

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

THE AMERICAN LEGION, DEPARTMENT OF ALASKA, INC.

(Except for the designated amendments, these restated amendments correctly set out without change the provisions of the articles being amended. These amended and restated articles supersede the original articles and all amendments to the original articles.)

[Revised April, 2006]

{Revised, April 2009}

{Revised, April 2010}

PREAMBLE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being adult persons and residents to an authorization made at the Annual Convention of The American Legion, Department of Alaska, formerly an unincorporated association, which incorporated originally in June, 1953, at Cordova, Alaska, and which was originally composed of veteran residents of the Territory of Alaska, and wishing to at this time, enlarge the entirety of said Corporation, so that the veterans who are not residents of the State of Alaska but who are residents of areas which do not have incorporated Departments available for membership, hereby have amended the Articles of Incorporation as previously amended so that the Articles are as follows:

ARTICLE I

NAME

Section 1. The name of this organization shall be The American Legion, Department of Alaska, Inc.

ARTICLE II

OBJECTS AND PURPOSES

Section 1. The objects and purposes for which this Corporation is formed are to promote the principles and policies set forth in the Constitution of The American Legion, a Corporation chartered by the Congress of the United States of America, which is hereinafter referred to as "The American Legion"; to act as a liaison organization between The American Legion and its various Posts in the State of Alaska and other areas designated by the national organization; to stimulate, promote and encourage the work and objectives of The American Legion among its members and its Posts; and to coordinate, assist and stimulate the activities of said Posts.

(Amended at the 58th Annual Convention, Sitka, Alaska, June 1977)

ARTICLE III

HEADQUARTERS

Section 1. The principal places of transacting business and the Home Office of this Corporation shall be Anchorage, Alaska, or at such other places as the members of this Corporation shall authorize and direct.

(Amended at the 60th Annual Convention, Haines, Alaska, June 1979)

ARTICLE IV

PERIOD OF INCORPORATION

Section 1. This Corporation shall commence upon the execution and acknowledgement of these Articles of Incorporation, and shall be perpetual, unless the Charter to this Corporation granted by The American Legion shall be sooner revoked in which event this Corporation shall cease to exist except for the purpose of closing and ending its business affairs and its records, property and assets shall be turned over to the authorized agent(s) of the National Executive Committee.

(Amended at the 58th Annual Convention, Sitka, Alaska, June 1977)

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

ARTICLE V

MEMBERSHIP

Section 1. Membership in this Corporation shall be limited to the several Posts chartered by The American Legion within the jurisdiction of the Department of Alaska, and no Post shall hereafter be chartered without having first submitted its application for a Charter to the Commander of this Corporation for his/her recommendation and for forwarding to the National Headquarters, The American Legion.

(Amended at the 58th Annual Convention, Sitka, Alaska, June 1977)

Section 2. The minimum membership for the chartering of a Post shall be determined by the Department Executive Committee.

Section 3. No Post shall be named after any living person.

Section 4. Post Charters may be cancelled or revoked by the Executive Committee of The American Legion.

Section 5. Post Officers shall be nominated and elected subsequent to January 1 and before April 1 of each year.

(Amended at the 58th Annual Convention, Sitka, Alaska, June 1977)

(Amended at the 76th Annual Convention, Ketchikan, Alaska, June 1995)

(a) A Post shall have a minimum of four (4) Officers as follows: Post

Commander, Post First Vice Commander, Post Adjutant and Post Service Officer. When a Post only fills the minimum number identified herein, no individual may fill more than one position. The Commander and First Vice Commander must always be separate individuals.

(Added at the 85th Annual Convention, Fairbanks, Alaska, April 2004)

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

Section 6. No fee shall be charged for admitting a Post to this Department. Posts will forward membership dues in accordance with Article IX of this document.

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

Section 7. No capital stock shall be issued.

Section 8. Eligibility for membership in any Post chartered by The American Legion, Department of Alaska, Inc. shall be provided in Article IV of the National Constitution of The American Legion.

Section 9. American Legion Posts within the Department of Alaska shall not permanently post their Post's Charter in any establishment not owned by The American Legion Post, or leased by The American Legion Post on a full-time basis. The Charter of any Post not leasing or owning a building to post the Charter in shall remain at the home of the Post Commander, or Post Officer designated by the Post Executive Committee, but shall be allowed to be temporarily placed on display during each Post meeting or function.

(Included at the 77th Annual Convention, Kenai, Alaska, May, 1996)

ARTICLE VI

INDEBTEDNESS

Section 1. The highest amount of indebtedness or liability to which the Corporation shall at any time be subject to shall be one million dollars (\$1,000,000).

ARTICLE VII

OFFICERS AND GOVERNING BODY

Section 1. This Corporation shall be owned by its member Posts and shall at all times be subject to the control of the Annual Convention of delegates from said Posts, which Convention shall be the supreme body of the Corporation.

Section 2. The Officers of this Corporation shall be a Commander, First Vice-Commander, Second Vice-Commander, Adjutant-Finance Officer, Judge Advocate, Historian, Chaplain, Sergeant-At-Arms, Department Executive Committeemen, National Executive Committeeman, and Alternate National Executive Committeeman, and with the exception of the Adjutant-Finance Officer, shall be elected by the Annual Convention and thereafter until their successors are chosen. The Service Officer may be appointed as an Officer of the Corporation by the Department Executive Committee or the Department Convention. Vacancies in these offices

occurring between Conventions shall be filled by the Department Executive Committee, except in the case of Adjutant-Finance Officer and Service Officer who shall, in the case where a vacancy occurs, be appointed by the Department Commander and approved by the Department Executive Committee within six months of appointment. Termination of the Adjutant-Finance Officer and the Service Officer must be approved by a 2/3 majority of the Department Executive Committee. The Department Service Officer shall be permanently stationed in a place designated by the Department Executive Committee.

(Amended at the 46th Annual Convention, Sitka, Alaska, June 1965)

(Amended at the 58th Annual Convention, Sitka, Alaska, June 1977)

(Amended at the 74th Annual Convention, Juneau, Alaska, June 1993)

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

Section 3. The Department Executive Committee shall consist of the Department Commander, First Vice-Commander, Second Vice-Commander, Adjutant-Finance Officer, Service Officer, when an Officer of the Corporation, Judge Advocate, Historian, Chaplain, Sergeant-At-Arms, National Executive Committeeman, Alternate National Executive Committeeman, the Commander of each Post in the Department and three Executive Committeemen. In order to obtain the broadest representation only one Executive Committeeman may be elected or appointed from any one Post at any one time.

(Amended at the 65th Annual Convention, Kodiak, Alaska, June 1984)

(Amended at the 83rd Annual Convention, Kenai, Alaska, April 2002)

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

(Amended at the 94th Annual Convention, Anchorage, Alaska, April 2013)

Section 4. All Past Department Commanders, while in good standing in a Post in this Department, shall be members for life of the Department Executive Committee, with a vote.

(Amended at the 57th Annual Convention, Palmer, Alaska, June 1976)

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

Section 5. Between Department Conventions, the administrative power shall be vested in the Department Executive Committee.

Section 6. No person shall be eligible for re-election to the office of Department Commander.

Section 7. *(Amended at the 58th Annual Convention, Sitka, Alaska, June 1977)*

(Amended at the 92nd Annual Convention, Kodiak, Alaska April 2011 - to delete)

ARTICLE VIII

CONVENTION

Section 1. The Annual Convention shall be held at a place chosen by the presiding Annual convention and shall convene on the last Thursday before the last Sunday in April. Where not otherwise specified, the Convention shall be conducted under Robert's Rules of Order. Post 0077 is exempt from the requirements of this article.

(Amended at the 91st Annual Convention, Kenai, Alaska, April 2010)

(a). Prior to the convening of the Department Convention, the Department Commander will appoint Chairs and Co-Chairs for Convention committees. The Credentials Committee will collect delegate fees and determine if a quorum exists. The Credentials Committee Chairperson will announce to the body whether a quorum is present immediately prior to convening the convention.

(Amended at the 56th Annual Convention, Juneau, Alaska, June 1975)

(Amended at the 76th Annual Convention, Ketchikan, Alaska, June 1995)

(Amended at the 82nd Annual Convention, Palmer, Alaska, May 2001)

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

Section 2. At the Department Convention, each Post shall be entitled to one delegate, and one additional delegate for each twenty-five (25) members or major portion thereof, whose current dues have been received by the Department prior to convening the Department Convention, and one alternate for each delegate. Delegates shall be selected by the respective Posts.

(a) A list of delegates and alternates will be signed by the Post Commander and/or Adjutant and forwarded to the Department Adjutant to arrive not less than two weeks before the date of the Department Convention. Delegates and alternates may, but do not need to be assigned to specific committees.

(b) Each delegate, or alternate acting as a Delegate, has one vote for their Post on a committee.

(c) The Department Adjutant will place a copy of each Post's list of delegates and alternates in Department Convention Committee folders.

(d) Using the lists provided in each folder, Committee Chairmen will verify the eligible voter from each Post anytime the committee is convened or reconvened.

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

Section 3. Each Past Department Commander attending a Department Convention, while in good standing in a Post in this Department, shall be an ex-officio delegate with a voice, and a vote shall be cast in person and not by proxy.

Section 4. The Annual Convention may pass resolutions, legislate, make recommendation, shall set annual per capita tax to be levied against each individual member of each member Post, elect Department Officers for the ensuing years and transact such other business as may be brought before it.

Section 5. A quorum shall exist at a Department Convention when a majority of the members in good standing in the Department of Alaska are represented as provided above. The Credentials Committee Chairman will certify and report to those in attendance whether a quorum is present immediately before the Commander convenes the convention.

(Amended at the 59th Annual Convention, Kodiak, Alaska, June 1978)

(Amended at the 90th Annual Convention, Haines, Alaska, April, 2009)

Section 6. The Annual Convention shall elect delegates and alternates to the National Convention of The American Legion, and at the Annual Convention on even number years, a National Executive Committeeman and an Alternate National Executive Committeeman. The terms of office of the National Executive Committeeman and Alternate shall be for two years or until their successors are elected. When a vacancy occurs in either of these offices, the Department Executive Committee will fill same by appointment for the unexpired year.

Section 7. Each Post under the Department of Alaska sending delegates to the Department Convention shall, prior to the convening of said Convention, pay to the American Legion, Department of Alaska, through the Credentials Committee a remittance to cover a per capita charge of \$3 per delegate to which the Post may be entitled under these Articles of Incorporation.

(Amended at the 53rd Annual Convention, Seward, Alaska, June 1972)

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

Section 8. When a quorum is unable to attend the Department Convention, the Department Commander shall issue a DEC call for a meeting to be held in Anchorage not more than 30 days after the regularly scheduled annual convention's closing date. As a minimum, the call will include the following: the purpose of the meeting - to conduct the business of the annual convention; the meeting date - not later than 30 days after the regularly scheduled annual convention closing date; and the meeting place and time, Post and District Commanders will disseminate this information to their members should one or more desire to attend. Department officers who are able to attend and who are authorized expenses to attend the Department Convention will be reimbursed. Other DEC members and Legionnaires who desire to attend are encouraged to do so and will travel at their own expense.

(Amended at the 91st Annual Convention, Kenai, Alaska, April 2010)

ARTICLE IX

FINANCES

Section 1. The revenue of the Corporation shall be derived from annual dues, gifts, bequests, and such other sources as may be approved by the Department Executive Committee.

Section 2. The annual Department and National dues shall be collected by each Post and

transmitted promptly to the Department, but no less than biweekly when membership is on hand.

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

Section 3. Annual dues shall become due and payable each year for the succeeding year as prescribed by the Constitution of The American Legion.

ARTICLE X

DISTRICTS

Section 1. The American Legion, Department of Alaska, may be organized into Districts and/or may be organized into Posts. There shall be not more than ten (10) Districts under the jurisdiction of the Department of Alaska and there may be one or more Posts in each District. The Department Executive Committee may establish Districts and define their jurisdiction and shall designate the jurisdiction of each District. The Department Executive Committee shall define the powers of such Districts, but in no event shall such powers invade the prerogatives now invested in the Post, Department or National organization.

(Amended at the 53rd Annual Convention, Seward, Alaska, June 1972)

(Amended at the 58th Annual Convention, Sitka, Alaska, June 1977)

(Amended at the 94th Annual Convention, Anchorage, Alaska April 2013)

Section 2. Each District Commander shall appoint from their respective District one or more District members for each standing committee of the Department of Alaska: Boys State; Oratorical Contest; Children & Youth; S.A.L. Detachment Advisory; and Family Support System. District Commanders will appoint individuals to additional committees as directed by the Department Commander. District appointees will serve as District Chairmen and coordinate programs of their respective committees within the Districts. District Commanders shall forward a list of appointees to the Department Adjutant not later than thirty (30) days after the District Convention. The Department adjutant will forward copies of the list to the applicable committee chairpersons.

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

ARTICLE XI

AMENDMENTS

Section 1: A request to amend these Articles of Incorporation may be originated at any of the following levels, commonly recognized as the chain of command, within The American Legion, Department of Alaska: a Legionnaire; a Post; or a District. Requests to amend must be approved by all intermediate levels remaining in the chain of command before being submitted in accordance with Section 2, of this Article.

(Added at the 80th Annual Convention, Anchorage, Alaska, May, 1999)

Section 2: These Articles of Incorporation may be amended at any Annual Department Convention by a vote of two-thirds (2/3) of the member Posts represented thereof; provided that notice of intention to amend shall have been submitted through the Department Adjutant to the several Posts by mailing same to them at least thirty (30) days prior to the convening of the next Annual Convention. Said notice shall set forth the proposed amendment but shall not prohibit the Convention from further amending except that the subject matter may not be changed by the Convention. Rejection by the Convention of one portion of a proposed amendment shall not invalidate the remainder of such amendments unless action taken by the Convention is to reject said remainder. Provided further, that amendment may be made by unanimous consent without notice at any Department Convention.

(Amended at the 75th Annual Convention, Seward, Alaska, June 1994)

(Amended at the 77th Annual Convention, Kenai, Alaska, May, 1996)

(Amended at the 80th Annual Convention, Anchorage, Alaska, May, 1999)

(Amended at the 90th Annual Convention, Haines, Alaska, April 2009)

(Amended at the 91st Annual Convention, Kenai, Alaska, April 2010)

STEVEN HUISMAN, COMMANDER

W.E. FRANKS, ADJUTANT