I

Name

The name of this organization shall be the Albert E. Baesel Post 91 Incorporated, The American Legion, Department of Ohio.

ARTICLE II

Purpose

The purpose of this Post shall be to promote the principles and policies set forth in the foregoing Preamble, the National Constitution of the American Legion and the Department Constitution of the American Legion of Ohio.

ARTICLE III

Nature

Section 1. This Post is a civilian organization; membership therein does not affect nor increase liability for military or police service.

Section 2. This organization shall be absolutely non-political 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 his/her military or naval title in any meeting of this Post.

Section 4. This organization shall maintain strict neutrality on all questions concerning Religion and Industrial Strife.

ARTICLE IV

Membership

Section 1. Eligibility to membership in this Post shall be as prescribed by the National Constitution of The American Legion.

Section 2. No person who is a member of an organization which has for its aim the overthrow of the United States Government by force or violence, or who subscribes to the principles of any group opposed to our form of government, shall be eligible to become or remain a member of the Post.

Section 3. No person who has been expelled by another Post shall be admitted to membership in this Post without the consent of the expelling Post, or, if such consent be denied, the permission of the Executive Committee of the department of the expelling Post.

Section 4. Application for membership shall be made in writing upon such form as may be required by the Post Executive Committee, and shall be accompanied by one year's membership dues **and proof of eligibility (DD214 or equivalent)**, which shall be returned in the event of the rejection of such application.

Section 5. All applications for membership shall be acted upon at the next Post meeting following the making of such application, and shall, at such meeting, be accepted, rejected, or referred for further investigation and consideration. If a majority of the members present vote against the acceptance of any application, then such application shall be recorded as rejected.

Section 6. Annual membership dues shall be in such amount, not less than the sum of annual National, Department and District dues, as the Post shall from time to time determine.

Section 7. Legion membership is annual, the Legion year being from January 1st to December 31st. Dues are payable July 1st in advance. If dues are not paid by January 1st of each calendar year, the member becomes delinquent. If dues have not been paid by February 1st, the member is suspended, but nevertheless a member with no privilege except that of reinstatement by vote of the Post and payment of dues; and dues not being paid, such membership continues for a period of five months, to June 30th at which time the member is dropped from the roll by Constitutional mandate and the membership forfeited.

Section 8. Any member of this Post may be suspended or expelled for cause, after charges are preferred in writing, under oath and a fair trial had upon same, as specified in Article IV, Section 2, of the Department of Ohio By-Laws.

Section 9. An expelled member may be reinstated only upon a two-thirds vote of the members present at a regular Post meeting - provided, however, that he/she shall have made payment of any arrears in his/her dues at the time of his/her expulsion; and also other regular dues which have become payable during the time between his/her expulsion and his/her reinstatement.

ARTICLE V
Officers

Section 1 The administrative affairs of this Post of the American Legion between business meetings of the Post shall, except as may be otherwise provided in the By-Laws, be under the supervision of an Executive Committee. Terms of office on this Committee shall be as follows:

- a) All Officers shall be elected annually.
- b) One elected Committee member for each 100 members shall serve one-year terms.

Section 2(a). The elected Officers of this Post shall be:

Commander
1st Vice Commander
2nd Vice Commander
Adjutant
Finance Officer

Section 2(b). The appointed Officers of this Post shall be:

Sergeant-at-Arms
Chaplain
Historian
Service Officer
Assistant Finance Officer
Judge Advocate

Section 3. All Officers and Executive Committee members shall hold office until their successors are duly installed.

Section 4. All Officers, Executive Committee members, delegates and alternate delegates from this Post shall be expected to attend all business meetings of this Post. "Business meeting" is defined as any Post and Executive Committee meeting excepting social meetings of this Post. Absence of the above members from any meeting ("business meeting") may be excused for business or personal reasons if prior notice is given to the Commander by the person unable to attend. The resignation of a Post Officer or Executive Committee member shall happen in one of three ways: 1) Written notice to the Commander. 2) Verbal resignation to the members in a regular meeting. 3) The absence from an elected office or position for three consecutive meetings without prior notification and approval by the members at a regular meeting.

Section 5. Any member in good standing shall be eligible to hold office in this Post. **As per Robert's Rules of Order, any employee of the Post who also serves on the Executive Board must recuse oneself from votes dealing with one's job and remuneration.**

Section 6. The duties of Officers and the Executive Committee shall be those usual to such Posts, as further provided in the By-Laws.

Section 7. At the first meeting in March, the Commander shall appoint a nominating Committee. This Committee shall present to the general membership, at the first meeting in April, a list of qualified candidates for the various elected offices, Executive Committee members, and delegates. The Committee shall then prepare a ballot for use at the election, to be held the first regular meeting in May.

Section 8. In addition to the above, floor nominations will be in order if properly seconded; provided that the nominee is present to accept nomination and affirm that he/she will perform the duties of office.

Section 9. A majority of the votes cast elect any Officer. Should more than two candidates be nominated for the same office and neither or none receives a majority of the votes cast, the candidate receiving the fewest votes shall be dropped from the next ballot.

Section 10. Officers will be installed on election night and **immediately assume the duties of the office elected to.**

ARTICLE VI

Finance

Section 1. Revenue of this Post shall be derived from membership and initiation fees, from annual membership dues, and from such other sources as may be approved by the Post Executive Committee as defined in the By-laws.

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

Section 3. The Post shall pay to Departmental headquarters the National and Departmental annual membership dues for all members of the Post; and to the District headquarters the annual District membership dues of all members of the Post.

ARTICLE VII
Charter Members

Section 1. Members whose names appear on the charter issued to this Post September 5, 1919 shall be known as Charter Members.

ARTICLE VIII
American Legion Auxiliary

Section 1. This Post recognizes an auxiliary organization, to be known as the Auxiliary Unit of Albert E. Baesel Post No. 91, The American Legion, Department of Ohio.

Section 2. Membership in the Auxiliary shall be in accordance with rules prescribed by the National Constitution of the American Legion.

ARTICLE IX
Sons of the American Legion

Section 1. This Post recognizes a sons of the American Legion Squadron. To be known as the John Summa Squadron of Albert E. Baesel Post No. 91. The American Legion. Department of Ohio.

Section 2. Membership in this unit shall be in accordance with rules prescribed by the National Constitution of the sons of the American Legion.

ARTICLE X
American Legion Riders

Section 1. This Post recognizes an organization to be known as the American Legion Riders of Albert E. Baesel Post No. 91. The American Legion, Department of Ohio.

Section 2. Membership in this unit shall be in accordance with rules prescribed by the National Constitution of the American Legion Riders.

ARTICLE XI
Amendments

Section 1. This Constitution is adopted subject to the provisions of the National Constitution of the American Legion and of the Department Constitution of the Department of Ohio, The American Legion. Any amendment to said National or Department Constitution which conflicts with provisions of this Post Constitution shall take precedence over Post regulations - in effect and automatic repeal or modification of such regulation to the extent it is in conflict with the National or Departmental amendment.

Section 2. This Constitution may be amended at any regular Post meeting by two-thirds vote of the Post; members in attendance at such regular meeting; providing, however, that the proposed amendment shall have been submitted in writing and read at the next preceding regular meeting of the Post; and providing, further, that published notice of the proposal to amend the Constitution is given to each member at least five days in advance of the date of the meeting at which said amendment is to be voted upon.

BY-LAWS
ARTICLE I

Section 1 The Post existing under these By-Laws is to be known as Albert E. Baesel Post No. 91 Incorporated, The American Legion, Department of Ohio.

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

ARTICLE II
Management

Section 1. The government and management of the Post is entrusted to an Executive Committee, said members shall be as set forth in the Constitution.

Section 2. The Executive Committee shall, as otherwise provided herein, exercise the authority of the Post; shall; authorize Post activities; shall, by the 15th day of August each year, adopt a budget of expected receipts and expenditures; shall from time to time amend the budget as it deems necessary or desirable; shall consider for approval all disbursements submitted by the Finance Officer's reports; shall, at any time deemed necessary or desirable, require the Finance Officer to obtain prior approval of the Executive Committee before making of a disbursement; shall hire such employees for Post purposes as deemed necessary or desirable for the proper management and government of the Post. **The Executive Committee shall review the Post Income Tax Return prior to it being submitted to the Internal Revenue Service.**

Section 4. All minutes of Executive Committee meetings shall be submitted to the next Post meeting for approval by a majority of the members present. All actions taken by the Executive Committee and approved by the Post via voting approval of the minutes of Executive Committee shall be final; and can only be changed if a written petition requesting the change be presented by a group of 5 members in good standing with said petition approved by a two- thirds majority of the members voting.

Section 5. All vacancies in the Executive Committee (or any office of the Post) from cause other than expiration of a term, shall be filled by appointment by the Executive Committee, and such appointee shall hold office during the unexpired term of the member he/she replaces.

ARTICLE III
Post Executive Committee

Section 1. The Executive Committee shall consist of the following: Commander, 1st Vice Commander, 2nd Vice Commander, Adjutant, Finance Officer, one elected Committee member (elected annually) for each 100 members, and the immediate past Post Commander.

Section 2. The Post Executive Committee shall meet for organization and such other business as may come before it by call of the Post Commander within 10 days after the installation of the new Officers. Thereafter, the Post Executive Committee shall meet at least once each month, as often as said Commander deems necessary. The Commander shall also call a meeting of the Post Executive Committee at any time he is requested to do so by joint written request of 3 or more members of said Post Executive Committee – one over half of the members of the Committee shall constitute a quorum thereof.

Section 3. The Post Executive Committee shall approve the hiring of necessary employees; shall authorize and approve expenditures; shall require adequate bonds from persons in custody of Post funds; shall hear the reports of Post Committee chairmen; and; in general shall have charge of and be responsible for the management of the affairs of this Post.

ARTICLE IV **Duties of Officers**

Section 1. Post Commander The Post Commander shall preside over all meetings of the Post and shall have general supervision over the business and affairs of the Post, and will be chief Executive Officer of the Post for his/her term of office. The Post Commander shall be the Ex- Officio chairman of all Committees. He/She shall approve orders for disbursement of funds, shall make an annual report covering the activity of the Post for the year with recommendations for the ensuing year to be read at the annual meeting; and shall forward a copy of said report immediately thereafter to the Department Adjutant. He/She shall perform such other duties as required by the Post.

Section 2. Further, the Commander shall be the Executive head of the Post; shall preside at meetings of the Executive Committee in addition to those of the Post in general; shall recommend Post activity to the Executive Committee, and supervise such activity as approved by the Executive Committee.

Section 3. The First Vice-Commander shall assist the Commander; shall assume and discharge the duties of Commander in the absence or disability of the Commander; and shall concern himself/herself with increasing and strengthening Post membership, under supervision of the Commander.

Section 4. The Second Vice-Commander shall assist the Commander; shall fill the role of Commander in the absence or disability of both the Commander and First Vice-Commander; and shall plan and conduct Post social activities, under the supervision of the Commander.

Section 5. The Adjutant shall keep a faithful record of the proceedings of the Post and of the Executive Committee; shall keep the membership book containing the name and address of each member and the date of each admission and/or termination of membership; shall keep such records as may be required by the National, Department and District American Legion organizations or a member at any meeting.

Section 6. The Finance Officer shall be the custodian of Post funds; depositing funds in his/her care in such depository as directed by the Executive Committee; shall make such disbursements subject to the Commander's approval, upon receipt of statements sufficiently detailed to permit proper bookkeeping for budget authorization; shall keep complete books and records of accounts; shall make a written report to the Executive Committee via the Commander who shall present same to said Committee at its next meeting, each month, and shall make additional financial reports as requested by the Executive Committee; shall have custody of documents and papers, including insurance policies relating to Post property,

Section 7 The Sergeant-at-Arms shall preserve order at all Post meetings, and shall perform such other duties as may be directed by the Officers consistent with the duties of his Post.

Section 8. The Service Officer is responsible for Veteran's rehabilitation, claims and service; is charged with visiting members and their families when sick and bereaved and with visiting ex-servicemen in nearby hospitals; and shall be charged with aid and service to children of veterans.

Section 9. The Historian shall collect and journalize records, data and occurrences pertaining to the Post, and shall perform other duties as are reasonable and incidental to the office, as directed by the Commander or Executive Committee.

Section 10. The Chaplain shall be charged with the spiritual welfare of the Post and shall perform such divine and non- sectarian services as may be necessary, adhering to ceremonial rituals recommended by the National Department or District American Legion organizations.

Section 11. The Judge Advocate will supply professional advice in the conduct of the Post business or procure proper legal counsel. He/She is the guardian of the Constitutional form of Post government. **He/She will be responsible for reviewing this Constitution and By-Laws when required.**

Section 12. The Assistant Finance Officer, if appointed, shall assist the Finance Officer in the performance of his duties.

Section 13. All Officers shall disclose to the Executive Board any financial interest that may give rise to a conflict between the operation of the Post and its activities and events, and the performance of his/her duties at the time of his/her election to his office.

A conflict of interest may arise when directly or indirectly, through business, investment or family (which are spouse, children and step children, and other relatives living with such person):

- A. an ownership or investment interest in any entity with which Post 91 has a transaction or arrangement (including but not limited to grants and charitable contributions); or**
- B. a compensation arrangement with Post 91 or with any entity or individual with which Post 91 has a transaction or arrangement (including but not limited to grants and charitable contributions).**

After disclosure of the financial interest, and after any discussion with the Executive Board, he/she shall leave the meeting while the final determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide if a conflict of interest exists.

ARTICLE V

Delegates

Section 1. Delegates and alternate delegates to the Department of Ohio Convention, 13th District Convention and conferences and the 13th District Council shall be elected at the Annual Post 91 election and their election shall be by plurality. Any or all of the delegates or alternate delegates may be elected to represent the Post at either Department of Ohio or 13th District Conventions, conferences and council - or both. The Post Commander is automatically a delegate and the immediate past Commander will be 1st alternate delegate.

ARTICLE VI

Appointments

Section 1. The Post Commander, upon taking office each year, shall immediately appoint the Officers specified in Article V Section 2(b) of the Constitution and the following chairman:

Section 2. The Building Chairman shall have charge of all matters pertaining to the care of the Post quarters, which shall include all building and grounds maintenance.

Section 3. The Americanism Chairman shall be charged with the inspiration of patriotism and good citizenship by arrangements for proper observance of patriotic occasions; encouragement of patriotic and civic phases of instruction in schools; Americanizing of aliens; combating anti-American propaganda by education of the general public in American ideals through public forum, etc., and activities for community and civic betterment.

Section 4. The Athletic Chairman shall be charged with the promotion of physical development and clean sport by the organization of Post athletic teams, recreation, etc. and by cooperation and support in the general recreational and athletic program of the community.

Section 5. The Sons of the American Legion Chairman shall oversee operation of the Post's squadron of the Sons of the American Legion.

Section 6. The Child Welfare Chairman shall aid and service children of veterans, cooperating with other established agencies in the community; laboring for the betterment of child conditions and assist in coordinating services and agencies in the community for the above purposes.

Section 7. The Canteen Chairman shall oversee the daily operations of the Post canteen and enforce the canteen rules with approval of Executive Board. Also the Canteen Manager's duties shall be determined by the Executive Board.

ARTICLE VII

Expenditures

Section 1. The Commander of this Post is authorized to approve expenditures for emergency purposes but not to exceed \$250 in any one case.

Section 2. The Building Committee is authorized to spend up to \$500 for emergency purposes in any one case. In non-emergency purposes, expenditures over \$500, three (3) written and signed bids are required. Upon approval of the accepted bid a written contract, signed by the Commander and one elected Officer of the Post, shall memorialize the offer, acceptance, conditions and terms of the contract.

Section 3. It shall be the policy of this Post that any motion from the floor for any non-charitable expenditure in excess of \$500 shall automatically be referred to the Executive Committee for

consideration and approval. In addition any motion from the floor for any charitable expenditure in excess of \$250 shall automatically be referred to the Executive Committee for consideration and approval.

Section 4. All decisions of the Executive Committee members must always be submitted to the general membership for their approval or rejection.

ARTICLE VIII **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 permitted or action other than passage by the Post is taken.

ARTICLE IX **Meetings**

Section 1. The regular meetings of the Post shall be held on the (2nd) Thursday of each month. The time shall be established by the Post Commander upon taking office. At which time such business as may properly be brought up for action shall be transacted; these meetings may be converted into entertainment meetings.

Section 2. The Post Commander or a majority of the Executive Committee shall have power to call a special meeting of the Post at any time.

Section 3. Upon written request of ten (10) Post members, the Committee will call a special meeting of the Post.

Section 4. All members present shall constitute a quorum, so long as at least two (2) elected Officers are present.

Section 5. The Executive Committee meetings shall be held the fourth (4th) Week of each month. The meeting day and time shall be established by the Post Commander upon taking office.

ARTICLE X **Notices**

Section 1. Every member shall furnish the Post Adjutant with his/her address for mailing purposes. To further aid in the communication of the Post, the Adjutant is authorized to request and maintain the Internet e-mail and or website addresses of those members who consent to provide same after being so requested.

ARTICLE XI
Rules of Order

Section 1. All proceedings of this Post shall be conducted under and pursuant to Roberts' Rules of Order Newly Revised (RONR), except as herein provided otherwise.

ARTICLE XII
Limitation of Liabilities

Section 1. This Post shall not incur or cause to be incurred, any liability or obligation whatever which shall subject to liability any other Post, subdivision, group of men, members of the American Legion or other individuals, corporations, or organizations.

ARTICLE XIII
Amendments

Section 1. These By-laws may be amended at any regular Post meeting by a two-thirds vote of the members attending the meeting; provided however, 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 published notice shall have been given to all members at least five days in advance of the date when such amendment is to be voted upon, notifying said members that a proposal to amend the By-laws is to be voted upon at the advertised meeting.

ARTICLE XIV
Conflicts with other Constitutions

Section 1. If on any points this Constitution or these By-laws may be in variance with the National, Department of Ohio, or 13th District Constitutions or By-laws of the American Legion, the higher authority shall prevail and supersede local rules.

ARTICLE XV
Whistle Blower Protection

A whistleblower, as defined by this statement, is an employee, member, associate or participant of the Post or its Programs who discloses, or threatens to disclose, information to a governmental agency of Post activity that is in violation of law, rule or regulation. Whistleblowers may also be employees who provided information to a governmental agency conducting an investigation, hearing or inquiry into alleged violations by the Post of any law, rule or regulation, or employees who object to or refuse to participate in any activity, policy or practice of the Post which is in violation of any law, rule or regulation. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate Post management officials are charged with these responsibilities. Insofar as possible, the confidentiality of the whistleblower will be maintained. The

employee must exercise sound judgment to avoid baseless allegations.

If an employee has knowledge of information that is in violation of any law, rule or regulation as described above, the employee is encouraged to contact his/her immediate supervisor, visit the Post 91 website at www.postbythelake.com or call 440-243-0091, to provide information directly or on an anonymous basis to afford the Post a reasonable opportunity to review and correct the activity.

Whistleblower protection prevents retaliatory actions against an employee who reports violations. This includes protection from retaliation in the form of an adverse employment action such as termination, suspension, or demotion. Any whistleblower who believes he/she is being retaliated against must contact the Executive Committee, Post Commander, or the Post Adjutant immediately.

ARTICLE XVI

Document Retention

The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Organization may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the Executive Board.

From time to time, the Executive Board may issue a notice, known as a “legal hold,” suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the Executive Board.

File Category	Item	Retention Period
Records	Bylaws and Articles of Incorporation	Permanent
	Resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
Finance	Financial statements (audited)	3 years
	Auditor management letters	3 years
	Payroll records	3 years
	Check register and checks	3 years
	Bank deposits and statements	3 years
	Chart of accounts	3 years
	General ledgers and journals (includes bank reconciliations)	3 years
	Investment performance reports	3 years
	Equipment files and maintenance records	3 years after disposition
	Contracts and agreements	3 years
Correspondence — general	3 years	
Insurance Records	Policies — occurrence type	Permanent
	Policies — claims-made type	Permanent
	Accident reports	5 years
	Safety (OSHA) reports	5 years

	Claims (after settlement)	5 years
Real Estate	Deeds	Permanent
	Leases (expired)	7 years
	Mortgages, security agreements	7 years
Tax	IRS exemption determination and related correspondence	Permanent
	IRS Form 990s	7 years
Employee Records	Employee personnel files	Permanent
	Workers comp claims (after settlement)	7 years
	Employment applications	3 years
	IRS Form I-9 (store separate from personnel file)	Greater of 1 year after end of service, or three years
	Withholding tax statements	7 years

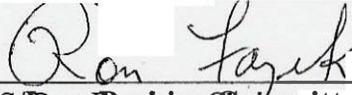
Electronic Documents and Records.

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

Document Destruction.

The Executive Board is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

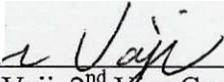
Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.



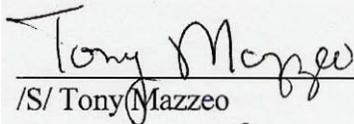
an Constitution & By Laws Revision Committee

CommlttrMem

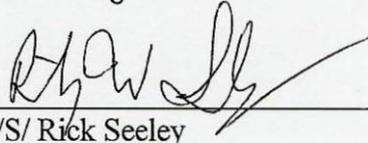
/S/ Mel Baher, 1st Vice Commander



/S/ Don Vaji, 2nd Vice Commander



/S/ Tony Mazzeo



/S/ Rick Seeley