

**CONSTITUTION  
& By-Laws**

**WINTER PARK  
MEMORIAL POST  
#112**

**THE  
AMERICAN LEGION,  
DEPARTMENT OF FLORIDA**

*As Amended and Approved by  
The Department of Florida-July 29, 2009  
With Amendment by Post January 8, 2013  
As further amended per Department Judge Advocate May , 2013*



**CONSTITUTION**  
**of WINTER PARK MEMORIAL POST #112**  
**THE AMERICAN LEGION, DEPARTMENT OF FLORIDA**  
*As Amended January 8, 2013*

**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 Americanism; to preserve the memories and incidents of our association 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..*

**ARTICLE I - Name**

The name of this organization shall be WINTER PARK MEMORIAL POST #112,  
The American Legion, Department of Florida Inc.

**ARTICLE II - Incorporation**

Section 1 The Winter Park Memorial Post # 112, American Legion, Department of Florida was incorporated in accordance with the laws of the State of Florida on 10 January, 1987, Secretary of State's reference #N19166. The members of the Executive Committee *are* the directors of the Corporation.

Section 2 The Articles of Incorporation are attached hereto and are incorporated herein by reference.

Section 3 The Post Commander shall cause the proper corporate records to be maintained and the Corporate Fee to be paid and the annual corporate report to be filed with the Secretary of State in Tallahassee.

**ARTICLE III - Purpose**

It shall be the purpose of this Post to promote the principles and policies set forth in the National and Departmental Constitutions of the American Legion and the foregoing Preamble.



#### **ARTICLE IV - Membership**

Section 1 Eligibility to membership in this Post shall be governed by the provisions of the national Constitution of the American Legion.

Section 2 There shall be two forms of membership, regular and life.

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

Section 4 All applications for membership shall be acted upon at the next Post meeting following receipt of such application and shall, at such meeting, be accepted, rejected or referred for *further* investigation and consideration. If two thirds of the members present cast their vote against the acceptance of said application, then such application shall be recorded as rejected. A rejected application shall not again be considered for six months.

Section 5 The discipline of a member must be carried out in conformance to Article X, Section 14 of the Constitution of The Department of Florida.

Section 6 Any member who has been suspended or expelled may appeal in accordance with Article X, Section 15 of the Constitution of the Department of Florida.

Section 7 No person who has been expelled by a post shall be admitted to membership in this Post without the consent of the expelling post, except, where such consent has been asked for and denied, the applicant may appeal to the Department Executive Committee for permission to apply for membership in this Post and shall be ineligible for membership until such permission has been granted.

Section 8 Rank does not exist in the American Legion and no member shall be addressed by his military title in any meeting of this Post.

#### **ARTICLE V - Officers and Trustees**

Section 1 The officers of this Post shall be either elected or appointed. Those to be elected are Post Commander, one or more Vice-Commanders, Finance Officer, Sergeant-at-Arms, Historian and Chaplain. The Post Commander-elect shall appoint the Adjutant, the Service Officer and the Judge Advocate and their names shall be placed before the Post Executive Committee at the first meeting following their appointment for confirmation by a majority of the committee members present.



Section 2 Nominations will be made by a nominating committee appointed by the Post Commander. In addition, any member of the Post in good standing may volunteer from the floor his own name, or that of any other member, in nomination for the position of any Office or for that of Trustee. Nominations shall be made at the General Membership meeting the month prior to the election.

Section 3 Three members shall be nominated and elected for one year terms to serve as Post Trustees and these trustees together with all of the elected and appointed officers and all active living Past Commanders shall constitute the Post Executive Committee.

Section 4 Post Elections shall be held annually not less than 10 nor more than 50 days before the Department convention or as prescribed by the Department Constitution.

Section 5 The Post may operate at any time with vacancies in one or more of these elected and/or appointed positions. In the event an elected or appointed person resigns or is unable to perform their duties, the Post Commander may appoint an individual to fill the unexpired term with the Ratification of the Executive Committee. The name and address of the successor will be reported to the Department Adjutant within one week after such vacancy has been filled.

Section 6 Officers and Executive Committeemen of the Post may be reprimanded, suspended or removed from office as provided in the Constitution and By Laws of the American Legion, Department of Florida.

Section 7 Every member of this Post in good standing shall be eligible to hold office,

Section 8 The duties of the officers and Executive Committeemen shall be those usually appertaining to such officers and committeemen and as further provided by the By-Laws.

Section 9 The Post commander, the Commander-elect, the Adjutant and the Finance Officer shall automatically be Delegates to the Department Convention and each shall appoint their own Alternate in case they cannot attend. The Post Commander and the Adjutant shall also automatically be delegates to all District, Area and Department conferences and each shall appoint his/her own Alternate in case he/she cannot attend. Other delegates and alternates shall be selected as provided by the By-Laws.

#### ARTICLE VI - Executive Committee

Section 1 The affairs of this Post, except as otherwise provided in the By-Laws, shall be managed by the Executive Committee.

Section 2 The members of the Post Executive Committee shall be : the Elected Officers of the Post, the Appointed Officers, (3) Three Elected Trustees and all Past Commanders in good standing in the Post. No individual shall



have more than one vote on any issue.

Section 3 The real property of the Post shall be managed by the Executive Committee.

Section 4 The Executive Committee shall meet as prescribed by the By-Laws and five members shall constitute a quorum. Members of the Committee unable to attend a given meeting may vote by proxy. Attendance via electronic media shall constitute attendance and shall be counted for a quorum. Members of the committee shall be informed in advance of the matters to be voted on at any meeting

Section 5 Minutes of the meetings of the Executive Committee shall be read at the next regular meeting of the Post.

Section 6 Any action by the Executive Committee may be modified or disapproved by the membership at a regular Post Meeting.

#### **ARTICLE VII - Finance**

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

Section 2 Annual dues shall be payable on the first of *July* each year. Lifetime membership is also available with a one-time dues payment in an amount fixed by the National Organization.

Section 3 The amount of annual dues shall be fixed by the Post and shall include National and Departmental dues. The National and Departmental portion of the amounts received shall be transmitted to Department headquarters within thirty days after receipt at Post level.

Section 4 No appropriation of Post funds shall be made from the floor by the membership until the matter has been considered and acted upon by the Executive Committee.

Section 5 The Post Executive Committee shall present a proposed budget for the Post for the next membership year. This line item budget shall be presented to the Post Membership at the June meeting.

Section 6 The Fiscal year of the Post shall be July 1-June 30.

#### **ARTICLE VIII- Discipline**

A member whose dues for the current year have not been paid by January first shall be



classed as delinquent. If his dues are paid on or before February first, he shall be automatically reinstated. If he is still delinquent after February first, he shall be suspended from all privileges. If he is still under such suspension on June thirtieth of such year, his membership in THE AMERICAN LEGION shall be forfeited. A member so suspended or whose membership has been so forfeited may be reinstated to active membership in good standing by vote of the Post and payment of current dues for the year in which the reinstatement occurs. Provided, however, that the Posts, Departments and the National Organization may wave the provisions hereof, upon payment of dues for the year in which reinstatement occurs, with reference to former members who have been prevented from the payment of dues by reason of active military service.

#### **ARTICLE IX – Meetings**

Meetings of the Post and its various committees shall be held at such times as are set forth in the By-Laws and shall be conducted in accordance with recognized rules of parliamentary procedure.

#### **ARTICLE X - Auxiliary**

Section 1 This Post recognizes an auxiliary organization known as the Auxiliary Unit of Winter Park Memorial Post # 112, the American Legion.

Section 2 Membership in the Auxiliary shall be as outlined by the Department and National Organization.

Section 3 The Auxiliary shall be subject to regulation by the National and Department Executive Committees.

#### **ARTICLE XI - Sons of the American Legion**

Section 1 This Post recognizes a Sons of the American Legion known as the Sons of the American Legion Squadron 112 of Winter Park Memorial Post # 112, the American Legion.

Section 2 Membership in the Sons of the American Legion shall be as outlined by the Department and National Organization.

Section 3 The Sons of the American Legion shall be subject to regulation by the National and Department Executive Committees.

#### **ARTICLE XII- Committees**



Section 1 There shall be such standing committees as are designated in the By-Laws or as recommended by the Executive Committee.

Section 2 Standing committees shall be appointed by the Post Commander and ratified by the Executive Committee.

Section 3 The Post Commander may also appoint such other Special Committees as may appear necessary or desirable.

### **ARTICLE XIII - Installation of Officers**

Section 1 Post Officers shall be installed and enter upon their duties within sixty days after the adjournment of the Department Convention in the year in which they were elected.

### **ARTICLE XIV - Report**

The Post shall render such reports as may be called for from time to time by the Constitution and By-Laws of the Post; the American Legion, Department of Florida; or by any of the several Department Chairmen.

### **ARTICLE XV - Meeting and Ceremonies**

Section 1 The Post shall use and follow the American Legion Manual of Ceremonies in conducting its meetings, initiation of members and other ceremonies prescribed therein.

Section 2 Post Officers shall be guided in the performance of their duties by the American Legion Manual of Ceremonies.

Section 3 Any procedure not covered in the above document shall refer to and shall follow *Robert's Rules of Order, Revised*.

### **ARTICLE XVI - Amendments**

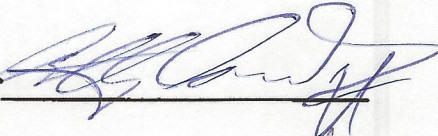
Section 1 This Constitution may be amended by of 2/3 of those present at any Post meeting, including the proxy votes, by submitting the proposed change(s) in writing to the membership present. The proposed changes shall be read and discussed. Advance-Notice to all members, via the Post Newsletter or similar notice shall be mailed to all members. This notice shall inform members that the proposed changes shall be discussed at the next two Regular Meetings. Changes shall also be posted at the Post Home. Proposed Changes require approval by majority vote at two consecutive Post meeting.

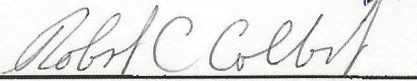


Section 2 Voting for/against the proposed change(s) may be by proxy. Proxy votes must be submitted in writing and signed by the post member. Proxy votes must be received by the Post Adjutant 3 days prior to the Second and Third reading.

**CERTIFICATION**

We, the undersigned, hereby certify that the foregoing is a true and correct copy of the Constitution of Winter Park Memorial Post # 112, the American Legion, Department of Florida as revised and adapted at a duly constituted meetings of said Post held at Winter Park, Orange County, Florida on November 13, December 11, 2012 and Final vote of Post members on January 8, 2013.

Signed: Post Commander 

Attest: Post Officer 

Reviewed and Approved by The American Legion, Department of Florida \_\_\_\_\_

Department Commander \_\_\_\_\_



**BY-LAWS**  
**WINTER PARK MEMORIAL POST # 112**  
**THE AMERICAN LEGION, DEPARTMENT OF FLORIDA**  
*As Amended January 8, 2013*

**ARTICLE I - Meetings of the Post**

Section 1 Regular meetings of the Post shall be convened at the Post home or other locations approved by the membership of the post. Date and time of Post Meetings shall be annually agreed upon by the membership at the June meeting. The Purpose of the meetings shall be to conduct business as may be properly brought up for action, receive reports from Committees and Officers and any other appropriate business. All meetings will be conducted in accordance with the Post Officers Guild and recognized rules of parliamentary procedure.

Section 2 Special meetings may be called at any time by the Post Commander or any three members of the Executive Committee provided that proper notice has been given seven days in advance. Seven members in good standing shall constitute a quorum at post meetings.

**ARTICLE II - Dues**

The dues of this Post shall be the combined sum of the National and Department dues plus an amount set by the Post Executive Committee and recommended to the Post Membership. Annual dues are payable on or before August first.

**ARTICLE III - Executive Committee**



Section 1 The affairs of the Post shall be managed by the Executive Committee.

Section 2 The regular meeting of the Executive Committee shall be held at the Post home on a monthly basis, preferably one week prior to the Regular Post Meeting.

Section 3 Special meetings of the Executive Committee may be called by the Post Commander or by any three members of the Executive Committee after all members have had 24 hours notice of the matters to be discussed. Notice may be in writing or by telephone call from the Commander.

Section 4 Five members of the Executive Committee shall constitute a quorum and, in order to facilitate the participation of a quorum, voting may be by proxy or in the manner outlined in Article VI, Sect 4 of the Post Constitution. A proxy vote must be in writing, signed by the individual Committeeman, indicating the subject matter of the vote, and his approval or disapproval.

Section 5 Any matter voted on by the Executive Committee must receive a majority vote regardless of whether or not all positions on the Committee are filled or whether or not all Committeemen have voted.

Section 6. The Executive Committee, as formulated in Article VI, Section 2, of the Post Constitution shall act as managers of the Post and Directors of the Corporation and as such shall manage the Post's real property and business assets.

#### ARTICLE IV - Finance

Section 1 The Finance Officer shall be the custodian of all Post funds.

Section 2 The monies of the Post shall be distributed amongst several accounts, as approved by the Executive Committee. There shall be an Operating Account-(Regular Checking Account), a Reserve Account (Money Market Account) and Investments on behalf of the post and any special account that the Executive Committee directs.

Section 3 All monies of the Post, shall be deposited in one or more financial institutions to be selected by the Executive Committee. The name of the institution(s) and the name, number and type of all accounts will be recorded in the Post's minutes. No Post monies will be kept in any other place, except as authorized by the Executive Committee.

Section 4 The Finance Officer will deposit all incoming monies of the Post into the Operating



account which shall be a checking account. A "for deposit only" endorsement will be used on all checks. All other accounts will be interest bearing accounts, such as certificates of deposit, money market accounts as specified by the Executive Committee.

Section 5. Funds may be withdrawn from the Operating account only by check signed by both the Finance Officer and the Commander or by such others as may be specifically authorized by the Executive Committee. The names of any other authorized persons must be recorded in the Post's minutes. Two Officer's signature is required on all checks and transfer of funds.

Section 6 Whenever the balance in the Operating Account exceeds \$3000.00, the Finance Officer will discharge any Post indebtedness and then transfer any remaining funds in the account in excess of \$3000.00 to the Reserve Account, (Post Money Market Account).

Section 7 The Executive Committee may from time to time direct that funds be deposited into any of the other accounts and will specify at that time the condition for withdrawal of those funds.

Section 8 A quarterly review of all accounts will be made by an Audit Committee appointed by the Executive Committee. Such audit shall be completed before the tenth of the month that begins each quarter. The audit report shall be entered in the Post minutes at the next scheduled Post meeting. No member of the audit committee can be involved in the conduct of any financial transaction.

Section 9 The Finance Officer will effect a monthly reconciliation of the Post check book and report its approval in writing at the next Post meeting.

Section 10 The Adjutant will maintain a record of his petty cash disbursements and submit that record with supporting receipts at a Post meeting before the disbursement of additional funds to the petty cash account will be authorized.

Section 11 The Post credit card is authorized by the Post Commander to use as needed to purchase items for the post. Credit card receipts are to be kept and turned over to the finance officer to reconcile the credit card statement. Post Commander, Vice Commander, Post Adjutant and the Finance Officer are the only post officers authorized to use this card. The card will be kept in a secure area and only those officers listed have access to the card. When a new officer is elected or appointed the commander will ensure that the appropriate name and signature is changed with the credit card company and that the secure key is given to the new officer.

Section 12 The Post will carry Employee Dishonesty insurance coverage for any Post member engaged in the handling of funds.



Section 13 The Post will carry an appropriate amount of insurance for fire, theft and flood damage and commercial liability insurance on its property and activities.

Section 14 Upon a change in the Post Finance Officer, the outgoing Finance Officer and Post Commander shall be responsible to file the IRS Form 990 or other required forms to close the Fiscal Year for which they served.

#### **ARTICLE V - Disbursements**

Section 1 All cash and checks received and deposited and all disbursements made will be recorded in the Post ledger which shall be maintained by the Finance Officer.

Section 2 No movement of Post funds, other than as specified, shall be made without the specific authorization of the Executive Committee.

Section 3 Withdrawals from the Operating account in excess of \$500.00 shall require the specific approval of the Executive Committee.

Section 4 Routine and recurring bills such as utilities; Post insurance; ad valorem, sales and corporation fees; shall be paid on schedule by the Finance Officer regardless of the amount.

#### **ARTICLE VI - Limitation of Liability**

Section 1 The Post shall not incur or cause to be incurred any liability or obligation whatever, which will subject to liability, any members of the Post personally, the American Legion or any of its subdivisions

Section 2 In accordance with "Article X Section 20 of the Constitution of the American Legion Department of Florida requires all American Legion Posts within the State of Florida prior to transferring a parcel of real property to 1. Provide written notice to all members of the Post who are in good standing and 2. Obtain written consent for the transfer of said real property from the Department Commander". Additionally, the title to the Post real property shall never be used as collateral or security without the specific approval of the entire Post membership and a 4/5 vote of approval. Voting may be by proxy.

#### **ARTICLE VII - Amendments**

Section 1 These By-Laws supersede all previous By-Laws.

Section 2 These By-Laws may be amended in the same manner as the Post Constitution as stated



in Article XV, Sections 1 & 2.

**CERTIFICATION**

We, the undersigned, hereby certify that the foregoing is a true and correct copy of the By Laws of Winter Park Memorial Post # 112, the American Legion, Department of Florida as revised and adapted at a duly constituted meetings of said Post held at Winter Park, Orange County, Florida on November 13, December 11, 2012 and January 8, 2013.

Signed: Post Commander 

Attest: Post Officer 

Reviewed and Approved by, The American Legion, Department of Florida February 14, 2014

Department Commander 