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4 **CONSTITUTION**

5 Of

6 FAIRFAX VIRGINIA POST NO. 177

7 THE AMERICAN LEGION, INC.

8 Adopted in Regular Meeting

9 At

10 Town Hall, Fairfax, Virginia, November 12, 1945

11 And

12 As amended through February 9, 2022 – 7:00 PM

13  
14 PREAMBLE

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

- 17 • To uphold and defend the Constitution of the United States of America;
  - 18 • To maintain law and order;
  - 19 • To foster and perpetuate a one hundred percent Americanism;
  - 20 • To preserve the memories and incidents of our associations in the Great Wars;
  - 21 • To inculcate a sense of individual obligation to the community, State and Nation;
  - 22 • To combat the autocracy of both the classes and the masses;
  - 23 • To make right the master of might;
  - 24 • To promote peace and good will on earth;
  - 25 • To safeguard and transmit to posterity the principles of justice, freedom and democracy;
  - 26 • To consecrate and sanctify our comradeship by our devotion to mutual helpfulness.
- 27

## Preface<sup>1</sup>

The maintenance of the Post 177 Constitution and By-Laws is the responsibility of the Post Judge Advocate. No modifications may be administered without prior consensus of the Executive Committee, and subsequent approval of the membership, properly assembled, and with quorum.

This **Preface**, and the included **Table-of-Contents**, and **Appendices** are considered supplemental parts of this FAIRFAX VIRGINIA POST NO. 177 Constitution and By-Laws, and may be amended and appended by the Judge Advocate as necessary to provide a more user-friendly and inclusive document, with approval of the Executive Committee, but without a vote of the membership. This 'Preface' is included to provide an introduction to how the FAIRFAX VIRGINIA POST NO. 177 Constitution and By-Laws was created and is maintained, and as an introductory educational document for new members.

This Constitution and By-Laws document of the FAIRFAX VIRGINIA POST NO. 177, located at 3939 Oak Street, (City of) Fairfax, Virginia 22030 was originally adopted on November 12, 1945, and has been revised and fine-tuned numerous times, to meet the emergent needs for clarification and evolving needs of the members, changes in public law, requirements of the National organization of the American Legion, requirements of the American Legion Department of Virginia, real estate acquisitions, property protection, management, maintenance, investment management, provision of a social quarters within the Post home, and management of the 'club' operation within the physical Post Home and social quarters, including gaming, beverage service, food service, and hall rentals. The recent amendment of Feb 9,2022 officially changed the name of "Fairfax Post No. 177, Department of Virginia, The American Legion, Inc." to "FAIRFAX VIRGINIA POST NO. 177, THE AMERICAN LEGION, INC." to be identical with the Articles of Incorporation, and to enable future real property sales; and further resolved that this shall be the legal name for the post henceforth.

In addition to this Constitution and By-laws document, an extensive set of '**House Rules**' was long ago adopted and has been updated as needed, to reflect the contemporary needs of the 'club' and social quarters. It may be looked upon as an extension of the Constitution and By-Laws to reflect the expectations of the members' behavior, whereas this **Constitution** reflects primarily the Organization of the Post, how the officers are elected, what their duties are, the composition of the Executive and Corporate Board, financial expectations, the duties of the elected office, and its officers. The **By-Laws** primarily reflects the operational aspects of the Post, including the physical and fiscal management thereof, oversight of the social quarters, and oversight and ultimate management of the 'Club' within the physical facilities.

The '**Post 177 Post Operations Manual**' is a supplemental document that reflects detailed procedures and discussions regarding operations of the Post 177, The 'Club' within the Post Home, and the Corporation. That document was revised, and will be maintained, beginning as of 1-1-2019, by approval of the Executive Committee during the January 2, 2019 executive committee meeting.

Robert's Rules of Order is used as reference guidance for all meetings of officers, members and committees of the Post, and all Corporate Board meetings. As of the date of adoption of this document, the latest version of Robert's Rules of Order shall be the official version to employ and cite in conjunction with this document.

All elected positions of the Post and Corporate Board are strictly voluntary.

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<sup>1</sup>The **Preface** is a supplement to the Post 177 Constitution and By-Laws, and requires only the Executives approval for amendments.

TABLE OF CONTENTS<sup>2</sup>**CONSTITUTION**

of FAIRFAX VIRGINIA POST NO. 177, THE AMERICAN LEGION, INC. 22030.

1		
2		
3		
4		
5		
6	C-PREAMBLE	
7		
8	CONSTITUTION	
9	C-ARTICLE I.	Name
10	C-ARTICLE II.	Objectives
11	C-ARTICLE III.	Nature of Organization
12	Section 1.	Civilian Organization
13	Section 2.	Non-Political and Non-Sectarian
14	Section 3.	Rank and Military Titles
15	C-ARTICLE IV	Membership
16	Section 1.	Eligibility
17	Section 2.	Applications
18	Section 3.	Eligibility Verification
19	Section 4.	Timely Processing
20	Section 5.	Member Expulsion
21	Section 6, Part 1.	Voting Privileges
22	Section 6, Part 2.	Ballot Voting
23	Section 6, Part 3.	Electronic Voting
24	C-ARTICLE V	Officers
25	Section 1.	Post Administrative Officer.
26	Section 2.	Elected Officers
27	Section 3.	Nominating Committee
28	Section 4.	Post Positions and Chairmanships
29	Section 5.	Executive Committeemen-at-Large.
30	Section 6.	Executive Committeeman Removal and/or Discipline
31	Section 7.	Executive Committee Eligibility
32	Section 8.	Officer Duties
33	C-ARTICLE VI	Finance
34	Section 1.	Revenue.
35	Section 2.	Changes in Fees and Dues
36	Section 3.	Payments of Dues to the Department and National
37	Section 4.	Bonding
38	C-ARTICLE VII	Sons of the American Legion
39	C-ARTICLE VIII	Charter Members
40	C-ARTICLE IX	Amendments
41	Section 1.	Conflicts with the National and Departmental
42		Constitutions
43	Section 2.	Amendments to Post 177's Constitution and By Laws.
44	C-ARTICLE X	Employment and Contractor Restrictions
45	Section 1, Part 1.	Restrictions on Employment of Family Members.
46	Section 1, Part 2.	Restrictions on Full-time Employees

<sup>2</sup> The **Table of Contents** is a supplement to the Post 177 Constitution and By-Laws, and requires only the Executives approval for amendments.

1	Section 2.	Restrictions on Officers in a Contractor Relationship
2	C-ARTICLE XI	The Corporation
3	Section 1. Part 1.	Board of Directors of the Incorporated Post
4	Section 1, Part 2.	Membership Restriction
5	Section 2.	Post Commander as Ex Officio Member
6	Section 3.	Compliance with Motions of the Membership
7	Section 4.	Expenditures and Reporting
8	Section 5.	Acquisitions, Sales, Encumbrances, or Proposals
9	Section 6.	Real Property Sales
10	Section 7.	Investment Earnings
11	Section 8.	Removal of Monies from the Trust Fund
12	Section 9.	Protection of Corporate Cash Account Funds
13	Section 10.	Filling Board of Directors Vacancies
14	Section 11.	Annual Initial Business Review
15	Section 12.	Required Meetings, Actions and Reports
16		

**BY-LAWS**

Of FAIRFAX VIRGINIA POST NO. 177, THE AMERICAN LEGION, INC., 22030

17		
18		
19		
20	BL-ARTICLE I	Name
21	BL-ARTICLE II	Management
22	Section 1.	Government and management of Post 177
23	Section 2.	Executive Committee Members
24	Section 3.	Election of Officers and Executive Committeemen
25	Section 4.	Executive Committee Vacancies
26	Section 5.	Executive Committee Membership Forfeiture
27	Section 6.	Observation of Executive Committee Meetings
28	BL-ARTICLE III	Post Executive Committee
29	Section 1.	Post Executive Committee Mtgs Frequency & Quorum
30	Section 2.	The Club Manager
31	BL-ARTICLE IV	Duties of Elected and Appointed Officers
32	Part 1	Duties of Elected Officers
33	Part 1, Section 1.	Duties of Post Commander
34	Part 1, Section 2.	Duties of the Vice-Commanders
35	Part 1, Section 3.	Duties of the First Vice-Commander
36	Part 1, Section 5.	Duties of the Third Vice-Commander
37	Part 1, Section 6.	Duties of the Post Adjutant
38	Part 1, Section 7.	Duties of the Post Finance Officer
39	Part 1, Section 8.	Duties of the Post Historian
40	Part 1, Section 9.	Duties of the Post Chaplain.
41	Part 1, Section 10.	Duties of the Post Judge Advocate.
42	Part 1, Section 11.	Duties of Post Service Officer.
43	Part 1, Section 12.	Duties of Post Sergeant-at-Arms and Asst
44		Sergeant-at-Arms.
45	Part 1, Section 13.	Duties of the three (3) at-large Executive Committeemen.
46	Part 2	Duties of Appointed Officers
47	Part 2, Section 1.	Duties of Assistant Finance Officer
48	Part 2, Section 2.	Duties of Assistant Adjutant

1	Part 2, Section 3.	Duties of the Post Athletic Officer
2	Part 2, Section 4.	Duties of the Post Children and Youth Officer
3	Part 2, Section 5.	Duties of all other Post Officers
4	BL-ARTICLE V	Delegates
5	Section 1.	Appointment of Delegates to Dept & Natl Conventions
6	Section 2.	Additional Department of Virginia Rules
7	Section 3.	Election of Delegates to District Conventions
8	BL-ARTICLE VI	Appointments of Committees and Special Recognitions
9	Section 1.	Standing and Special Committees
10	Section 2.	Committee Performance
11	Section 3.	Member Eligibility
12	Section 4.	Legionnaire of the Year
13	Section 5.	Life Member and PUFLs
14	Section 6.	Fifty Years Service Award
15	BL-ARTICLE VII	Meetings
16	Section 1.	Regular Meetings
17	Section 2.	Special Meetings
18	Section 3.	Membership Called Special Meeting(s)
19	Section 4, Part 1.	Quorum for Election of Officers during Annual Membership Meeting
20	Section 4, Part 2.	Quorum to Conduct Routine Business during the Annual Membership Meeting
21		
22	Section 4, Part 3.	Questions that may Appear on the Ballot
23	Section 5, Part 1.	Quorums for Addressing Real Property Initiatives and Accessing the Corporate Trust Fund
24		
25	Section 6.	Quorum for Routine Business
26	Section 7.	Annual Meeting of the Corporate Board of Directors
27	Section 8.	Electronic Notification of Members
28	Section 9.	Electronic Newsletter
29		
30	BL-ARTICLE VIII	Notices
31	Section 1.	Member Addresses
32	Section 2.	Annual Election of Officers Day
33	BL-ARTICLE IX	Rules of Order
34	Section 1.	Robert's Rules of Order
35	Section 2.	Current Version of Robert's Rules
36	Section 3.	Ballot Voting
37	Section 4.	Voting
38	BL-ARTICLE X	Limits of Liability
39	BL-ARTICLE XI	Effective Date, Outside Requirements, Record of Amendments
40		
41	Section 1	Effective Date of this Constitution and By-Laws
42	Section 2	Requirements and Notes from Higher Tier American Legion Organizations
43		
44	Section 3	Record of Amendments
45	BL-ARTICLE XII	Appendices
46	Appendix 1	Index
47	Appendix 2	Record of Motions
48		
49		

# CONSTITUTION

## ARTICLE I

### Name

The name of this organization shall be FAIRFAX VIRGINIA POST NO. 177, THE AMERICAN LEGION, INC., hereinafter referred to as "Post," "the Post," and/or "this Post."

## ARTICLE II

### Objectives

The objectives and purposes of this Post shall be to promote the principles and policies as set forth in the foregoing preamble and the National Constitution and By-Laws of the American Legion, hereinafter referred to as the "National Constitution," and the Constitution and By-Laws for The American Legion Department of Virginia, Inc., as amended, hereinafter referred to as the "Department Constitution." Precedent order will be the National Constitution, Department Constitution, and then this Post Constitution.

## ARTICLE III

### Nature

Constitution, Article III, Section 1. Civilian Organization. This Post is a civilian organization and membership therein does not increase or diminish liability for military or police service.

Constitution, Article III, Section 2. Non-Political and Non-Sectarian. This organization shall be absolutely non-political and non-sectarian and shall not be used for the dissemination of partisan principles for the promotion of the candidacy of any person seeking public office or preferment. No candidate for nomination or election to, or no incumbent of; any remunerative elective public office shall hold office in this Post and the declaration of candidacy for such public office by any officer of this Post shall automatically vacate his office in the Post and same shall be filled as provided in the By-Laws.

Constitution, Article III, Section 3. Rank and Military Titles. Rank does not exist in The American Legion and no member shall be addressed by his military or naval title in any meeting of the Post.

## ARTICLE IV

### Membership

Constitution, Article IV, Section 1. Eligibility. Eligibility to membership in this Post shall be determined by the Membership of the Post, consistent with the provisions of the National Constitution and the Department Constitution.

Constitution, Article IV, Section 2. Applications. Applications for membership shall be in writing under such regulations as may from time to time be prescribed by the membership.

Constitution, Article IV, Section 3. Eligibility Verification. Eligibility for membership must be verified by the First Vice-Commander, or in his absence the Commander, by examination of the applicant's DD-214 "Report of Transfer or Discharge", DD Form 256A "Honorable Discharge Certificate", or similar official documentation issued by the Armed Forces of the United States, and to verify compliance with ARTICLE IV Section 1 of the National Constitution. A copy of this documentation must

1 accompany the application for membership or transfer of membership. Active-duty military personnel may furnish a copy of  
2 their military identification card in lieu of a DD-214, however upon discharge or retirement, they must provide a copy of their  
3 DD-214 for re-certification and to prove honorable discharge. Applicants for membership in Post 177 may not self certify  
4 themselves. Members transferring into the Post are subject to certification requirements of this section.

5 Constitution, Article IV, Section 4. 'Timely Processing. All applications for membership shall be acted upon at the next  
6 Regular Membership Post meeting following the making of such application and shall at such meeting be accepted, rejected, or  
7 referred for further investigation and consideration. If the majority of the members present at such meeting shall cast their vote  
8 against the acceptance of an application, then such application shall be recorded as rejected. The petition of the rejected  
9 application shall not be reconsidered until after the expiration of six (6) months from the date of the previous rejection.

10 Constitution, Article IV, Section 5, Part 1. Member Expulsion. Any member of this Post may be expelled for cause  
11 and/or restored to membership, and any former member of any other post may be admitted to membership in this Post in  
12 accordance with the procedures and under the provisions of the National Constitution, Department Constitution, and Post  
13 Constitution. Suspension from Post 177's Social Quarters and/or Club, or another Post's Social Quarters or Club is addressed in  
14 the Department of Virginia's By-Laws in Article IV, Section 12. It states "Suspension or expulsion from privileges of a Post club  
15 or other non-Legion activity (alone) for disciplinary reasons does not constitute suspension or expulsion from the American  
16 Legion ... etc. However, it states that if severe enough, it may serve as a basis for expulsion.

17  
18 Constitution, Article IV, Section 5, Part 2. **ROBERT'S RULES, CHAPTER XX, DISCIPLINARY**  
19 **PROCEDURES, §62. REMOVAL FROM OFFICE AND OTHER REMEDIES FOR DERELICTION OF DUTY IN**  
20 **OFFICE OR MISCONDUCT does apply and is the primary guidance and authority for pursuing and conducting removal**  
21 **of a member from his/her elected position within Post 177 and/or the Corporate Board.**  
22

23 Constitution, Article IV, Section 5, Part 3. Severe Offense. Should an offense be so severe as to warrant the  
24 expulsion of a member from the American Legion, The Department of Virginia's Constitution and By-  
25 Laws shall be followed as the primary guidance.  
26

27 Constitution, Article IV, Section 6. Voting.

28 Constitution, Article IV, Section 6, Part 1. Voting Privileges. Voting privileges on any question before the Post shall be  
29 limited to members in good standing. A member in good standing is one who has been duly accepted for membership in Post  
30 177 and who, under Article IV, section 4 of the National Constitution, has not been suspended or who has not forfeited  
31 membership for non-payment of dues.  
32

33 Constitution, Article IV, Section 6, Part 2. Ballot voting. When a vote on any topic is necessary, ballot  
34 voting is authorized and/or may be requested by a member. Should a vote be necessary regarding  
35 election of members to any officer position within the Post or to the Corporate Board, ballot voting is  
36 required, and an announcement of the number of votes each candidate received is required. When  
37 addressing a personnel issue of the Post, ballot voting is required. When addressing the possibility of  
38 disciplining a member, and/or addressing a disciplinary action or a time period or severity of the  
39 discipline of the disciplinary action of a member, a ballot vote shall be taken. A universally accepted  
40 definition of a 'ballot' is "a written or printed paper or ticket used to cast or register a vote, especially a  
41 secret vote." Refer to By-Laws, Article IX, Section 3 for 'other' options.  
42

43 Constitution, Article IV, Section 6, Part 3. Electronic voting. As of this revision of this document, electronic voting is  
44 not employed by Post 177, but is not prohibited. As its feasibility is addressed and a methodology is developed by the Executive  
45 Committee, this subject will be addressed in detail in the Post Operations Manual. When adopted, this Article, Section and Part  
46 shall be amended to address the specifics of that methodology.

ARTICLE V

Officers

Executive authority; When elected; Duration of term of office; Installation Dates; How nominated; Post Chairmanships; Disciplinary Procedures; Eligibility

Constitution, Article V, Section 1. Post Administrative Officers. The administration and management of this Post shall be under the supervision of a fifteen (15) member Executive Committee on behalf of the Members. It shall consist of three (3) members-at-large in addition to all eleven (11) elected officers as listed in Section 2 (following) of this Article, and the Junior Past Commander. The Junior Past Commander is a position of voice, but no vote, and refers only to 'the' Junior Past Commander, not 'a' Junior Past Commander. It is not a position to be backfilled should it become vacant. All officers and the members-at-large are elected each year. All officers and members-at-large shall hold office until successors have been elected and installed.

Constitution, Article V, Section 2. Elected Officers. The eleven (11) elected officers of this Post shall be a (1) Commander, (2) First Vice-Commander, (3) Second Vice-Commander, (4) Third Vice-Commander, (5) Adjutant, (6) Finance Officer, (7) Judge Advocate, (8) Service Officer, (9) Chaplain, (10) Historian, and (11) Sergeant-at-Arms. All officers shall be nominated by a Nominating Committee, and from the floor at the regular April meeting each year, and elected on the day of the regular May meeting each year. Except for a nominee of record, who may expire or otherwise become unable to serve after the nominations close in April, no nomination for office shall be entered after the regular April meeting. Details regarding handling positions left vacant because there are no nominees, and other reasons, such as disciplinary actions, are addressed in the Post Operations Manual. No member shall simultaneously be a nominee for, nor hold, more than one (1) Executive Committee elective office. Duly elected officers shall be installed in their respective offices prior to the Department Convention (which occurs in early July each year), but not earlier than May 15 as prescribed in the Department of Virginia Constitution and By-Laws, and shall take office effective July 1 of that year. All duly elected officers must have on file in the Post a hard-copy of proof of eligibility as described in ARTICLE IV Section 3 in compliance with State Corporation Law, ABC and Gaming Codes, before being eligible to be installed as an officer of the Post. All Executive Committee Officers must sign a Post's 'Conflict of Interest' and 'Whistle Blower Protection' form before being sworn in to their elected position. The nominations committee shall require signing of these forms prior to the nominee being allowed to appear on the ballot, and the Adjutant shall maintain a file of these documents.

Constitution, Article V, Section 3. Nominating Committee. The Nominating Committee, consisting of a minimum of three (3) members, shall be appointed by the Commander and approved by the Executive Committee during the month of March of each year. Only members who have knowledge of Post affairs and administration shall be selected, it being recognized that the duties of the Nominating Committee are among the most important in the Post. The primary duty of this committee is to identify, certify and nominate a slate of candidates who are fully qualified, and fully available for the offices of the Post Executive Committee and the Corporate Board, on behalf of the Membership. It is also their duty to verify or re-verify all candidates' Post 177 membership eligibility and qualifications. Candidates may provide biographic and other informative credential information to be made available to the members before and on election day.

Constitution, Article V, Section 4. Post Positions and Chairmanships. The following Post positions and chairmanships shall be appointed by the Commander and approved by the Executive Committee: Boys State, Americanism, Athletic Officer; Children and Youth Officer; Assistant Adjutant; Chairman of the Charitable Contributions Committee; and Assistant Finance Officer. The following Post positions and chairmanships may be appointed by the Commander and approved by the Executive Committee as may be deemed necessary: Legislative Chairman; Oratorical Chairman; Sons of the American Legion Chairman; Boy Scout Chairman; Post Constitution and By-Laws, Policies and Procedures Chairman; and individual event chairmanships, such as for the Annual Picnic, the Independence Day Celebration and Float Construction, and entertainment and social events.

Constitution, Article V, Section 5. Executive Committeemen-at-Large. The three executive committeemen-at-large



1 shall also be elected and shall take office at the time above provided for the elective officers of the Post, and all officers and  
2 executive committeemen-at-large shall hold office until their successors are duly installed or as otherwise provided herein.

3 Constitution, Article V, Section 6. Executive Committeeman Removal and/or Discipline. Any officer or executive  
4 committeemen-at-large may be removed from office for inefficiency by a two-thirds vote of the members voting at any regular  
5 Post meeting, provided such action is a sworn statement in writing, on record, and has been read in the previous regular  
6 membership meeting, and announced in the previous newsletter or special mailing to the membership.

7 Constitution, Article V, Section 7. Executive Committee Eligibility. Every member in good standing of this Post shall  
8 be eligible to hold Executive Committee office in this Post, except as otherwise provided herein.

9 Constitution, Article V, Section 8. Officer Duties. The duties of the officers and the executive committeemen-at-large  
10 shall be those usually appertaining to such offices and as further provided in the Post By-Laws, and which are found in such  
11 publications as the Post Officer’s Guides, the Adjutant’s Manual, the Service Officer’s Manual, the National Constitution, and the  
12 Department Constitution.

13 ARTICLE VI

14 Finance

15 Constitution, Article VI, Section 1. Revenue. The revenue of this Post shall be derived from membership or initiation  
16 fees, from annual membership dues, and from such other sources as may be approved by the Executive Committee or by this  
17 Post.

18 Constitution, Article VI, Section 2. Changes in Fees and Dues. Any change in the amount of such membership or  
19 initiation fees and the amount of such annual dues shall be fixed by this Post at the regular January meeting of the Post.

20 Constitution, Article VI, Section 3. Payments of Dues to the Department and National. The Post shall pay to the  
21 Departmental headquarters the National and Departmental annual membership dues for every member of the Post.

22 Constitution, Article VI, Section 4. Bonding. By-Laws of The American Legion, Department of Virginia, Inc., Article  
23 V, Section 2., require “Post Adjutants and Post Finance Officers shall be bonded under regulations determined by the Department  
24 Executive Committee.” In Post 177, additionally, any officer or employee that has access to funds of the Post (in its entirety  
25 including the Corporate Board) or who is authorized to write checks on behalf of the Post or Corporate Board, shall be bonded.  
26 Within one (1) week after being sworn in, actions shall be taken to bond those officers and/or employees. ‘Bonding’ may be  
27 interpreted as being included in a Post insurance policy that provides the equivalent of a bond.

28 ARTICLE VII

29 Sons of the American Legion

30 The Post may establish a Squadron of the Sons of The American Legion (SAL) as specified by the National  
31 Constitution and Department Constitutions. Eligibility for membership in the SAL shall be as follows: all male descendents,  
32 adopted sons and stepsons of members of The American Legion, and such male descendants of veterans who died in service  
33 during World War I, World War II, the Korean War, the period of the Vietnam War, and during the delimiting periods set forth in  
34 Article IV, Section 1 of the National Constitution of The American Legion, or who died subsequent to their honorable discharge  
35 from such service, shall be eligible for membership in the Sons of The American Legion. There shall be no forms or class of  
36 membership except an active membership.

37 ARTICLE VIII

1 Charter Members

2 People who joined this Post on or before April 11, 1945, shall be known as charter members of Fairfax Post No. 177,  
3 Department of Virginia, The American Legion, Inc.

4 ARTICLE IX

5 Amendments

6 Constitution, Article IX, Section 1. Conflicts with the National and Departmental Constitutions. This Constitution is  
7 adopted subject to the provisions of the National Constitution of The American Legion and of the Department of Virginia  
8 Constitution. Any amendments to said Constitutions, which are in conflict with any provision herein, shall be regarded as  
9 automatically repealing or modifying the provisions of this Constitution to the extent of such conflict. Should such a conflict  
10 occur, Post 177's Constitution shall be annotated when such change is required, and shall be fully amended as soon as possible  
11 thereafter.

12 Constitution, Article IX, Section 2. Amendments to Post 177's Constitution and By Laws. This Constitution, and the  
13 By-Laws adopted pursuant thereto, may be amended at any regular Post meeting by two-thirds vote of the members in good  
14 standing of the Post attending such regular meeting provided that the proposed amendment shall have been submitted in writing  
15 at the preceding regular membership meeting of the Post, and amendments read. And provided further that written notice of the  
16 proposed amendment, which may include the use-of the Post Newsletter or a timely direct mailing, shall have been mailed to all  
17 members of the Post at least ten (10) days in advance of the date when such amendment is to be voted upon, informing said  
18 members that at such meeting a proposal to amend this Constitution and/or By-Laws is to be voted upon.

19 ARTICLE X

20 'Employment and Contractor Restrictions

21 Constitution, Article X, Section 1, Part 1. Restrictions on Employment of Family Members. Immediate family  
22 members of the Commander, Vice Commanders, or Finance Officer shall not be employees of the Post or Club, except to assist  
23 in special events or for occasional functions.

24 Constitution, Article X, Section 1, Part 2. Restrictions on Full-time Employees. Full-time employees of the Post Club  
25 (24 hours or more of regularly scheduled paid work per week) cannot hold Executive Committee elective office at Post 177.

26 Constitution, Article X, Section 2. Restrictions on Officers in a Contractor Relationship. If any officer shall be in, or  
27 intends to be in, a contractor relationship position with the Post 177, Post 177 Club, or Post 177 Corporate business interests,  
28 he/she shall recuse himself/herself from the marketing of and voting on all such actual or related initiatives.

29 ARTICLE XI

30 The Corporation

31 Constitution, Article XI, Section 1. Part 1. Board of Directors of the Incorporated Post. The title to all real and personal  
32 property shall vest in the Post in its corporate capacity, and management and control thereof shall be vested in the Board of  
33 Directors of the Incorporated Post, also known as the 'Corporate Board' or 'Board'. The Board will ensure that adequate  
34 insurance is maintained on all Post properties, and taxes and fees paid. The Board of Directors will consist of seven (7) members-  
35 at-large to be elected at the regular election of Post officers in May 1979 as follows: two (2) to serve for one (1) year, two (2) to  
36 serve for two (2) years, and three (3) to serve for three (3) years. Thereafter Directors will be elected for a term of three (3) years to  
37 fill vacancies caused by expiring terms, an election of Directors will be held each year at the time of the regular election for Post

1 officers. Any member in good standing, and whose qualifications for membership have been verified or re-verified by the  
2 nominating committee, and who is adequately available to serve, may run for these positions, except as restricted in Part 2 of this  
3 Article and Section. Beginning with the adoption of this amendment, The Board of Directors of the Corporation shall set a date to  
4 meet and elect from the seven (7) Directors, Board Officers of a President, Secretary, and a Treasurer, each of whom shall serve in  
5 such capacity for the current officer year, then henceforth, each year the Board of Directors of the Corporation shall set a date to  
6 meet and elect from the seven (7) Directors, offices of a President, Secretary, and a Treasurer. All Corporate Board Directors  
7 must sign a Post's 'Conflict of Interest' and 'Whistle Blower Protection' form before being sworn in to their elected position.

8 Constitution, Article XI, Section 1, Part 2. Membership Restriction. In compliance with The American Legion,  
9 Department of Virginia, Inc., By Laws, As amended during the 90th Annual Department Convention, "No Department, District,  
10 or Post Officer shall hold the office of Commander, (any) Vice Commander, Adjutant, Finance Officer, or their equivalent in any  
11 other veteran's organization during such person's term, except those two veteran's organizations known as "Twenty and Four"  
12 and La Société des 40 Hommes et 8 Che Vaux." At Post 177, this is interpreted to include the elected Corporate Board of  
13 Directors.

14 Constitution, Article XI, Section 2. Post Commander as Ex Officio Member. In addition to the Board of Directors  
15 named above, the Post Commander, if not an elected member of the Board of Directors, will be an ex-officio member of the  
16 Board of Directors during his term as Post Commander. He will be a full voting member of the Board of Directors; however, he  
17 shall not be eligible for one of the elected Board Officer positions on the Board of Directors.

18 Constitution, Article XI, Section 3. Compliance with Motions of the Membership. The Corporate Board of Directors is  
19 responsible to the Membership, through motions of the Membership, during Regular Membership Meetings or properly  
20 announced Special Membership Meetings when a proper quorum is present. The Corporate Board does not report to, nor take  
21 direction from the Executive Committee. The Corporate Board will comply with approved legal motions of the membership as  
22 described in the following Sections of this Article, in the time frame set forth by the motions, through written correspondence  
23 between the Commander or Adjutant, signed by the Commander and Adjutant, as directed by the Membership, as the result of  
24 Regular Membership meetings or properly announced Special Membership Meetings.

25 Constitution, Article XI, Section 4. Expenditures and Reporting. The Corporation shall receive all rent from Post 177  
26 tenants and keep to proper records thereof, advising the Membership or Executive Committee of the financial status when called  
27 on to do so by the Commander or Executive Committee or not less than once every six (6) months. The President of the  
28 Corporate Board, or his designee, will report to the Membership at each monthly meeting, recent transactions of the Corporate  
29 Board, the status of Post real property, and any actions that have been taken, or will be taken, by the Corporate Board for the  
30 maintenance of Post real or personal property. The Corporation shall not be allowed to expend more than ten thousand dollars  
31 \$10,000 for any one purpose except for emergency repairs, routine maintenance, scheduled repairs, equipment replacement, Post  
32 personal property replacement, facility upkeep, or to comply with health code, safety requirements or zoning requirements, to  
33 purchase adequate insurance on Post property, and/or to pay taxes, without the prior approval of the Post Membership as  
34 described in Article XI, Section 3, preceding. Approval may be in the form of a membership approved "Multiyear Budget and  
35 Capital Spending Plan" that may cover the Post 177 in its entirety.

36 Constitution, Article XI, Section 5. Acquisitions, Sales, Encumbrances, or Proposals. Acquisitions, sales,  
37 encumbrances, or proposals to acquire real property may be approved at any regular Post meeting by a two-thirds vote (and a  
38 quorum (7%) and voting conditions as defined in By-Laws, Article VII, Section 5.) of the members in good standing of the Post  
39 attending such regular meeting, and may occur only provided that the proposed action shall have been submitted in writing and  
40 read at the regular membership meeting immediately preceding the meeting at which the vote is taken; and provided further that  
41 written notice of the proposed action, which may include use of the Post Newsletter or direct mailing, shall have been mailed to all  
42 members of the Post at least ten (10) days in advance of the date when such proposal is to be voted upon, informing said  
43 members that at such meeting that proposal is to be voted upon. Such proposals must provide adequate information for members  
44 to discuss and make informed decisions.

1 Constitution, Article XI, Section 6. Real Property Sales. In the event the Post sells any of its real property, the proceeds  
2 from such sale shall be placed in a Trust to ensure that the corpus of said Trust shall be kept intact. These monies shall be known  
3 as the American Legion Post 177 Trust Fund. The Board of Directors of said Post shall conservatively invest and reinvest the  
4 Trust Fund at the maximum rate of return consistent with the safety of the corpus of the Trust, and in accordance with the laws of  
5 the Commonwealth of Virginia. The trust fund is the building fund, building renovation fund and the critical emergency fund.  
6 No investment shall be made that jeopardizes the 'principal' of the investment.

7 Constitution, Article XI, Section 7. Investment Earnings. The earnings from Corporate Board investments will be  
8 available to the Post for programs and projects identified by the Executive Committee or Membership, as are the proceeds from  
9 rentals of Post real property; however, earnings from Corporate Board investments will not be treated as cash, unless they are  
10 separated from the investment instruments, and placed into the Corporate Checking Account. When unencumbered monies in  
11 the checking account(s) reaches an amount in excess of two hundred thousand dollars (\$200,000) in the Corporation bank  
12 account(s), all monies in excess of one hundred twenty-five thousand dollars (\$125,000.00) shall be transferred and included into  
13 the corpus of the Trust Fund unless the monies shall have already been designated for a specific project approved by the  
14 Membership, or budgeted for expenditures as identified in Section 4 of this Article.

15 Constitution, Article XI, Section 8. Removal of Monies from the Trust Fund. Monies may only be removed from the  
16 corpus of the Trust Fund by a two-thirds vote of the members in good standing of the Post attending such Regular Post meeting;  
17 provided that the proposed action shall have been submitted in writing and read at the regular Post meeting immediately  
18 preceding the meeting at which the vote is taken; and provided further that written notice of the proposed action, which may  
19 include the use of the Post Newsletter or direct mailing, shall have been mailed to all members of the Post at least ten (10) days in  
20 advance of the date when such action is to be voted on. This notice is to inform the members that at a specific meeting a specified  
21 sum is to be removed from the corpus of the Trust Fund and for what purpose that sum is to be used.

22 Constitution, Article XI, Section 9. Protection of Corporate Cash Account Funds. The Corporate Board, having title to  
23 all real and personal property of the Post, is directly responsible for the upkeep, maintenance and configuration of all Post 177 real  
24 and personal property, including items in Section 4 of this Article, and the configuration thereof. Should it be necessary to fund  
25 specific items with Corporation cash account funds, such funds must be available in a manner so as to not jeopardize the day-to-  
26 day business of the Corporation. Should funding or other initiatives conflict, the Corporate Board President will so notify the  
27 Commander.

28 Constitution, Article XI, Section 10. Filling Board of Directors Vacancies. Vacancies that may occur prior to the  
29 completion of a term of a member of the Corporate Board of Directors may only be filled for the duration of that 'term', by a vote  
30 of the membership during a regularly or specially scheduled meeting, after having received notice of announcement in the  
31 preceding regular membership meeting, and by nomination by a nominating committee attesting to the qualifications of the  
32 candidate(s) during that preceding meeting. Unless declared detrimental, by the President of the Corporate Board of Directors, or  
33 the Commander in his absence, to the functioning of the Corporate Board, any vacancy so arising after January 1, that would  
34 expire in June of that year, will not be filled for the remainder of that year. Such election will then occur during the normal May  
35 elections, subject to normal election processes.

36 Constitution, Article XI, Section 11. Annual Initial Business Review. The Corporate Board will meet within two  
37 weeks after the annual election in May, to review the records of the previous year, and attend to any pending business that may  
38 have occurred as the result of the annual membership meeting. During this meeting the President of the Corporate Board will  
39 appoint a Buildings and Grounds Chairman, with the approval of the Corporate Board. The Corporate Board shall create from  
40 among its members or the Post Membership, a Building and Grounds Committee, and select or remove a Chairman. The  
41 President of the Corporate Board may be the chair of the Buildings and Grounds Committee, but the Post Commander may not.  
42 The committee shall formulate and present to the membership an annual capital improvement and maintenance budget in the  
43 August Regular Membership meeting each year for approval. The Capital Improvement Plan associated with the Capital  
44 Improvement and Maintenance Budget, and Charitable Donations, shall be for multiple out years. The Chairman of the

1 Buildings and Grounds Committee will subsequently provide a written monthly report at the Regular Membership Meetings,  
2 which will become an attachment to the Regular Membership Meeting minutes, and the Corporate Board Minutes.

3 Constitution, Article XI, Section 12. Required Meetings, Actions and Reports. The Corporate Board shall meet at least  
4 quarterly, and prepare to brief the membership during the regular membership meeting in August, November, February and May  
5 of each year. A report of the bank accounts, investments, real estate holdings, and expenditures will be the minimum items  
6 covered. Corporate Board meeting times shall be announced at least one week in advance, but preferably two weeks in advance,  
7 by messages on the boards in the social quarters as a minimum, and also displayed on our web site, and published in the  
8 newsletter whenever possible.

**BY-LAWS**

Of

FAIRFAX VIRGINIA POST NO. 177,

THE AMERICAN LEGION, INC.

Adopted in Regular Meeting

At

Town Hall, Fairfax, Virginia, November 12, 1945

And

As amended through February 9, 2022 - 7:00 PM

ARTICLE I

Name

The Post existing under these By-Laws shall be known as FAIRFAX VIRGINIA POST NO. 177, THE AMERICAN LEGION, INC., hereinafter referred to as "Post," "the Post," and/or "this Post".

ARTICLE II

Management

By-Laws, Article II, Section 1. Government and management of Post 177. The government and management of this Post is entrusted to a committee of fifteen (15) members to be known as "the Executive Committee," who shall become members thereof in the manner provided by the Constitution of his Post and by these By-Laws.

By-Laws, Article II, Section 2. Executive Committee Members. The Executive Committee shall consist of three (3) members-at-large, elected officers of this Post as listed in Article V of the Constitution and the Junior Past Commander.

By-Laws, Article II, Section 3. Election of Officers and Executive Committeemen. All elections of officers and executive committeemen, except the Junior Past Commander, shall be by ballot of members present and voting and the candidate or candidates receiving the highest number of votes shall be elected to the respective office or offices for which they are candidates.

By-Laws, Article II, Section 4. Executive Committee Vacancies. All vacancies existing in the Executive Committee, except the position of the Junior Past Commander, from any cause other than expiration of the term, shall be filled by a majority vote of the remaining members of Executive Committee, and a person so elected shall hold office *until the next election*. A vacancy shall exist when a member is absent from his post for a continuous period considered detrimental to the interest of the Post by the Executive Committee, or cannot perform the duties of his office.

By-Laws, Article II, Section 5. Executive Committee Membership Forfeiture. An executive committeeman who

1 absents himself from three (3) consecutive meetings of the Executive Committee, whether they be regular meetings held once a  
 2 month or special meetings called by the Post Commander, without giving good and sufficient reasons for such absences shall  
 3 forfeit his membership on the Executive Committee.

4 By-Laws, Article II, Section 6. Observation of Executive Committee Meetings. Meetings of the Executive Committee  
 5 may be observed by the membership at large; except that when the presiding officer rules the committee is going into Executive  
 6 Session all observers shall be requested to remove themselves from the meeting. Dates, times and places of such *Executive*  
 7 *Committee meetings* should be placed on the bulletin board, announced during Regular Membership meetings, and placed in the  
 8 newsletter, and on the Web Site when feasible. Traditionally, Executive Committee meetings occur on the first (1<sup>st</sup>) Wednesday  
 9 of each month at 1900 hours.

### 10 ARTICLE III

#### 11 Post Executive Committee

12 By-Laws, Article III, Section 1. Post Executive Committee Meetings Frequency and Quorum. The Executive  
 13 Committee shall meet for organization and such other business as may come before it at the call of the Post Commander on the  
 14 date of, or within ten (10) days after the installation of the new officers. Thereafter, the Executive Committee shall meet at the call  
 15 of the Commander at least once a month on the first Wednesday of the month, and also as often as the Commander may deem  
 16 necessary. The Commander shall call a meeting of the Executive Committee upon the joint written request of three (3) or more  
 17 members of the Executive Committee. Seven (7) members of the Executive Committee shall constitute a quorum thereof. *In*  
 18 *compliance with* The American Legion, Department of Virginia, Inc., By Laws, As amended during the 90th Annual  
 19 Department Convention, "No Department, District, or Post Officer shall hold the office of Commander, (any) Vice Commander,  
 20 Adjutant, Finance Officer, or their equivalent in any other veteran's organization during such person's term, except those two  
 21 veteran's organizations known as "Twenty and Four" and La Société des 40 Hommes et 8 Che Vaux." At Post 177, this is  
 22 interpreted to include the elected Corporate Board of Directors.

23 By-Laws, Article III, Section 2. The Club Manager. The Post Executive Committee shall be responsible for the hiring  
 24 (or firing) of a Club Manager to perform duties as stated in his or her contract. It shall authorize and approve all expenditures of  
 25 the Club (other than normal operating, food, beverages and supplies) over seven hundred dollars (\$700.00), and it shall manage  
 26 the affairs of the Post. It will require adequate bonds on all persons having the custody of the Post funds, including Corporate  
 27 Board officers and the Club Manager.

### 28 ARTICLE IV

#### 29 Duties of Elected and Appointed/Assistant Officers

30 Duties described below in this article are the minimum expectations of each office. Refer to the Post Operations Manual for a more detailed description.

#### 31 Part 1 - Duties of Elected Officers

32 By-Laws, Article IV, Part 1, Section 1. Duties of Post Commander. It shall be the duty of the Post Commander to  
 33 preside at all meetings of the Post and of the Executive Committee and to have general supervision over the business and affairs  
 34 of the Post, and such officer shall be the chief executive of the Post. He shall appoint all standing and special committees, except  
 35 as provided herein. He shall, ex-officio, be a member of all committees of the Post. He shall make an annual report covering the  
 36 business of the Post which will cover the ending fiscal year, and expectations for the new fiscal year, that shall be read at the  
 37 annual installation meeting of this Post. He shall make, or cause to be made by the Adjutant, the report of recommendations of  
 38 the Executive Committee at the next regular meeting of this Post. He shall be Editor-in-Chief of the Post Newsletter and Web  
 39 Site.

1 By-Laws, Article IV, Part 1, Section 2. Duties of the Vice-Commanders. The Vice-Commanders, in the order of their  
2 rank, shall assume and discharge the duties of Commander in the absence or disability of, or when called upon by, the Post  
3 Commander. They shall act upon all matters referred to them by the Post and shall perform such other duties as are usually  
4 incident to their offices.

5 By-Laws, Article IV, Part 1, Section 3. Duties of the First Vice-Commander. In addition to the duties outlined in  
6 Section 2 above, he shall be responsible for Post membership. This includes, but is not limited to, the administration of and  
7 reporting on the Post Membership Account and ensuring eligibility for membership is verified. He shall be responsible for the  
8 inspiration of patriotism and good citizenship by arrangements for proper observances of patriotic occasions, encouragement of  
9 patriotic and civic phases of instructions in schools, and activities for community and civic betterment. He shall maintain a file of  
10 member addresses, telephone numbers, and e: mail addresses that shall be used to notify members of critical events (such as  
11 funerals) and the existence of newly published and posted newsletter on the Post's web site.

12 By-Laws, Article IV, Part 1, Section 4. Duties of the Second Vice-Commander. In addition to the duties outlined in  
13 Section 2 above, he shall be responsible for general editing, publishing, and distribution of the Post Newsletter. He shall also be  
14 the custodian, maintenance administrator, and general editor of the Post's Web Site. Also, he shall be responsible for the general  
15 areas of publicity and public relations, which includes all releases to newspapers, radio, and television outlets publicizing Post  
16 activities.

17 By-Laws, Article IV, Part 1, Section 5. Duties of the Third Vice-Commander. In addition to the duties outlined in  
18 Section 2 above, he shall be responsible for the general area of oversight of the Club Manager and Club Operations. This shall  
19 include acting as liaison between the Club Manager and the Executive Committee; the administration of and reporting on the  
20 Club Account; and publication of "House Rules" for the Club after receiving approval thereof from the Executive Committee.  
21 The Club Manager shall hire and fire employees with the approval of the Executive Committee; however, the Commander may  
22 delegate, or rescind, that approval responsibility to the Third Vice Commander, with the approval of the Executive Committee.

23 By-Laws, Article IV, Part 1, Section 6. Duties of the Post Adjutant. The Adjutant shall have charge of and keep a full  
24 and correct record of the proceedings of all meetings, keep such records as the departmental and national organizations may  
25 require, render reports of membership annually or when called upon at a meeting, under direction of the Commander handle all  
26 correspondence of the Post, and perform those duties applicable to Post 177 as enumerated in the Post Adjutant's Handbook.

27 By-Laws, Article IV, Part 1, Section 7. Duties of the Post Finance Officer. The Finance Officer shall be responsible for  
28 all Post finances and shall act as chief financial agent of the Post. He shall manage the Post bank accounts that do not fall under  
29 the auspices of the Corporate Board and shall report monthly to the Post on the financial condition of the Post. 'Membership'  
30 account funds shall not be intermingled with 'club' funds, nor be used to subsidize the club operations. Corporate accounts will  
31 be managed by the Corporate Board of Directors, and will be reported and audited as defined elsewhere in this document. The  
32 Finance Officer shall chair the finance committee. That committee shall produce Post and Club budgets for each fiscal year July  
33 1 to June 30) and the budgets and financial health shall be monitored, controlled and reported. The financial committee shall  
34 direct Comptroller functions of the 'Club' (movement of funds among accounts when necessary), and draft initiatives to the  
35 Executive Committee, and subsequently to the Membership, the Commander and then to the Corporate Board.

36 By-Laws, Article IV, Part 1, Section 8. Duties of the Post Historian. The Post Historian shall be charged with individual  
37 records and incidents of the Post and Post members and shall perform such other duties as may properly pertain to the office as  
38 may be determined by the Post or the Executive Committee. The Post Historian shall be provided with copies of all documents  
39 generated in the conduct of Post business, and shall maintain the Post's historical files. The Corporate Secretary is required to only  
40 provide meeting minutes without attachments.

41 By-Laws, Article IV, Part 1, Section 9. Duties of the Post Chaplain. The Chaplain shall be charged with the spiritual  
42 welfare of the Post comrades and will offer divine but non-sectarian service in the event of dedications, funerals, and public



1 functions, etc., and adhere to such ceremonial rituals as are recommended by the national or departmental headquarters from time  
2 to time.

3 By-Laws, Article IV, Part 1, Section 10. Duties of the Post Judge Advocate. The Judge Advocate shall be the legal  
4 advisor of the Post Commander, the Post, and the Executive Committee and shall interpret this Post's Constitution and By-Laws,  
5 and rules on such other matters as may be required of him by the Post Commander, the Post, or the Executive Committee. He  
6 shall cooperate with the Department's Judge Advocate, when called upon; shall chair all disciplinary hearings, meetings; and shall  
7 conduct investigations into disciplinary initiatives when called upon by the commander, and shall be the custodian of the Post's  
8 Constitution and By-Laws.

9 By-Laws, Article IV, Part 1, Section 11. Duties of Post Service Officer. The Service Officer shall render service to  
10 comrades of World War I and II, the Korean War, the Vietnam Era, or other periods of eligibility for the American Legion, and to  
11 those who performed service at anytime in the military forces, including the Merchant Marine in World War II, or to those who  
12 performed service at any other time in the armed forces of the United States Government. He will provide basic veterans' benefit  
13 information and be aware of the VA laws and regulations as outlined in the American Legion Post Service Officer Guide. He  
14 will assist in matters of hospitalization, in the prosecution of just claims against the United States or State Governments for  
15 disability and death compensations or pensions, in matters pertaining to insurance under legislation of the Congress of the United  
16 States, etc. He shall also assist and direct the Post in service to community by cooperating with other welfare organizations.

17 By-Laws, Article IV, Part 1, Section 12. Duties of Post Sergeant-at-Arms and Assistant Sergeant-at-Arms. The  
18 Sergeant-at-Arms shall preserve order at all meetings and shall perform such other duties as may be assigned him by the Post  
19 Commander. He shall be responsible for arranging and conducting all public and/or private ceremonial functions, dedications,  
20 funerals, Color ceremonies, etc., in which this Post may participate. An Assistant Sergeant-at-Arms shall assist him in the  
21 performance of his duties.

22 By-Laws, Article IV, Part 1, Section 13. Duties of the three (3) at-large Executive Committeemen. They shall be  
23 responsible for overseeing the audit function of Post financial records, processes and procedures. To accomplish this function,  
24 they shall organize as a committee and elect a Chairman from their ranks. They shall ensure that professional assistance is  
25 obtained in the performance of their duties, if necessary, but only after the approval of, and funding by, the Executive Committee.  
26 Audits shall be performed at least once each officer year of all Post financial records and accounts, including the Corporation.  
27 When possible, audits shall be conducted before the end of the officer year. They shall create and maintain their relevant parts of  
28 the Post's Processes and Procedures within the Post's Operations Manual and audit and report the performance of the Club  
29 Manager and employees in compliance with those procedures and processes.

## 30 Part 2 - Duties of Appointed Officers

31 By-Laws, Article IV, Part 2, Section 1. Duties of Assistant Finance Officer. The Assistant Finance Officer shall assist  
32 the Finance Officer in the maintenance of all Post accounts so that he shall be able to assume the duties of the Finance Officer  
33 when required.

34 By-Laws, Article IV, Part 2, Section 2. Duties of Assistant Adjutant. The Assistant Adjutant shall assist the Adjutant in  
35 all aspects of record keeping and administrative activities of the Post so that he shall be able to assume the duties of the Adjutant  
36 when required.

37 By-Laws, Article IV, Part 2, Section 3. Duties of the Post Athletic Officer. The Athletic Officer shall be responsible for  
38 the promotion of physical development and clean sports by the organization of Post athletic teams, recreations, etc., and he shall  
39 cooperate and support the general recreational and athletic programs of the community. *The athletic officer and/or the assistant  
40 athletic officer may be a member of the SAL.*

41 By-Laws, Article IV, Part 2, Section 4. Duties of the Post Children and Youth Officer. The Children and Youth Officer

1 shall be responsible for promoting programs for the children of Post members and cooperating with other established youth  
2 agencies in the community.

3 By-Laws, Article IV, Part 2, Section 5. Duties of all other Post Officers. All other Post officers shall perform such duties  
4 as are usually assigned by the Post, the Executive Committee, or the Post Commander and which are usually incident to their  
5 respective offices.

## 6 ARTICLE V

### 7 Delegates

8 By-Laws, Article V, Section 1. Appointment of Delegates to Departmental and National Conventions. Delegates and  
9 alternates to the Departmental, or National conventions shall be appointed by the Post Commander and approved by the  
10 Executive Committee or by nomination and majority vote during a Regular Membership meeting. Only members so designated  
11 and approved may represent the Post in an official or voting, capacity and be eligible for possible reimbursement of partial or full  
12 travel expenses, should such funds be available.

13 By-Laws, Article V, Section 2. Additional Department of Virginia Rules. Delegates to the National Convention are  
14 elected through additional rules and processes defined in the Department of Virginia Constitution and By-Laws.

15 By-Laws, Article V, Section 3. Election of Delegates to District Conventions. The Executive Committee shall elect  
16 delegates and alternates to the district convention.

## 17 ARTICLE VI

### 18 Appointments of Committees and Special Recognitions

19 By-Laws, Article VI, Section 1. Standing and Special Committees. Standing or special committees may be appointed  
20 by the Post Commander and approved by the Executive Committee.

21 By-Laws, Article VI, Section 2. Committee Performance. All committees shall perform the duties usually required of  
22 them and shall perform such additional duties as may be assigned them by the Post or the Post Commander, but no committee  
23 shall be required to perform the duties belonging to another committee.

24 By-Laws, Article VI, Section 3. Member Eligibility. Any member in good standing of this Post may be appointed to  
25 serve on one or more committees.

26 By-Laws Article VI, Section 4. Legionnaire of the Year. At the annual election of officers and upon a majority vote of  
27 members present, an outstanding member of Post 177 may be elected as 'Legionnaire of the Year' and shall retain the title for one  
28 year thereafter. The nominations for Legionnaire of the Year must be made in writing by proclamation at least one regular  
29 meeting prior to the annual election of officers, and after first being presented to the Executive Committee for approval.  
30 Contributions of a member over his or her cumulative membership time at Post 177 may be considered in justifying such a  
31 nomination: not just/only what he/she may have contributed over the last year. There is no requirement to designate a member as  
32 Legionnaire-of-the-year every year.

33 By-Laws, Article VI, Section 5. Life Member and PUFL. At any regular meeting of the Post and upon a majority vote  
34 of the members present, an outstanding member of Post 177 may be elected a 'Life Member' of Post 177 if he has been a bona  
35 fide continuous member of Post 177 for a minimum of ten (10) full years. The nomination for Life Membership must be made  
36 in writing by proclamation at least one regular meeting prior to the regular meeting when the election will be held, and after first  
37 being presented to the Executive Committee for approval. The proclamation for Life Membership shall address inclusion, or not,

1 of a Paid Up for Life (PUFL) membership in the American Legion, and/or other benefits (such as the Post paying for annual  
 2 membership for life, or until the member transfers), or not, such as an engraved 'Life Membership Card' or engraved 'PUFL  
 3 Card'. (But not both).

4 By-Laws, Article VI, Section 6. Fifty Years Service Award. A member of Post 177 for the previous 10 years and who  
 5 has accumulated 50 years or more of continuous service in good standing in The American Legion shall be given a special tribute  
 6 at the annual meeting, and shall receive a Certificate of Recognition signed by the Commander. His membership dues shall then  
 7 be paid henceforth from a 'fund of donations' that may be used for that purpose.

## 8 ARTICLE VII

### 9 Meetings

10 By-Laws, Article VII, Section 1. Regular Meetings. The regular meetings of this Post shall be held in Fairfax, Virginia,  
 11 on the second (2nd) Wednesday in each month at 1900 hours, unless otherwise designated by the Executive Committee, in  
 12 which event all members shall be duly notified by the Adjutant of the change through a (1) direct mailing, (2) the newsletter to be  
 13 mailed at least ten (10) days prior to the new meeting date, if time allows, or (3) an electronic email broadcast to email addresses of  
 14 record at least (10) days prior to the new meeting date, if time allows, otherwise, meetings or delays in beginning a meeting  
 15 caused by weather, funeral services, disasters, or emergencies will be posted on the announcement board in the social quarters.  
 16 There shall be transacted at all regular meetings of this Post such business as may properly be brought before it for action, and  
 17 such meetings may be converted into entertainment and/or educational meetings as may be deemed advisable by the Executive  
 18 Committee.

19 By-Laws, Article VII Section 2. Special Meetings. The Post Commander or a majority of the Executive Committee  
 20 shall have the power to call a special meeting of this Post at any time.

21 By-Laws, Article VII, Section 3. Membership Called Special Meeting(s). Upon the written request of fifteen (15)  
 22 members of this Post, the Executive Committee shall call a special meeting of this Post.

23 By-Laws, Article VII, Section 4, Part 1. Quorum for Election of Officers during Annual Membership Meeting. A  
 24 quorum for the election of officers (and other positions that must be filled by election) at the annual meeting of Post 177 shall be  
 25 not less than 6% of the members in good standing. This quorum requirement may properly be achieved by including members  
 26 in good standing who cast their ballots at the Post 177 home between 0730 and 1900 on the day of the annual (May) membership  
 27 meeting, pursuant to procedures to be promulgated by the Post Commander. All such members casting their ballots on the day of  
 28 the annual meeting, but prior to the commencement of the Annual Meeting, shall be considered present at the annual meeting (in  
 29 addition to those different/additional members actually present at the meeting) for purposes of achieving the required 6% election  
 30 quorum.

31 By-Laws, Article VII, Section 4, Part 2. Quorum to Conduct Routine Business during the Annual Membership  
 32 Meeting. If the required 6% election quorum is achieved in part by including members who voted before the annual meeting is  
 33 commenced, no other general business may be transacted at the annual meeting unless a quorum of 2% of members in good  
 34 standing (as normally required for regular membership meetings) is physically present at that annual meeting.

35 By-Laws, Article VII, Section 4, Part 3. Questions that may Appear on the Ballot. Questions that require a vote by the  
 36 membership (such as amendments to the Post Constitution and By-Laws (2% quorum) or authorization to remove, and spend  
 37 funds from the Trust Fund) (7% quorum and 2/3rds voting yea) may be included on the annual ballot, provided that required  
 38 notification to the membership has been given in the prescribed manner. The quorum and rules for addressing real property  
 39 initiatives and/or accessing the Corporate Trust Fund is discussed in By-Laws, Article VII, Section 5, following.

40 By-Laws, Article VII, Section 5, *Part 1*. Quorums for Addressing Real Property Initiatives and Accessing the

1 Corporate Trust Fund. A quorum of 7% of members in good standing is required to address Corporate Board items, which  
 2 regard acquisition, sales or encumbrances of real property, or the use of funds residing in the corporate trust fund. As defined in  
 3 (this) Constitution, Article XI, Section 5. (preceding), a two-thirds vote in favor of the question, of the members in good standing  
 4 of Post 177 attending such regular meeting is required to approve a question.

5 By-Laws, Article VII, Section 5, Part 2. Buckman Road Voting Procedure. For the purposes of voting to approve the  
 6 sale of the Buckman Road property, the quorum requirement may be properly achieved by including members who cast their  
 7 vote at the Post home between 0730 and 1930 on May 13, 2015, which coincides with the day of the annual (May) membership  
 8 meeting, pursuant with specific procedures to be promulgated by the Post Commander. (Note for the record: The required  
 9 quorum was reached and the question passed on May 13, 2015).

10 By-Laws, Article VII, Section 6. Quorum for Routine Business. A quorum of 2% of members in good standing is  
 11 required to conduct other regular membership meetings where other routine business is conducted, and candidates for  
 12 membership are voted upon, or to request use of Corporate Cash funds.

13 By-Laws, Article VII, Section 7. Annual Meeting of the Corporate Board of Directors. The annual meeting of the  
 14 Board of Directors of Fairfax Post No. 177, Department of Virginia, The American Legion, Inc., shall be within sixty (60) days  
 15 after the annual election of officers. The date and time of this meeting will be announced in the Regular Membership meeting  
 16 immediately preceding such meeting.

17 By-Laws, Article VII, Section 8. Electronic notification of members. In addition to Newsletter availability notifications  
 18 and special mailings prior to voting on significant questions, the Executive Committee is hereby authorized to employ an  
 19 electronic notification system, that facilitates 'pushing' messages out to members through an e: mail notification system in a  
 20 timely manner. Full implementation of such a system shall be documented in the Post Operations Manual.

21 By-Laws, Article VII, Section 9. Electronic Newsletter. The Executive Committee is hereby authorized to publish an  
 22 electronic newsletter and 'pushing' it out to the members via the same methodology as noted in By-Laws, Article VII, Section 8,  
 23 above; or publishing the newsletter and placing it on the Post 177 Web Site and then notifying the membership by 'pushing' out  
 24 messages to the membership through e: mail messages, that "the current newsletter is available on the Post 177 Web-Site". Full  
 25 implementation of such a system shall be documented in the Post Operations Manual.

## 26 ARTICLE VIII

### 27 Notices

28  
 29 By-Laws, Article VIII, Section 1. Member Addresses. Every member shall provide to the Post First Vice Commander  
 30 (and keep up-to-date) his or her address for mailing purposes., and an e: mail address to which messages can be sent. (See also  
 31 By-Laws, Article VII, Sections 8 and 9, above.)

32 By-Laws, Article VIII, Section 2. Annual Election of Officers Day. By approval of this revised Constitution, notice is  
 33 perpetually provided that election of officers of the Executive Committee and officers of the Corporate Board shall occur during  
 34 the Annual Regular Membership Meeting each May. The Post Adjutant shall also cause notice of the annual election to be given  
 35 in the Post Newsletter, prior thereto, as well.

## 36 ARTICLE IX

### 37 Rules of Order

38 By-Laws, Article IX, Section 1. Robert's Rules. All proceedings of this Post and all meetings of the Executive

1 Committee, and all meetings of the Corporate Board, shall be conducted under and pursuant to Robert's Rules of Order, revised,  
2 except as otherwise provided herein.  
3

4 By-Laws, Article IX, Section 2. Current Version. Currently, whenever **Robert's Rules** is cited  
5 in this document, it refers to **ROBERT'S RULES OF ORDER, NEWLY REVISED, 11<sup>TH</sup>**  
6 **EDITION**, unless otherwise explained.  
7

8 By-Laws, Article IX, Section 3. Ballot Voting. For details of possible voting and balloting  
9 procedures refer to Robert's Rules of Order, Chapter XIII, VOTING, § 45 Voting Procedures, 'other  
10 methods of voting', voting by ballot, such as a black and white marble and shoe voting system to vote  
11 on a specific question.

12 BL-Article IX, Section 4, Voting. All voting within this organization is subject to Robert's Rules of Order.

## 13 ARTICLE X

### 14 Limits of Liability

15 This Post shall not incur, nor cause to be incurred, any liability or obligation whatever that shall be subject to liability on  
16 any other Post subdivision, group of men or women, members of The American Legion, or other individuals, corporations, or  
17 organizations.

## 18 ARTICLE XI

### 19 Effective Date, Outside Requirements, Record of Amendments

#### 20 Part 1 -Effective Date of this Constitution and By-Laws

21 The foregoing Constitution and By-Laws adopted pursuant thereto shall be effective immediately upon adoption,  
22 except as to officers theretofore elected and all acts of any nature theretofore consummated or duly authorized to be accomplished.

#### 23 Part 2 -Requirements and Notes from Higher tier American Legion Organizations.

24 The Constitution of The American Legion, Department of Virginia, Inc., Article VII, Amendments contains the  
25 following "NOTE" that "References to the masculine gender are for convenience and shall be taken to include persons of both  
26 genders unless specifically stated otherwise.

#### 27 Part 3 - Record of Amendments

28 The forgoing are the official Constitution and By-Laws of Fairfax American Legion Post No. 177, Fairfax, Virginia, 22030,  
29 Department of Virginia, The American Legion, Inc.

- 30 • as originally drafted in 1945 by the Constitution and By-Laws Committee consisting of Charles Pickett, Karl O.  
31 Spiess, and Rufus G. Caldwell and as originally adopted by the members present on November 12, 1945, Karl  
32 O. Spiess, Commander & M. P. Ackerson, Adjutant;
- 33 • as amended on May 12, 1948, John Affleck, Commander & Maxwell H. Elliott, Adjutant;
- 34 • as amended on June 14, 1950, Lehman H. Young, Sr., Commander & Bernard R. Mulladay, Assistant Adjutant;
- 35 • as amended on November 12, 1958, Eston W. Taylor, Commander & Ernest M. Rubright, Adjutant;
- 36 • as amended on January 6, 1960, Fred Lachmund, Commander & Curtis Aasen, Adjutant;
- 37 • as amended on February 14, 1968, Edwin Williams, Commander & Richard A. Carr, Jr., Adjutant;
- 38 • as amended on May 14, 1969, Edwin Williams, Commander & Richard A. Carr, Jr., Adjutant;

- 1 • as amended on February 11, 1970, Richard A. Carr, Jr., Commander & Leonard V. Ulfig, Adjutant;
- 2 • as amended on April, 1979, Harry A. Moore, Commander & Helen Kingree, Adjutant;
- 3 • as amended on April, 1983, N. Thomas Holster, Commander & Jerome A Gabriel, Adjutant;
- 4 • as amended on May, 1987, Jerome A. Gabriel, Commander & William J. Anderson, Adjutant;
- 5 • as amended on September, 1987, Jerome A. Gabriel, Commander & William J. Anderson, Adjutant;
- 6 • as amended on March 8, 1989, Louis C. Frank, Commander & William J. Anderson, Adjutant;
- 7 • as amended on July 10, 1991, Louis C. Frank, Commander & William J. Anderson, Adjutant;
- 8 • as amended on June 13, 2001, Anthony Osborne, Commander & Larry Lamborn, Adjutant;
- 9 • as amended on May 12, 2004, Larry Lamborn, Commander & Anthony Osborne, Adjutant;
- 10 • as amended on October 13, 2010, Robert L. Parli, Jr., Commander & Michael F. Kimlick, Adjutant
- 11 • as amended on April 2, 2014, Michael Kimlick, Commander, Brad Watkins, Adjutant, and Post Constitution
- 12 and By-Laws Revision Committee Chairman/Historian, Anthony Osborne
- 13 • as amended on April 8, 2015 7:00 PM, Michael Kimlick, Commander, Jeff White, First Vice Commander; and
- 14 Anthony F. Osborne, Judge Advocate and Post Constitution and By-Laws Revision Committee Chairman
- 15 • as amended on March 13, 2019 7:00PM, Jeff White, Commander; Brad Watkins, Adjutant; Anthony Osborne,
- 16 Judge Advocate Emeritus (Past Commander), Chairman of the Constitution and By-Laws Revision Committee;
- 17 and Committeemen Russ Combs, John Price (Past Commander and Sergeant-At-Arms Emeritus), Michael
- 18 Kimlick (Past Commander), John Kinzel, and Stan Verrocchio.
- 19 • as amended on February 9, 2022 7:00 PM, Jeff White, Commander, Jason C. Mann, Adjutant; Anthony F.
- 20 Osborne, Judge Advocate Emeritus (Past Commander), Chairman of the Constitution and By Laws Revision
- 21 Committee; and Gary Welschenbach, Corporate Board Secretary.

ARTICLE XII

APPENDICES<sup>3</sup>

**By-Laws, Article XII, Section 1. Cross Reference Index.**

C=Constitution. BL=By-Laws. A=Article. S or § =Section, P=Part.

A

Administration and Management: Constitution, Article V, Section 1.

B

Ballot Voting: Voting by Ballot: Constitution, Article IV, Section 6, Part 2

Ballot Voting: By-Laws, Art-IX, Section 3.

Buckman Road: Sale of. BL, A VII, S 5, P2.

C

Chairmanship. Constitution, Article V, Section 4.

Change in name of Post 177. See Preface and "Record of Motions, Jan 12, 2022"

Club Manager. By-Laws Article A-III. Sect 2. Hiring, expenditures limits.

Club Manager. By-Laws. Article IV. Part 1. Section 5. Oversight.

Club Manager. By-Laws. Article IV. Part 1. Section 13. Auditing.

Constitution. C, Art-IX. Amendments and Department

Corporation (The): C, Art-XI.

Corporation (The), Required Meetings, Actions and Reports. C, Art-XI, S 12.

<sup>3</sup> The **Appendices** is a supplement to the Post 177 Constitution and By-Laws, and requires only the Executives approval for amendments.

1	D	
2		Duties of Post and Appointed Officers. C, A-V. B Art-IV.
3	E	
4		Elected Officers. Constitution, Article V, Section 2.
5		Employees. C, Art-X, S-1, P-2.
6		Executive Committee: B, Art-III.
7		Expulsion of a Member. Constitution, Article IV, Section 5, Part 3.
8	F	
9		Finance. C, A-VI.
10	G	
11	H	
12		House Rules. Preface and Post Operations Manual.
13	I	
14		Investments. Constitution, Article XI, Section 6 and 7.
15	J	
16		Judge Advocate. By-Laws, Article IV, Part 1, Section 10.
17	K	
18	L	
19		Legionnaire of the Year: B, A-VI, S-4.
20	M	
21		Management (of Post 177). By-Laws, Article II.
22		Membership Eligibility, Constitution, Article VI, Section 3.
23		Member Expulsion. Constitution, Article IV, Section 5, Part 1 and Part 3.
24	N	
25		Nominating Committee. Constitution, Article V, Section 3.
26		Non-Political and Non-Sectarian. Constitution, Article III, Section 2.
27	O	
28	P	
29		Politics (restrictions). Constitution, Article V, Section 3.
30		Post Executive Committee: By-Laws, A-III.
31	Q	
32		Quorum:
33		By-Laws, Article VII, Sections 4 and 5; Quorum for Routine Business, Article VII, Section 6.
34		By-Laws, Article III, Section 1. Post Executive Committee Meetings Frequency and Quorum
35		By-Laws, Article VII, Section 4, Part 1. Quorum for election of officers.
36	R	
37		Real Property. Constitution, Article XI, Section 5 and 6.
38		Robert's Rules of Order. Constitution, Article IV, Section 5, Part 2.
39		Robert's Rules of Order, By-Laws, A- IX.
40	S	
41		Sons of the American Legion: C, A-VII.
42	T	
43		Trust Fund, Removal of Funds from: C, A-XI, S-8.
44	U	
45	V	
46		Voting: C-Article IV, S6.
47		Voting Privileges: C-Article IV, Section 6, Part 1
48	W	
		Voting by Ballot: C-Article IV, Section 6, Part 2

- 1 X
- 2 Y
- 3 Z
- 4



**By-Laws, Article XII, Section 2. Record of Motions.**

The Adjutant shall maintain both an electronic file and hard-copy file of all motions made during official meetings of the Post and Executive Committee that are approved for action. Those motions are member intended operational extensions of this Constitution and By-Laws and/or may become amendments to this document, upon its next revision. The Corporate Board secretary has no such requirement (to provide a record of motions), since the Corporate Board operates apart from the "Post" and the "Club" operations, and since the Corporate Board cannot pass motions that modify the Post 177 Constitution and By-Laws, or circumvent requirements of that document.

Date. Motion.

Nov 9, 2021 Motion to be voted upon during the Jan 12, 2022 Regular Membership Meeting Modifying the Fairfax Post's Constitution, Article XI, Section 7. Investment Earnings. to replace existing relative amounts, to read, "When unencumbered monies in the checking account(s) reaches an amount in excess of two hundred thousand dollars (\$200,000) in the Corporation bank account(s), all monies in excess of one hundred twenty-five thousand dollars (\$125,000.00) shall be transferred and included in the corpus of the Trust Fund." The motion was made during the said meeting on Jan 12, 2022. Passed with majority.

Jan 12, 2022 Resolved to be placed on the agenda, and be voted upon for approval during the February 9, 2022 General Membership meeting (GMM), and that all Post 177 members be properly notified in advance of this proposed action. To Wit: "Whereas in order to sell real property owned by Post 177 it is necessary for the name of our Articles of Incorporation and our Constitution and By Laws be identical. ¶ Therefore, be it resolved: At a general membership meeting at the post home on 9 February 2022 that the name of Post 177 in the Constitution and By Laws is now FAIRFAX VIRGINIA POST NO. 177, THE AMERICAN LEGION, INC., and ¶ Be it further resolved: that this shall be the legal name for the post henceforth." Passed unanimously.