



American Legion Auxiliary

*A Community of Volunteers Serving Veterans,
Military, and their Families*

To: Department Presidents, Department Secretaries/Executive Directors, Department NECs
Cc: National Officers, Past National Presidents, National Chairmen, Alternate NECs,
ALA NHQ, Parliamentarian Chris Dickey
Subject: ALA Constitution & Bylaws Amendments Passed at the 2021 National Convention

We hope everyone enjoyed the in-person celebration of our organization's 100th anniversary! We did manage to take care of some constitutional business as well as celebrate.

Standing Rule X. Departments, 10 of the ALA National Constitution, Bylaws, and Standing Rules states "National Headquarters shall notify Departments of all resolutions and amendments adopted at each National Convention." This memo serves to satisfy the requirement of notification. Updating the ALA National Constitution, Bylaws, and Standing Rules with these changes is in progress, and we will keep you informed when it has been uploaded to the national website and sent to Emblem Sales for production. Production can take up to six weeks, so thank you, in advance, for your patience!

Amended: Bylaws Article IV. National Executive Committee, Section 2, Paragraph 2 - now officially names the Executive Committee to the NEC and its responsibility.

Bylaws Article IV. National Executive Committee, Section 2, Paragraph 2

There shall be an Executive Committee to the National Executive Committee. The purpose of the Executive Committee shall be:

1. to review, research and make recommendations to the NEC on matters requiring NEC action; and
2. to address and act on time sensitive matters subject to ratification by the NEC, except those duties reserved for the Executive Committee in the Bylaws Article V.

Added: Bylaws Article V. Executive Director – defines the position of the Executive Director in the Bylaws.

Bylaws Article V. Executive Director

The Executive Director shall be responsible for implementing the policies and directives of the National Executive Committee. The Executive Director shall oversee the hiring, disciplining, and terminating of all national headquarters employees and perform such duties as provided in the Standing Rules or as assigned. The Executive Director shall be hired, disciplined, or terminated by a majority vote of the Executive Committee of the National Executive Committee, in accordance with the terms of employment established by the Executive Committee. The Executive Director shall regularly be evaluated by the Executive Committee. In the event of a vacancy in the position of Executive Director, the Executive Committee may name a person to serve in that capacity until a new Executive Director is hired.

Amended: Bylaws Article III. Duties of Officers. Section 6 – changing “dispersing” to “disbursing” and adds Executive Director’s authorization to sign checks according to ALA policy.

Bylaws Article III. Duties of Officers. Section 6. National Treasurer

It shall be the duty of the National Treasurer to serve as custodian of the funds of the National Organization, to account for the same, to sign all checks in disbursing the funds of the organization; and shall perform other duties as assigned. In the absence of or in addition to the National Treasurer, the National Secretary and the Executive Director shall be authorized to sign checks according to policy.

Amended: Standing Rules VI. Committees 6. Audit Committee – amended to reflect the responsibilities of the Audit Committee more accurately after the committee’s charter was rescinded in 2019.

Standing Rules VI. Committees 6.

The Audit Committee shall be comprised of a chairman and two (2) members, each serving staggered three-year terms, one of whom shall be appointed each year by the National President; and two (2) liaison members, one (1) of whom shall be recommended each year by the National Finance Committee and one (1) of whom shall be a member of the American Legion Auxiliary Foundation Board of Directors recommended each year by the American Legion Auxiliary Foundation to the National President for appointment. The National President shall appoint the chairman from among those who are not liaison members.

The Audit Committee responsibilities are to:

- review the integrity of financial statements and financial disclosures;
- ensure compliance with legal and regulatory requirements;
- engage the independent auditor and review and approve the annual financial audit and IRS Form 990;
- oversee the organization’s internal controls and risk-management procedures;
meet periodically with management and auditors to gain an understanding of the potential significant risks and exposures facing the organization; and propose needed internal controls to reduce risks.

Amended: Bylaws Article V. Committees Section 2. – renames the national Audit Committee to the Risk and Compliance Committee to reflect more accurately the role of the committee. *Note:* this amendment applies **only** to the **national** Audit Committee. **It is not required** that departments or units change the names of their committees. **Please communicate this information to the units in your department.**

Bylaws Article V. Committees Section 2.

There shall be the following core National Standing Committees: Veterans Affairs and Rehabilitation, Children and Youth, Americanism, National Security, membership, Constitution & Bylaws, Finance, Risk and Compliance, and such other mission and member/organizational support committees as may be provided in the Standing Rules.