

# **OPERATING RULES OF THE DEPARTMENT OF CALIFORNIA EXECUTIVE COMMITTEE**

## **Rule 1 Self-Governing**

The Department Executive Committee of The American Legion Department of California, as provided by the Department Bylaws of The American Legion, shall be a self-governing committee and transact business in accordance with the rules hereinafter set forth, subject only to the Constitution and Bylaws of The American Legion and mandates of the Department Conventions.

## **Rule 2 Officers**

The Department Commander shall be the Chairman of the Department Executive Committee, and the Department Adjutant shall serve as Secretary. Any temporary vacancies, in such offices of Chairman and Secretary, shall be filled by action of the Committee for the respective meeting in which the vacancy occurs.

## **Rule 3 Duties and Powers**

a. The Department Executive Committee is specifically empowered to exercise the following powers and rights, and may delegate to any subcommittee composed of members of the Department Executive Committee authority to investigate and report back to the Committee on any of the following powers and rights:

1. To make decisions on all matters, executive or administrative; provided, however, that said action so taken shall not be contrary to, nor in derogation of, actions of the Department Convention.
2. To make decisions when necessary relative to expenditures which appropriations have been made by the Department Convention, subject to the right of the Finance Commission to first pass upon all such appropriations necessary to implement action of the Department Executive Committee according to the provisions of the Department Bylaws.
3. To explore matters requiring the attention of the Department Executive Committee and offer recommendations thereon to the Department Executive Committee.

4. To advise the officers or Department Commissions regarding problems arising in the performance of their duties or functions.
  5. To perform between Department Conventions any and all actions necessary and consistent with the exercise of administrative power by the Department Executive Committee.
- b. Any report made to the Department Executive Committee by any Department Commission, Department Committee, Board or Subcommittee and containing any recommendation of approval of such report shall not mean the adoption of such recommendation. Each specific recommendation as to future conduct or as to future policy shall be embodied in a separate motion or resolution for the consideration and action of the Department Executive Committee.

#### **Rule 4** **Decorum**

- a. No member shall speak more than once upon the same subject without leave of the Department Executive Committee. The maker of any motion reserves the right to open and close the debate.
- b. Debate on any one motion is limited to twenty minutes.
- c. While the Commander is reporting or putting a question, no one shall entertain private discourse, read, stand up, walk into, out of, or across the Department Executive Committee room.
- d. No question shall be debated until it has been propounded by the Chair, and then the mover shall have the right to explain his views, in preference to any other member.
- e. During any debate, any Department Executive Committeeman, though he has spoken to the matter, may rise and speak to the orders of the Department Executive Committee, if they be transgressed, in case the Commander does not; but if the Commander stands up at any time, he is the first to be heard.
- f. Whenever the District Commander is absent from any meeting or session of the Department Executive Committee, the District First Vice-Commander may serve as alternate for the District Commander and in the absence of both the District Commander and the District First Vice-Commander the District Second Vice-Commander may serve as alternate. All alternates shall count in the quorum determination and have full member privileges. In the absence of the District Commander, District First Vice-Commander and District Second Vice-Commander an accredited representative of the District may be present for informational purposes only. The accredited representative shall not count in the quorum nor have voice or vote, however the courtesy of the floor may be granted to an accredited representative of the District not represented.

g. Whenever a division of vote is to be determined on any question before the Department Executive Committee, the Presiding Officer may determine division by:

1. Viva Voice vote, with right of recourse to a “teller vote” or “roll call vote” as hereinafter provided.
2. Teller vote whereby the yeas and nays may be counted by a rising vote with recourse to a “roll call vote” as hereinafter provided.
3. Roll call vote as may be directed by the Presiding Officer.

### **Rule 5** **Order of Business**

The order of business of the Department Executive Committee shall generally be:

1. Posting of the Colors.
2. The Invocation.
3. Call the roll
4. Read the minutes of the former meeting.
5. Dispose of letters or communications.
6. Receive reports from Department Officers of The American Legion.
7. Receive reports from Department Commissions, Department Committees, Boards and Subcommittees of the Department executive Committee.
8. Receive resolutions, motions and petitions.
9. Act upon unfinished business of the preceding day and resolutions lying over from the previous day.
10. Miscellaneous business.
11. Retirement of the Colors.

### **Rule 6** **Fiscal Policy**

a. All matters of business affecting the fiscal policy of The American Legion, or financial matters outside the scope of mandates of the Department Convention including the making, cancellation, abrogation or modification of any contract to which the Department organization is a party, shall be considered only with previous notice of a minimum of four (4) hours prior to presentation, and it shall be required that such previous notice include the subject matter, i.e. the motion or resolution or report to be presented.

Previous notice shall be considered the first reading. Final action shall be taken only upon the second reading thereof; provided, however, that matters, and resolutions approved by and contained in the report of the Department Finance Commission with favorable recommendation for immediate action may be considered at the time of the report of said Department Finance Commission.

b. The Department Executive Committee shall be provided with copies of the same quarterly reports provided to the Department Finance Commission. The reports will be provided within 30 days after the end of each quarter. The names of the financial institutions and account numbers will be redacted from the reports provided to the Department Executive Committee members.

### **Rule 7** **Procedure**

a. Letters, resolutions and communications addressed to the Department Executive Committee or to the Department Commander, the Department Adjutant or any other Department Officer and by them referred to the Department Executive Committee shall be read (or published to the members, if such be of import) by the Department Adjutant. Such letters or communications shall be disposed of in one of the following ways:

1. By a motion to accept. Such a motion shall have the effect of approving the subject matter and should include specific instructions for further disposition to the Department Commander, Department Adjutant or other proper officers; or by reference to an appropriate Commission or Committee or other proper instruction.
2. By a motion to receive and file. Such a motion shall denote neither approval nor disapproval of the subject matter and shall require no action on the part of the Department Officers or others beyond a formal reply should such be required.
3. By a motion to reject or decline. Such a motion shall mean disapproval and should include specific instructions for further disposition as contemplated in paragraph a, above.

b. The Department Executive Committee may receive and act upon resolutions presented to it unless said resolution(s) concern changes in the Bylaws of the Department of California or, in the opinion of the Department Commander (the Adjutant and/or Judge Advocate concurring) would be most appropriately reviewed by a Convention Committee or Commission for presentation to the Delegates of the annual convention of The Department of California.

c. Reports of officers shall be acted upon directly by the Department Executive Committee, except that by direction of the Department Executive Committee a report of any officer may be referred to a Subcommittee of the Department Executive Committee for study and report thereon; provided however, that such reference shall not continue beyond the meeting of the Department Executive Committee to which such officer's report is first submitted.

d. Reports of officers shall not be altered or amended by the Department Executive Committee nor may any such report be rejected. In the event that the Department Executive Committee shall not agree with the report or any statement therein contained, then, and in such event, if the presiding officer of the Executive Committee so determines, a separate memorandum shall be prepared setting forth the objections which such memorandum, if approved by the Department Executive Committee shall be filed with the report. Any such memorandum, when submitted, shall be subject to amendment.

e. Reports of officers shall be disposed by motion as follows:

1. To approve the report. Such action shall constitute approval of the statements made in the report.
2. To disapprove the report. Such motion shall have the effect of disapproving any or all statements in the report, but such motion shall prevail only if the memorandum setting forth the objections to such a report shall have been adopted.
3. To receive and file the report. Such action shall constitute only a routine disposition of the report. A negative vote on motions 1 or 2 shall automatically cause the report to be received and filed.

f. Any member of the Department Executive Committee shall be privileged to present a resolution in his own right in any of the following ways:

1. Under a proper order of business, in which case the subject matter thereof shall be germane.
2. Under miscellaneous business.
3. Upon unanimous consent of the Committee at any session of the Department Executive Committee, at an appropriate interval in the order of business.
4. Under a suspension of the rules.

g. All Department Commissions, Department Committees, Boards or Subcommittees of the Department Executive Committee shall be required to present in resolution form all recommendations as to their future conduct or future policy as to matters within their scope and functions upon which it is desired or required that the Department Executive Committee take action as contemplated in Rule 3.

### **Rule 8** **Form of Resolutions**

Resolutions which shall be offered shall be prepared in the appropriate format containing such informative preamble in the form of “Whereas” followed by statements of fact and shall conclude with a Resolving clause or clauses which shall specifically set forth what statement or declaration is to receive action of the Department Executive Committee. Such Resolving clause or clauses shall contain the following leading language:

RESOLVED, By the Department Executive Committee of The American Legion Department of California in regular (or special) meeting assembled in (City), California, on (date or dates) that ..... --- and be it further  
“RESOLVED, That, .....

### **Rule 9** **Electronic Meetings and Correspondence**

Section 1. Electronic meetings are authorized for all official meetings of the Department Executive Committee by any of the following means:

- Full-featured Internet, or combination Internet/telephone, meeting services that integrate audio (and optionally video), text, and voting capabilities.
- Telephone meetings, with Internet services for conducting secret votes and sharing documents.
- A speakerphone in the meeting room to allow members who are not physically present to participate by telephone.
- Telephone meetings without Internet support (and without any central meeting room).

Section 2. Electronic correspondence is authorized for all notification of special meetings and official business.

**Rule 10**  
**Suspension of Rule**

No standing rule or order of the Department Executive Committee shall be suspended without one (1) hours' notice being given of the motion therefore, and no rule shall be suspended except by a vote of two-thirds (2/3) of all members present.

**Rule 11**  
**Gender**

The masculine gender shall be deemed to denote the feminine or neutral gender, the singular to denote the plural and vice-versa where the context so permits.

**Rule 12**  
**Robert's Rules of Order to Govern**

Except as otherwise herein specifically provided, Robert's Rules of Order (Newly Revised), shall govern.

**Rule 13**  
**Conflict of Interest Statement**

A possible conflict of interest exists when a Department Executive Committee (DEC) member has, or arguably may have, a material personal interest, while direct or indirect, in a proposed transaction involving this organization. When a DEC member has an interest in a transaction being considered by the organization, the DEC member should disclosed that conflict before the DEC takes action on the matter. Any DEC member having a conflict of interest will not vote or use his influence on the matter and will not be present when the matter is discussed by the DEC. The minutes of the meeting will reflect that a disclosure was made, and the abstention from voting.

This policy also will apply to immediate family members, the organization's commissions/committees, and its volunteer association. DEC members, committee members and staff members will be required to attest annually to their familiarity with this policy and to provide information concerning any possible conflict of interest so that disclosure, if necessary, is made. (Refer to APPENDIX A)

Staff members and their immediate families will not benefit materially from the organization beyond the receipt of salaries, fringe benefits, and reimbursement for authorized expenses.

## **APPENDIX A**

The standard of behavior at the American Legion, Department of California is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the American Legion, Department of California on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of the American Legion, Department of California decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff, and board members. Upon or before election, hiring, or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family, and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed: Date: