

# **BY-LAWS**

## **ARTICLE I - Name**

**Section 1** The name of the organization shall be the **FIRST DIVISION** of the Department of Illinois, the American Legion sometimes referred to as the Cook County Council of the Department of Illinois, the American Legion.

## **ARTICLE II - Object and Purpose**

**Section 1** The First Division shall have general supervisory and administrative power and control over the affairs of The American Legion and Posts thereof in said Cook County and the right and power of discipline and the enforcement of its mandates, subject at all times, however, to the supervisory power vested in the Department Executive Committee.

## **ARTICLE III - Membership**

**Section 1** The Cook County Council otherwise referred to herein as the First Division of the Department of Illinois shall consist of the elective Department officers who are members of Posts located in Cook County, the elected officers of the Cook County Council during their terms of office, the members of the Executive Committee of the Cook County Council during their terms of office, the Adjutant of the Cook County Council during his term of office, District Commanders, The District Vice Commanders and the District Adjutants of the Districts located in Cook County, the Post Commanders and Adjutants, and elected delegates from Posts located in Cook County, and all Past Commanders of the Cook County Council.

## **ARTICLE IV - Voting**

**Section 1** Each Post shall be entitled to as many delegates as it was entitled to at the last preceding Department Convention, and shall be entitled to as many additional delegates as its paid-up membership, as certified by the Department Adjutant. Would entitle it to have in Department Convention.

**Section 2** Each Post shall certify the names of its elected delegate or delegates and alternate or alternates to the Council Adjutant, who shall enroll said names on a roster, arranged by Districts. In the absence of duly accredited delegates of a Post at any meeting, the duly accredited alternates of such Post shall assume the functions of delegates and shall be entitled to all the rights and privileges of delegates. No delegate to the Council shall be qualified as a duly authorized representative of his or her Post, nor be permitted a vote in the

**council proceedings until he or her post has paid the administrative fee of Seven Dollars (\$7.00) per delegate per year.**

**Section 3** Changes, if any, in the name or names of duly accredited delegate of delegates, alternate or alternates, of any Post shall be certified to the Council Adjutant, for enrollment by him, not less than ten days prior to the Division Convention of the Cook County Council. No change or changes shall be recognized for the purpose of voting unless in compliance herewith

**Section 4** The Council shall levy and collect from each Post for its administrative expenses \$7.00 per delegate per year.

#### **ARTICLE V - Nominations and Elections**

**Section 1** Nominations for all offices or seats on any elective committees except the Executive Committee, shall be made from the floor at the Annual Convention of the First Division on a roll call of Districts in numerical order each District may present as many candidates as it chooses, limiting nominating speeches to ten minutes each, with not more than two seconding speeches for any candidate not to exceed two minutes each.

**Section 2** Following the nominations, a vote shall be taken at Division Convention of the First Division, which shall be by secret ballot, which ballots shall be distributed by the Council Adjutant. A majority of the votes cast shall be required to elect, each person eligible to vote under ARTICLE IV being entitled to one vote only in the event that there be only one candidate for an elective office, he may be elected by voice vote.

**Section 3** Each of the aforementioned elected Department Officers and the elected officers of the Cook County Council during their terms of office, the members of the Executive Committee of the Cook County Council during his term of office, the District Commanders, the District Vice Commanders, the District Adjutants, and elected delegates from the Posts present, and all Past Commanders of the Cook County Council, shall each have only one vote therein.

**Section 4** Where a member is present and voting and is a member in more than one capacity including being a delegate, his alternate delegate being present may vote in his place as delegate.

**Section 5** In the absence of regular delegates from any Post, the duly elected alternates shall automatically become delegates The vote of any Post not represented by a delegate or alternate shall not be cast.

- Section 6** It shall be the duty of the Commander, at least 30 days prior to the election, to appoint an election committee, consisting of a Clerk and Judge from each District, selected by the respective District Commanders. In the event that the District Commander does not so act, it shall be the duty of the Division Commander to appoint a Clerk and a Judge from said District.
- Section 7** The Commander of the First Division shall appoint an additional member as Chairman of the election and the Election Committee.
- Section 8** It shall be the duty of the Adjutant to officially notify the Judges and Clerk of each District of their appointments and of the time and place of the Election Committee meeting prior to the Division Convention. The Adjutant shall prepare all ballot and election materials and supplies.
- Section 9** The Election Committee shall decide its own rules of management of the election at its meeting, subject to the approval of the Council, and in keeping with these by-laws, The Chairman, with the council and assistance of the Election Committee, shall rule and decide on all objections or questions in connection with the election.
- Section 10** No candidate for any office being voted upon at said election shall be a member of the Election Committee.

#### **ARTICLE VI- Meetings**

- Section 1** The First Division Council shall meet regularly four times a year at the following times and locations:
- The First Division Commander will select Host Posts through various parts of the County.
- Organization Meeting on the first Wednesday of each designated month as follows: September, November, February and April, time at 7:30 pm.
- The Annual Convention of the First Division shall meet on the first Saturday in June at a Host Post and time designated by the Division Commander.
- Section 1A** The First Division Executive Council shall meet one hour before, at the site of the regular Council meetings, in September, November, February and April and regularly at 7:30 pm.
- Section 1B** Each First Division Committee shall meet at least twice yearly, as called by their Chairperson and authorized by the Division Commander, at one half hour preceding, and at the site of the

**Executive Committee Meeting.** Certain Committees, with special reasons of length or site (as the Finance, Baseball, or S.A.L.) may meet at other times and Division locations, as approved by the Division Commander. Elected Division Officers shall be invited to attend all Committee Meetings.

**Section 1C** The First Division Council may adopt for each Division Convention and Division Meeting, the rules of order to govern the meetings, except for the election of Council officers, and elective committee, and persons entitled to vote.

**Section 2** Special meetings may be called by the Commander or by the Executive Committee, or shall be called upon a petition signed by twenty-five members of the Council.

**Section 3** Notice of all meetings shall be given in advance by depositing in the mail at least five days before such meeting, notices addressed to all members of the Council and Committee Chairmen, as shown upon the Council records, and such notices shall state the time and place of the meeting, and notices of special meetings shall also state the purpose of such meeting.

**Section 4** The first Meeting of the Council shall be the regular meeting thereof in the month immediately preceding the month in which the Annual Convention of the Department of Illinois is held, and the newly elected officers shall take office at the close of the Department Convention.

**Section 5** The voting members present shall constitute a quorum for the transaction of business.

**Section 6** A roll call shall be had upon the request of any voting members from each of three districts of the Council, which vote shall be taken and announced by the District Chairmen. Upon demand by a voting member, his District shall be polled by the Adjutant of the Council without discussion or debate of the question as to why such poll is demanded.

**Section 7** The regular order of business at Council meetings shall be:

1. Reading of minutes of previous meeting
2. Officers' reports, including
  - (a) Finance Officer
  - (b) Vice Commander on membership
3. Introduction of quest and visitors
4. Reports of special committees, regular committees and recommendations of the Executive Committee thereon, if any

5. **Reading of letters or communications**
6. **Unfinished business**
7. **New business**

**By unanimous consent, the Commander may vary or depart from said order of business.**

**Section 8 Minutes of all meetings of the Council shall be available to every member on request.**

**Section 9 Standing Rules**

- 1 **A two-third vote of the voting members present shall be required to table any motion or resolution.**
2. **No member of the Council shall speak upon any subject more than once or more than three minutes except with the unanimous consent of the Council, provided, however, that the maker of any motion may speak twice thereon.**
3. **Every Committee Chairman shall submit after each of it' meetings a copy of the minutes thereof to the Adjutant.**
4. **Notwithstanding anything herein to 'he contrary, by a majority of the vote cast the Council may dispense with or postpone the reading of the minutes of any of its meetings or the report of any committee.**

#### **ARTICLE VII- Officers**

**Section 1 There shall be elected by secret ballot at the Division Convention of the Council, a Commander, a Senior Vice Commander, a Junior Commander for a term of one year, all of who shall hold office until their successors are duly elected and qualified. No two of the officers above designated shall be from 'he same District. None of said officers shall be eligible to succeed himself in the same office.**

**Section 2 There shall be elected by secret ballot at the Division Convention of the Council a Finance Officer for a term of one year who shall be eligible to succeed himself in the same office. No other elected officer or elected committeeman (except the elected Executive Committeemen from each Districts in Cook County) shall be eligible to succeed himself in the same office.**

**Section 3 In the absence of the Commander or his inability, refusal or failure to function as such, the Senior Vice Commander, the Junior Vice**

**Commander and the Finance Officer in that order named shall be and become the acting Commander, with all rights, privileges and prerogatives of the Commander. In the absence of all elective officers, the Council shall elect a Chairman of the meeting, whose authority shall be that of the Commander.**

**Section 4** The Commander shall appoint a Council Adjutant, Sergeant-at-Arms, Judge Advocate, Parliamentarian, Chaplain and Historian, who shall hold office at the pleasure of the Commander, but not longer than the term of office of the Commander making such appointments. In the absence of such appointees, the presiding officer shall appoint temporary substitutes.

**Section 5** All officers of the Cook County Council shall be members in good standing of some Post located in Cook County and it shall be necessary to submit proof of eligibility as such member of the American Legion to the Executive Committee before being installed in their respective offices.

**Section 6** All officers shall perform such duties usually incident to their respective offices.

#### **ARTICLE VIII - Executive Committee**

**Section 1** The Executive Committee shall consist of all the elective officers of this Council and sixteen Committeemen, and eight Departmental District Commanders representing the eight Districts in Cook County and also, without vote, all Past Commanders of the Cook County Council.

**Section 2 -** At each Division Convention there shall be elected eight members Executive Committeemen, one for each District, by the Cook County Council delegates Caucusing in their respective District, to hold office for two years and until their successors shall have been duly elected and qualified. Each such Committeeman shall be a member in good standing of a Post in his respective District~ The election of such Executive Committeemen shall automatically make them members of the Executive Committee of the Cook County Council without the concurrences of said body.

**Section 3 -** The Executive Committee shall have the management of the affairs of the Council between meetings subject to the approval of the Council, provided, the Executive Committee shall take no action on questions of policy, nor make public any action by it, without the approval of the Council first had and obtained, and shall report to the Council at its next regular meeting or special meeting all action taken and proceeding considered at the meeting of the Executive Committee.

**Section 4 - The Executive Committee may meet at such times and places as they may determine, or at call of the Commander.**

**Section 5 - The voting members present shall constitute a quorum for the transaction of business**

#### **ARTICLE IX - Committee and Ways and Means**

**Section 1 The Commander shall, with the consent of the Council, appoint such committees as he may deem necessary, and such other committees as may be authorized by the Council, except as herein otherwise provided.**

**Section 2 There shall be a Ways and Means Committee whose duty it shall be to plan, consider and report the desirability of all promotional ventures in connection with the activities of the Council. It shall consist of eight members, one from each District, each member to serve for a term of three years. Election shall be by ballot at the Division Convention of the Council.**

**Section 3 For the purpose of electing members to this Committee, only three districts in numerical order shall nominate members at the Division Convention commencing with District One. At the succeeding Division Convention an additional three districts in succeeding numerical order shall nominate, and at the second succeeding the Division Convention the final three districts shall nominate members. Thereafter, nominations and elections will follow as the three-year terms shall expire. At the close of the Division Convention, the Committee shall convene and elect a Chairman from its membership.**

**Section 4 In the event that there be only one candidate for each seat on the Committee, the ballot may be dispensed with and the candidate may be elected by voice vote.**

#### **ARTICLE X - Resolutions**

**Section 1 All Resolutions submitted to the Cook County Council for consideration must be presented in duplicate to the Adjutant at least five days prior to the Council meeting at which such Resolution is to be considered provided such Resolution shall have first been submitted for consideration to a District Council, and that the subject of the Resolution was existent at the date of said District meeting, and provided further, whether or not the subject was so existent, that the Council's Executive Committee may originate and make recommendations to the Council for its consideration of resolutions of**

**an emergency nature, if adequate documentation is submitted therewith. The Adjutant shall immediately refer such resolutions, except those of an emergency nature, to the proper committees for their consideration, to be reported on, with their recommendations, at the next regular meeting of the Council, at which time such resolutions properly before the Council shall be acted upon. The Adjutant will retain the duplicate copy of each resolution and read them to the Executive Committee in regular meeting assembled before each Council meeting, that they may be informed and discuss such resolutions to be presented. In the event any committee fails to report on each resolution so submitted, the Adjutant shall then read and present said resolution to the Council at such meeting for its consideration and action thereon.**

**Section 2 Resolutions emanating from or referred to a standing or special committee shall be exempted from these provisions.**

#### **ARTICLE XI- Vacancies**

**Section 1 Vacancies existing in any Elective Council Office or Elective Committee shall be filled at the next regular meeting of the Council, provided that notice of such election shall have been included with the regular notice of said meeting, to hold office for the unexpired term thereof.**

#### **ARTICLE XII - Finance**

**Section 1 There shall be a Finance Committee, composed of a Chairman who is not the Finance Officer, and eight members, one member from each of the eight Districts comprising said Council. The Chairman and said members shall be appointed by the Cook County Council Commander. The Finance officer of the First Division shall be a member of the Committee with vote.**

**Section 2 It shall be the duty of this Committee to prepare a budget at the beginning of each fiscal year and present same to the Council for approval, to meet upon call of the Chairman, with at least one meeting to be held each quarter of the year, to review all financial activities of the Council during the prior three-month period; to make current recommendations as to finances of the Council at Council meetings, as necessary and to recommend proposed loans when needed.**

**Section 3 Motions, resolutions or requests for any appropriation or appropriations, expenditure or expenditures, not otherwise provided for in the current annual budget shall not receive final action thereon**

by the Council, unless the same has been first submitted to the Finance Committee for recommendation to the Council. It shall require a two-thirds vote of the Council to then approve such expenditure or expenditures.

**Section 4** The Finance Officer shall have charge and be responsible for all finances and securities of the Cook County Council and see that they are received and safely deposited in the name of the Council in local Banks or depositories as selected by the Executive Committee and shall report once a month to the Executive Committee and the Cook County Council. He shall sign all checks, to be countersigned by the Commander, and in their absence or the absence of either the Council may designate necessary signatories in making proper disbursements of money as approved by the Finance Committee and in accordance with the budget or as ordered by vote of the Council. He shall further perform all duties incident to his office and such other duties may be assigned him by the Council or the Executive Committee.

**Section 5** The Council shall provide at its expense a suitable bond or bonds in such sum and with such surety or sureties as approved by the Executive Committee for each Council officer authorized to handle funds, conditioned upon the faithful discharge of his duties. The Executive Committee shall also arrange for an annual audit at the end of each fiscal year.

**Section 6** The Fiscal Year of the Council shall begin on the first day of August and continue to the next succeeding thirty-first day of July, inclusive. The report of the annual Audit shall be made to the Council at the following October meeting and a copy of the annual Audit shall be made available to each delegate, upon request.

#### **ARTICLE XIII - Conflict**

**Section 1** Any provision in these By-Laws inconsistent with the National Constitution of the American Legion or with the Constitution of the Department of Illinois thereof shall be void.

#### **ARTICLE XIV - Amendments**

**Section 1** These By-Laws may be amended by a vote of two thirds of the voting members present at any regular meeting of the Council, provided that the proposed amendments shall be submitted and read at the preceding regular meeting, and that notice in writing of the proposed amendment be given the members in the regular notice of meeting.

## **ARTICLE XV - Procedure**

**Section 1** The latest edition of Robert's Rules of Order, Revised, shall govern the procedure when not otherwise provided for herein. **Section 2** - Each Council member shall be provided on request, with a copy of these By-Laws at the time dues are paid each year.

## **ARTICLE XVI - Conduct of Public Affairs**

**Section 1** It shall be unlawful for any person, firm, or corporation to use or display the badge emblem or other insignia of The American Legion, or use the name "American Legion" in connection with any Cook County promotional venture, or venture coming under its jurisdiction, unless the proposed use of same shall first have been submitted to the Ways and Means Committee and thereafter sanctioned by vote of the Cook County Council.

**Section 2** No person, member or Officer of the Council is authorized to sign or otherwise agree to any contract or agreement which might create an obligation or liability on the part of the Council unless such writing is first submitted to the Judge Advocate for review and report as to legality.

### **Section 3**

- 1. The use of paid professional solicitors is absolutely prohibited.**
- 2. Using the telephone as means of solicitation is prohibited.**

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