

ByLaws



Major General Warren R. Johnson
Detachment 1311,
Woodstock, GA

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PREAMBLE

In the name of the beneficent God of all, we who have honorably served or are now honorably serving our country in the United States Marine Corps, for the common good of this Nation, and all the Nations and people of the world, and in order that the fundamental rights and freedom of every person may be preserved, to foster interest in the affairs of the United States Marine Corps, to protect and advance the welfare of wounded and disabled Marines, FMF Corpsmen and FMF Chaplains and their dependents, and for the further purposes as set forth hereinafter, do solemnly and firmly associate ourselves together in a non-profit corporation known as the **MARINE CORPS LEAGUE 1311-MAJOR GENERAL WARREN R. JOHNSON DETACHMENT, INC.** and order and establish these Bylaws.

ARTICLE I – NAME

Section 1 **Name**

The name of this organization shall be the **MARINE CORPS LEAGUE 1311-MAJOR GENERAL WARREN R. JOHNSON DETACHMENT, INC.** (the “Detachment”). The Detachment is a subordinate unit of the Marine Corps League (“National”), and is also a subordinate unit of the Department of Georgia Marine Corps League, Inc. (the “Department”). National is a duly qualified tax-exempt entity pursuant to the provisions of the Internal Revenue Code, Section 501(c) (4). The Detachment is incorporated as a non-profit entity within the State of Georgia.

Section 2 **Compliance**

The Detachment Bylaws shall conform to all the Bylaws, regulations and policies of National and the Department. If there are any inconsistencies found in the Detachment Bylaws with the Department and/or National Bylaws, then the Department and National Bylaws shall take precedence until corrections are made following the guidelines of Article XI.

ARTICLE II – PURPOSE

Section 1

The purposes of this Detachment are:

- To preserve the traditions and to promote the interests of the United States Marine Corps;
- To band together those who are now serving in the United States Marine Corps and those who have been honorably discharged or retired from that service, together in fellowship that they may effectively promote the ideals of American freedom and democracy;
- To fit its members for duties of citizenship and to encourage them to serve as ably as citizens as they have served the Nation under arms;
- To hold sacred the history and memory of the men and women who have given their lives to the Nation;
- To foster love for the principles which they have supported by blood and valor since the founding of the Republic;
- To maintain true allegiance to American institutions;

Section 2 Associate Membership

Those individuals who do not qualify for Regular Membership in the Marine Corps League, but who do espouse the principles and purposes of the Marine Corps League as contained in its Congressional charter, upon application to the Detachment may be accepted as Associate Members in the Marine Corps League. Upon acceptance, Associate Members will pay dues in the same amount as prescribed for Regular Members.

An Associate Member shall be entitled to the rights, privileges, and benefits of a Regular Member, unless otherwise prohibited.

Section 3 Honorary Membership

The Detachment may award an Honorary Membership for extraordinary service to the Nation, community, Marine Corps or Marine Corps League.

Section 4 Eligibility

Eligibility will be determined by requirements as set forth by National and the Department.

Section 5 Dues

Dues are necessary to provide the foundation of the Detachment's fiscal program. A portion of dues collected is submitted to the Department and National to support their operations. The remainder is deposited in the Detachment's treasury. The Detachment dues shall never be less than what is required by National and the Department. The specific amount shall be recommended by the Detachment Officers and approved by a 2/3 majority vote of Regular Members present at a meeting. The membership year and the annual dues shall expire on the 31st day of August of each year.

ARTICLE IV - OFFICERS

Section 1 Officers

- a.) **Elected Officers.** Commandant, Senior Vice Commandant, Junior Vice Commandant, and Judge Advocate. Elected Officers of the Detachment must be Regular Members in good standing of the Detachment.
- b.) **Appointed Officers.** Adjutant, Paymaster, Sergeant-at-Arms, Chaplain, and such other officers as the Commandant shall deem necessary to serve the Detachment. They shall serve at the pleasure of the Commandant.
- c.) **The Board of Trustees.** The Elected Officers and the Junior Past Commandant.

Appointed Officers who are Regular Members have voting privilege during Detachment staff meetings.

- To create a bond of comradeship between those in the service and those who have returned to civilian life;
- To aid voluntarily and to render assistance to all Marines, and Marine Veterans including Fleet Marine Force (FMF) Corpsmen and Navy Chaplains as well as their families, widows and orphans and;
- To perpetuate the history of the United States Marine Corps, and by fitting acts to observe the anniversaries of historical occasions of particular interest to Marines.

Section 2 Non-Profit

The Detachment is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any member or other private individual. The Detachment shall never engage in a business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes for which the Detachment is organized.

Section 3 Non-Political

No member acting on behalf of the Detachment shall attempt to influence legislation, by propaganda or otherwise. The Detachment shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III – MEMBERSHIP

Section 1 Regular Membership

- (1) **U.S. Marines, U.S. Marine Reservists, and U.S. Marine Veterans** who have served honorably*; and
- (2) **U.S Navy Corpsmen** (i) who have trained with Marine FMF units in excess of ninety (90) days and earned the Marine Corps device (clasp) worn on the Service Ribbon and (ii) who earn the Warfare Device authorized for FMF Corpsmen; and
- (3) **U.S. Navy Chaplains** who have earned the FMF warfare specialist device serving with Marines shall be eligible for Regular Membership in the League.

*“Served honorably” is determined by the last DD Form 214 or certificate of discharge that the applicant received. A General Discharge under Honorable Conditions is acceptable.

Section 2 Officer Duties

The basic duties of the Officers are summarized below.

COMMANDANT: Presiding officer at meetings; the key leadership position of the Detachment; Chief Executive Officer (CEO) of the Detachment and Chairman of the Board of Trustees; chief Detachment representative in public relations; responsible for formulating and developing programs; appoints appropriate committees for carrying on Detachment business; responsible for fiscal stability and procedures; signer on Detachment checking accounts (bonded by National); abides by the Bylaws and policies of the Marine Corps League.

SENIOR VICE COMMANDANT: Assists and supports the Commandant as needed; presides in the absence of the Commandant; chairs committees at the request of the Commandant;

JUNIOR VICE COMMANDANT: Chairman of membership (recruiting and retention) programs; works on or presides at committees designated by Commandant, presides in absence of Senior Vice Commandant and Commandant. If the Adjutant is absent, the Junior Vice Commandant will take the minutes of the meetings and forward to the Adjutant.

JUDGE ADVOCATE: Legal counsel of the Detachment; renders opinions based on policies, Bylaws or precedents of the Detachment; advises on Bylaws and policies of the Marine Corps League; assures that the Detachment abides by the Bylaws of the Detachment, National and Department.

JUNIOR PAST COMMANDANT: The immediate past Commandant of the Detachment; serves as a member of the Board of Trustees, provides a bridge in turnover of administrative functions; assists incumbent Commandant and officers as directed by Commandant.

ADJUTANT: Keeps accurate minutes of meetings; prepares and transcribes minutes for permanent records of the Detachment; prepares, and assists in preparation of correspondence and bulletins in conjunction with Commandant and Officers; maintains Detachment records, including membership; posts official notices; makes reports at meetings; assures that resolutions are maintained as corporate records, sends communications from the Commandant and Trustees to the membership, prepares notices to the membership and media.

PAYMASTER: Keeps accurate fiscal records; responsible for banking and financial accounts; signer on fiscal and banking documents (bonded by National); maintains Detachment financial records; pays authorized bills, and assures legitimacy of funds

disbursed through budget and/or Board of Trustees approval; makes fiscal and financial reports at meetings; receives dues and forwards dues transmittals; abides by procedures of Detachment, Department and National.

SERGEANT-AT-ARMS: Sets up meeting rooms, presents the Colors, and leads the “Pledge of Allegiance”; maintains order at meetings; responds to instruction from the Commandant; admits members in good standing; or appropriate parties as directed; abides by the ritual of office.

CHAPLAIN: Performs duties of a spiritual nature; visits sick members/families and sends appropriate cards; sends cards of sympathy in the event of the death of a member or member’s family; provides invocations and services as required; performs duties as requested by the Commandant; abides by the ritual of office to include submitting notices of death to the Department Chaplin.

ARTICLE V - ELECTION OF OFFICERS

Section 1 Term of Office

The term of office is defined as **one (1) year**. The Commandant, Senior Vice Commandant, Junior Vice Commandant and Judge Advocate shall be limited to serving no more than three consecutive terms in the same office.

Section 2 Nominations and Election Procedure

In August, preceding the end of the term of office for current officers, the Detachment Officers shall appoint a Nominations Committee Chairperson, who shall then select an even number of Regular Members to serve on the Committee.

This Committee shall seek out the best-qualified Regular Members for Elected Officers - based on their qualifications and willingness to serve - beginning with the position of Commandant. The resulting slate of candidates shall be presented to the general membership at the regular meeting in September. Nominees must submit a biography of the qualifications and experience they would bring to the office.

In addition, the Committee will prepare recommendations for Appointed Officers to be provided to the incoming Commandant.

Elections will take place at the regular meeting in October at which time nominations for Elected Office may be made from the floor. Nominees from the floor must verbally present their biography and qualifications to hold the office for which they are nominated. Nominees present at the October meeting must verbally accept or decline the nomination. Those unable to be present may accept the nomination in writing, by submitting a letter indicating their willingness to serve along with their biography and qualifications. The Adjutant will read the documents to

the members present.

Upon motion, duly seconded and approved, the nominations will close and the election will proceed. The Sergeant-At-Arms will secure the quarters when the nomination procedure and elections commence.

Section 3 Voting

Only Regular Members in good standing may vote. Elections shall be held by secret ballot, unless the motion is made, seconded and approved to consider the slate of candidates in its entirety, in such case a voice vote is held. In the event there is only one (1) candidate for a particular office, the Adjutant will be directed to cast one (1) unanimous vote for the candidate.

The Chaplain shall count ballots and immediately announce the results. The Sergeant-At-Arms will ensure that no member leaves once the election begins, until the results are announced.

ARTICLE VI - RESIGNATION, DEATH OR REMOVAL OF OFFICERS

Section 1 Replacement

It is anticipated that Officers will acceptably discharge their duties, however, occasions may arise where an officer is unable or unwilling to do so. In such cases, these officers must be replaced expeditiously.

Section 2 Procedure

Upon receipt of resignation, removal or notice of death of an Officer, the Commandant shall hold a meeting of the Elected and Appointed Officers to determine a replacement to complete the unexpired term of the office vacated.

The Commandant may recommend a qualified Member to fill the open position. Elected Officers must approve or reject the Commandant's recommendation by majority vote.

Upon approval, the replacement officer shall be announced to the membership via email, postal mail, hand delivery or facsimile.

Regular Members appointed to fill the vacancy of an Elected Officer's incomplete term, shall be entitled to be elected for an additional three (3) consecutive terms.

The selection of the replacement officer must be based on his or her qualifications and willingness to serve. The replacement officer shall be sworn in for that office at the next meeting. The Detachment Adjutant will update the "Report of Officer Installation" (ROI) document and forward it to the Department.

ARTICLE VII – MEETINGS

Section 1 **Detachment and Staff**

The Detachment will meet monthly at such time and place to be determined by the Detachment Officers. The Detachment Officers will hold a staff meeting no less than once per quarter, but may meet more frequently at the discretion of the Commandant.

Section 2 **Quorum**

For purposes of conducting official business a quorum shall be considered to be at least sixteen (16) of the Regular Members including two (2) Elected Officers. For meetings of the Detachment Officers, a quorum shall be three (3) Elected Officers.

ARTICLE VIII – COMMITTEES

Section 1 **Appointment**

The Commandant may appoint, from time to time, such committees deemed necessary to conduct the overall mission and program of the Detachment. Committee members serve at the pleasure of the Commandant, and any committees thus established may be modified or terminated at the discretion of the Commandant. The Commandant is an ex-officio member of every committee.

Section 2 **Standing Committees**

Finance Committee: Comprised of the Senior Vice Commandant (ex-officio) and two (2) Regular Members from the Detachment. The Finance Committee is charged with oversight of the Detachment's fiscal program, and will audit the Detachment's financial records annually. Upon completion of the annual audit a financial report for the fiscal year just ended will be reported to the general membership. Such audit will also be completed upon any change in the office of Commandant or Paymaster. In addition, the Finance committee will file the annual IRS 990N form after the audit every year by the fifteenth day of the fifth month after the close of the Detachment's tax year.

Standing committees, other than the Finance Committee may be established, changed, or abolished by the Commandant.

ARTICLE IX - FISCAL AND FINANCIAL

Section 1 Fiscal Year

The fiscal year for the Detachment shall be from 1 July to 30 June.

Section 2 Paymaster

The Paymaster is the fiscal agent for the Detachment. For issuance of checks or withdrawal of funds, the signature of the Paymaster or the Commandant is required. In order for the Detachment to purchase the necessary supplies and pay the general operating expenses necessary to operate in a business-like and professional manner, the following authorizations are set:

\$000.01 - \$500.00	Commandant
\$500.01 - \$750.00	Detachment Officers (majority vote)
\$750.01 -	General membership (majority vote)

Section 3 Committee Budgets

The Commandant may authorize expenditures over \$500.00 for approved Detachment events with an authorized budget.

Section 4 Use of Detachment Funds.

Funds shall be used only for the purposes for which they have been designated.

The Paymaster will arrange the Detachment's financial records to account for such different classes of funds and will account for them separately. When the purpose for which an account has been established no longer exists, the account shall be closed, a report made to the Board of Trustees and any remaining funds transferred to the general fund.

Section 5 Expenses of Members

Members who incur expenses in the transaction of official Detachment business or for approved events may request reimbursement. If at all possible, approval for such requests for reimbursement will be made prior to incurring the expense. Evidence of the expense, such as receipts or invoices, must be provided for reimbursement.

Generally, any expense other than for personal or uniform items can be considered reimbursable. Cost of travel to another detachment's meeting or to a Department function is not considered reimbursable, unless such travel is completed at the request of the Detachment.

Article X - Detachment Voting Authority

Section 1 Voting Authority at All Department Events

The Detachment Commandant, being a registered and approved Delegate, or his registered and approved designee, in the Detachment Commandant's absence, may cast the full voting strength of the Detachment, subject to the will of, and in the manner specified by the registered and approved Delegates present from the Detachment.

Section 2 Detachment Voting Preferences

At membership meetings prior to these stated convention/scheduled meetings, the Commandant will present to the members the items to be voted on at such meetings and determine by majority vote the preferences of the Detachment. In the event of a delegate vote where it was not possible for the Detachment to be given all the information for a decision, the designated voting delegate(s) for the Detachment will vote in what is believed to be the wishes of the Detachment in good faith.

Section 3 Alternate Authority

If the Commandant (voting delegate) cannot attend above convention/meeting, then an alternate delegate may be selected by the Commandant as the delegate voting spokesperson for the Detachment. The alternate delegate must be registered delegate for the convention/meeting.

ARTICLE XI – AMENDMENTS

Section 1 Amendments

Amendments to these Bylaws shall be approved by a two-thirds (2/3) majority of the Regular Members present at a meeting, provided that the proposed amendment(s) has/have been submitted in writing to the Adjutant, and the general membership has been given a thirty (30) day notification by postal mail, hand delivery, email, or facsimile.

The Adjutant shall publish the proposed amendments via email to the Regular Members, post them on the website and add the matter to the agenda for the next meeting. A time period for discussion may be set by motion, at the expiration of which a show of hands will indicate acceptance or rejection.

In accordance with the National Bylaws, any amendments must be approved by the Department Judge Advocate before becoming effective.

The Bylaws become effective once the membership has approved the Bylaws and they are approved by the Department Judge Advocate.

Section 2 Effect

These Bylaws, upon adoption, repeal and supersede any other Bylaws, as amended, of this Detachment.

ARTICLE XII
Dissolution

Section 1 Dissolution

Upon dissolution of the Detachment, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(4) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Certification

I, Charles E. Gray, Detachment # 1311 Judge Advocate, Marine Corps League do hereby certify that this revised edition of Bylaws was approved by a two thirds majority or better of the members present at the monthly meeting of _____ in the city of Woodstock, GA. Furthermore, that all other copies of Detachment #1311 Bylaws shall be considered obsolete.

Attested: Richard L. Sabo date 1/16/2020
Richard L. Sabo, Commandant

Attested: Harry R. Johnson date 1/16/21
Harry R. Johnson, Sr. Vice Commandant

Attested: Karen K. Lawrence, Jr. date 1/16/20
Karen K. Lawrence, Jr. Vice Commandant

Attested: Charles E. Gray date 1/16/21
Charles E. Gray, Judge Advocate

Approved: Department Judge Advocate: Risa R. Oelk date 1/16/21