

CONNECTICUT AMERICAN LEGION FOUNDATION, INC.

BYLAWS

Adopted January 25, 2019

Updated July 10, 2021

(See page 7 for Summary of Changes)

ARTICLE I

Name

The name of this organization shall be Connecticut American Legion Foundation, Inc. (the "Corporation"), a subsidiary corporation of the Department of Connecticut, The American Legion, Inc., an Internal Revenue Code section 501(c)(19) tax-exempt, Connecticut non-profit corporation (the "Department") which was incorporated under the General Corporation Law of the State of Connecticut on June 18, 1919.

ARTICLE II

Purpose

Section 1. *Non-profit Organization.* The Corporation is organized for educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. The Corporation's purpose includes but, are not limited to fundraising in support of Americanism, Boys State, Children & Youth, and Veterans Affairs & Rehabilitation programs established by the Department. The Corporation's activities shall be conducted for the aforementioned purposes and objectives in such a manner so that no part of its net earnings shall inure to the benefit of any director, officer, or individual; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 2. *Support.* The purpose of the Corporation is to operate exclusively for the benefit and support of the functions, obligations, purposes and objectives of the Department and/or its subordinates, which qualify as exempt organization(s) under Section 501(c)(3) or 501(c)(19) of the Internal Revenue Code of 1986, as amended, which are organization(s) that are not private foundation(s) as they are organization(s) of the type described in section 509(a)(2). The Corporation is controlled by the Department and is operated by a Board of Directors as described in Article IV.

Section 3. *Receive and Administer Funds.* The Corporation shall receive and administer funds subject to the restrictions and limitations hereinafter set forth exclusively for the support of the Department and its programs as described in this Article and for no other purpose, and to that end shall take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real personal or mixed; sell, convey and dispose of any such property and to invest and reinvest the principal thereof.

ARTICLE III
MEMBERSHIP

Section 1. Member. The Corporation shall have one corporate member: The Department.

Section 2. Annual Meeting. Annually, the Department shall elect directors to succeed directors whose terms have expired and to fill vacancies that have occurred. Such action by the Department shall constitute the annual meeting of the membership.

Section 3. Department Communication. The Member, except as otherwise provided herein, shall act by majority vote of the duly accredited delegates to the Annual Convention of the Department. Such action shall be communicated to the President or Secretary of the Corporation by written instrument signed by an officer of the Member specifying the action taken.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Management and Eligibility. The Board of Directors shall manage the Corporation's business and affairs. Members of the Board of Directors must be natural persons who are (a) at least 18 years of age and (b) active members in good standing of the Department.

Section 2. Composition.

- a. There shall be no less than eight (8) and no more than thirteen (13) voting directors of the Corporation, which shall include the following:
 1. The currently serving Department Commander.
 2. The currently serving Department Senior Vice Commander.
 3. The currently serving Department Adjutant.
 4. The currently serving Department Treasurer.
 5. No less than four (4) and no more than nine (9) additional at-large Directors.

- b. The following individuals will serve as non-voting advisors to the Board:
 1. The Department Judge Advocate is invited to provide legal advice and to represent the Department's legal interests to the Corporation.
 2. The immediate past Department Commander is invited to attend and participate in the meetings of the Board.
 3. The chairperson of these Department committees: Americanism, Boys State, Children & Youth, Veterans Affairs & Rehabilitation, and each constituent committee of the aforementioned committees are invited to represent their respective committee's interests to the Corporation.

Section 3. Terms of Office.

- a. The Department Commander, Department Senior Vice Commander, Department Adjutant and Department Treasurer shall serve terms concurrent with their terms within the Department. Upon completion of their terms in the Department, their successor shall automatically succeed to their positions on the Board.

- b. Two (2) members of the board shall be nominated by the Board of Directors and ratified by majority vote of Department Executive Committee for a term of three (3) years. Each may succeed themselves for an unlimited number of terms. No more than three (3) of the elected Board members shall be voting members of the Department Executive Committee.

Section 4. Meetings. The Board of Directors shall meet at the call of the President at least quarterly and as often as the President deems necessary. The Board of Directors may hold its regular meetings at such places, and at such times, as the Board of Directors shall from time to time determine.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the voting members of the Board of Directors at any time. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting.

Section 6. Notice of Meetings. At least seven (7) days' written notice of a regular meeting shall be given to all members of the Board of Directors. Written notice of all special meetings of the Board of Directors shall be given by the person or persons calling the meeting at least three (3) days prior to the day named for the meeting. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 7. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. The acts of the majority of the voting members of the Board of Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless otherwise required by law or these Bylaws.

Section 8. Committees. The Board may establish such committees as may be necessary to conduct the work of the Corporation. Any active member in good standing of the Department may be appointed to any such committee established pursuant to these Bylaws.

Section 9. Resignation. Any Director may resign by giving written notice to the Secretary. If the resignation is effective immediately, it shall not be necessary for a resignation to be accepted before it becomes effective. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 10. Removal. Any Director, except a Director serving by virtue of their respective office in the Department, may be removed only for cause by the affirmative vote of not less than six members of the Board at any meeting of the Board, provided notice of the proposed removal be given to all members of the Board at least ten (10) days prior to such meeting. Failure to attend more than two consecutive Board meetings as described in this Article may be considered cause for removal from the Board.

Section 11. Vacancy. Any vacancy on the Board, except a vacancy where the Director is serving by virtue of their respective office in the Department, shall be filled by majority vote of the remaining Board with the approval of the Department Executive Committee. A Director so appointed shall hold office until the next annual meeting of the Member.

Section 12. Compensation of Directors. No Director shall receive compensation, nor shall they be compensated to attend meetings. In no event shall any part of the net earnings of the Corporation inure to the benefit of any Director, or to the benefit of any other individual, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent federal tax laws.

ARTICLE V

Officers

Section 1. Officers. The officers of the Corporation shall be a President, Vice President, Administrator, Secretary and Treasurer. The President, Vice President and Secretary shall be elected by the Board of Directors from among its members. The Adjutant of the Department shall also serve as the Administrator of the Corporation. The Treasurer of the Department shall also serve as the Treasurer of the Corporation. All officers shall serve in their respective capacities until their successors have been duly elected or appointed and have assumed office. The Board of Directors may also elect such other officers, with such authority and duties as may from time to time be prescribed by the Board.

Section 2. President. The President shall serve as the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors, and subject to the direction of the Board and these Bylaws, shall perform such executive, supervisory and management functions and duties as may be assigned to him or her from time to time by the Board. The President shall also represent the Corporation at official functions and promote financial support for the Corporation.

Section 3. Vice President. The Vice President shall act in the place of and have all authority and responsibility of the President whenever the President is unavailable or unable to act. The Vice President shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 4. Administrator. The Administrator shall be the Corporations chief administrative officer. The Administrator shall provide advice relating to The American Legion and represent the Department's interest to the Corporation. The Administrator shall be responsible for all non-financial activities of the Corporation to include the retention and disposition of all non-financial records, correspondence, and other related documentation.

Section 5. Secretary. The Secretary shall attend Board of Directors meetings and be responsible for the minutes of such meetings and shall insure that copies of such minutes are distributed to the appropriate Board members in a timely manner. The Secretary shall send meeting notices to the Board of Directors, shall maintain a record of all Directors by name and address, and shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 6. Treasurer. The Treasurer shall be the Corporation's chief financial officer. The Treasurer shall be responsible for receiving and disbursing monies as approved by Board and maintain fiscal accounting of all corporate funds in a legible set of books subject to audit. All funds received by the Treasurer shall be deposited in the Corporation's name in such accounts and depositories as shall be designated by the Board of Directors. The Treasurer shall keep complete records of all current and past financial transactions and shall prepare an annual budget proposal for the Board of Directors' approval. The Treasurer shall prepare a report on the Corporation's financial status at each Board of Directors meeting and the Department's Annual Convention.

Section 7. Resignation. Any Officer may resign by giving written notice to the Secretary. If the resignation is effective immediately, it shall not be necessary for a resignation to be accepted before it becomes effective. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Unless otherwise stated in the notice, resignation by an Officer is limited to resignation from the position and not the Board.

Section 8. Removal. Any Officer may be removed at any time whenever in the Board's judgment it is in the best interest of this Corporation upon the affirmative vote of a majority of the members of the Board at any meeting of the Board, provided notice of the proposed removal be given to all members of the Board at least ten (10) days prior to such meeting.

Section 8. Vacancy. If any Officer position becomes vacant for any reason, the vacancy shall be filled by the Board of Directors as set forth in this Article.

Section 9. Compensation of Officers. No Officer shall receive compensation, nor shall they be compensated to attend meetings. In no event shall any part of the net earnings of the Corporation inure to the benefit of any Officer, or to the benefit of any other individual, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent federal tax laws.

ARTICLE VI

Finances

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from October 1 to September 30. The Board of Directors may, from time to time, adopt resolutions relating to the finances of the Corporation such as, but not limited to, the adoption of a budget for the Corporation and submit the same to the Department.

Section 2. Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation and the financial condition and results of operation shall be examined in the same manner as required by Article VIII, Section 2 of the Department Bylaws. The Department's Treasurer shall be a signatory on all Corporation accounts. The Corporation shall provide the Member (Department) with a monthly report of the Corporation's finances and significant corporate decisions.

Section 3. Execution of Instruments. All checks, drafts, bills of exchange, notes or other obligations or orders for payment of money shall be signed in the name of the Corporation by such person or persons holding the offices or positions as may be designated by the Board.

Section 4. Bond. If required by the Board of Directors, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VII

AMENDMENTS

Section 1. Proposing Amendments. Amendments to these Bylaws may be proposed by the Board of Directors by an affirmative vote of a majority of the Board, provided that at least fourteen (14) days' notice of such proposed amendment shall have been given to each Member of the Board before the meeting at which such action shall be considered. Amendments to these Bylaws may also be proposed by the Department Executive Committee by an affirmative vote of the majority of that body at any regularly scheduled meeting thereof, provided that fourteen (14) days' notice of such proposed amendment shall have been given to each Member of the Department Executive Committee before the meeting at which such action shall be considered.

Section 2. Amendment. Amendment to these Bylaws may be adopted only by the affirmative vote of a majority of the Department Executive Committee.

ARTICLE VIII

MISCELLANEOUS

Section 1. Dissolution. Upon dissolution of the Corporation, and after payment of just debts and liabilities, all remaining assets shall be distributed to the Department of Connecticut, The American Legion, Inc., a Section 501(c)(19) corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Political Activity. The Corporation shall not substantially engage in carrying on propaganda or otherwise attempting to influence legislation; and shall not carry on any other activities not permitted to be carried on by: 1) a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions; 2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended; or 3) by an organization described in section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986, as amended.

Section 3. Headings. Section and Article headings do not affect interpretation of these Bylaws.

Section 4. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Board may adopt.

Summary of Changes to the Foundation Bylaws
Approved at the Annual Department Convention
July 10, 2021

1. **Article IV, Section 2** (*approved by the CTALF BoD on November 15, 2019*)
 - a. Change the status of the Department Adjutant from advisor to voting director.
2. **Article IV, Section 2** (*approved by the CTALF BoD on January 24, 2020*)
 - a. Change the total number directors on the Board from 10 members to a range of between 8 to 13 members.
 - b. Change the total number at-large directors on the Board from 6 members to a range of between 4 to 9 members.
3. **Article IV, Section 3b** (*approved by the CTALF BoD on June 5, 2019*)
 - a. Change the term of office for at-large Directors from 4 years to 3 years.
 - b. Change the Board of Director approval authority from the delegates at the annual convention to the Department Executive Committee.
4. **Article V, Section 1** (*approved by the CTALF BoD on August 14, 2019*)
 - a. Designate the incumbent Department Treasurer to automatically fill the position of Foundation Treasurer.
5. **Article V, Section 1** (*approved by the CTALF BoD on November 15, 2019*)
 - a. Designate the incumbent Department Adjutant to automatically fill the position of Foundation Administrator.
6. **Article V, Section 4 (added)** (*approved by the CTALF BoD on November 15, 2019*)
 - a. Define the duties of the new Foundation officer position called Administrator.
7. **Article VI, Section 2** (*approved by the CTALF BoD on May 1, 2020*)
 - a. Change the audit frequency from annually to that currently required of the Department.
8. **Article VII, Section 2** (*approved by the CTALF BoD on May 1, 2020*)
 - a. Change authority to amend the Bylaws from the delegates at the annual convention to Department Executive Committee.