

Marine Corps League Department of Oregon



DEPARTMENT OF OREGON

BYLAWS
(Revised 10 Nov. 2020)

TABLE OF CONTENTS

	Page
ARTICLE I NAME OF CORPORATION	1
ARTICLE II MISSION STATEMENT	1
ARTICLE III PURPOSE	1
ARTICLE IV DEPARTMENT CHARTER	3
ARTICLE V DEPARTMENT OFFICERS	3
ARTICLE VI CONVENTION	5
ARTICLE VII COMMITTEES	7
ARTICLE VIII CONTRACTING AUTHORITY	7
ARTICLE IX MISCELLANEOUS	8
ARTICLE X DISSOLUTION	8
ARTICLE XI AMENDMENTS	9
AMENDMENT 2021-1	11
APPROVAL AND CERTIFICATION	13

**BYLAWS
MARINE CORPS LEAGUE
DEPARTMENT OF OREGON**

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be Marine Corps League Department of Oregon (Department of Oregon). The Department of Oregon is a non-profit corporation incorporated (restated) in the State of Oregon on November 29, 1984. The Department of Oregon Detachment) was chartered on March 21, 1981, The principal place of business is as recorded on the Oregon Corporation Website and typically will correspond with the address of the Department Paymaster.

As a subsidiary organization of the Marine Corps League, incorporated by the United States Congress on August 4, 1937. The Department of Oregon shall have the same purposes and objectives and shall be fully responsive to the rules and procedures of that organization.

**ARTICLE II
MISSION STATEMENT**

The mission of the Oregon Department is to promote the interest and preserve traditions of the United States Marine Corps; strengthen the fraternity of Marines and their families; serve Marines, FMF Corpsmen, and FMF Chaplains who wear or have worn the Eagle, Globe, and Anchor; and foster the ideals of Americanism and patriotic volunteerism. In accomplishing this mission, the Detachments within the Department of Oregon shall conduct such charitable activities as are appropriate, and which shall be approved by the membership of the detachment within the boundaries of the department and national bylaws and administrative procedures.

**ARTICLE III
PURPOSE**

1. The purposes of the Department of Oregon shall be:
 - A. To preserve the traditions and to promote the interests of the United States Marine Corps.
 - B. To band those who are now serving in the United States Marine Corps and those who have been honorably discharged from that service together in fellowship that they may effectively promote the ideals of American freedom and

- C. To fit its members for the duties of citizenship and to encourage them to serve as ably as citizens as they have served the Nation under
 - D. To hold sacred the history and memory of the men who have given their lives to the Nation.
 - E. To foster love for the principles which they have supported by blood and valor since the founding of the Republic.
 - F. To maintain true allegiance to American institutions.
 - G. To create a bond of comradeship between those in the service and those who have returned to civilian life.
 - H. To aid voluntarily and to render assistance to all Marines, FMF Corpsman, and FMF Navy Chaplains, as well as their widows and orphans; and
 - I. 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.
2. **Not for profit.** The Department of Oregon is not organized for 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 distributed to any director, member, or other private individual. The Department of Oregon shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes for which the Department of Oregon is organized.
3. **Non-Discrimination.** The Department of Oregon:
- a. Shall never take part in any labor or management dispute or issue.
 - b. Shall not be sectarian, political, partisan.
 - c. Shall not be based on race, color, creed, nationality, or sex.
 - d. Shall not be used as a medium of political ambition or preferment' and
 - e. Shall not use former or present military rank or former or present civilian position as the basis for special consideration and preferment.

ARTICLE IV DEPARTMENT CHARTER

1. **Authority.** Each Department shall be governed by a Department Convention subordinate to the National Convention. Whatever power is invested in the National Organization shall, in corresponding circumstances, be vested in the department.
2. **Bylaws and Administrative Procedures.** A Department Convention shall adopt Department Bylaws and may adopt Administrative Procedures which are consistent with the National Charter, the National Bylaws, and National Administrative Procedures, provided they have been approved by the National Judge Advocate and are on file at National Headquarters.

ARTICLE V DEPARTMENT OFFICERS

1. **Officers:** Each Department shall
 - a. Elect a commandant, a senior vice commandant, a junior vice commandant, and a judge advocate; and
 - b. Elect or appoint an adjutant, paymaster (or adjutant/paymaster), chaplain, and sergeant-at-arms.
 - c. A department may have such additional elected and appointed officers as required by the department bylaws or in the absence of department bylaws as its Department Convention desires.
2. **Officers Term Limits and Eligibility**
 - a. **Eligibility.** Elected Officers shall be regular members of the department in which they are elected. At the will of the department, associate members may serve in appointed offices only.
 - b. **Term Limits.** Each elected officer shall be elected for a term of one year and may be reelected for additional terms as provided in the Department Bylaws. Appointed officers shall serve a term that expires when the next election occurs and may be appointed to additional terms.

3. **Election of Officers.** Each Department shall hold an annual election and installation of officers between September 1 and June 30th. The “Report of Installation” (ROI) form must be received by the National Headquarters by July 31st of each year. Any time throughout the year and there was a change in any Officer’s position, that new officer must be sworn in accordance with Administrative Procedures and a new ROI form must be submitted.
4. **Installation of Officers.** The final item of business at each annual Department Convention shall be the installation of newly elected officers for the forthcoming year. If the convention delegates so desire, installation may be postponed until the convention banquet so long as the installation ceremony occurs on the final day of the convention.
5. **Vacancies**
 - a. **Order of Succession.** The order of succession to the office of the Department Commandant shall be first, Department Senior Vice Commandant and second, Department Junior Vice Commandant.
 - b. **Department Commandant.** Should the Commandant's position become vacant, the Senior Vice Commandant, if agreeable, will serve as the new Commandant for the remainder of the term. If not agreeable, the Junior Vice Commandant, if agreeable, will serve as the new Commandant for the remainder of the term. If neither one is agreeable, the Division Vice Commandant will be responsible for finding a replacement Department Commandant with assistance from the rest of the Department Staff. If either the Senior Vice Commandant or Junior Vice Commandant serve as the replacement Commandant, they will be responsible for finding a replacement for their previous position with assistance and approval of the Department Board of Trustees.
 - c. **Department Senior Vice Commandant.** Should the Senior Vice Commandant position become vacant, the Junior Vice Commandant, if agreeable, will serve as the new Senior Vice Commandant for the remainder of the term. If not agreeable, the Commandant will be responsible for finding and appointing a replacement for the vacancy, with assistance and approval of the Department Board of Trustees.
 - d. **Department Junior Vice Commandant or Judge Advocate.** Should the Junior Vice Commandant or Judge Advocate position become vacant, the Commandant will be

responsible for finding and appointing a replacement for the vacancy, with assistance and approval of the Department Board of Trustees.

- e. **Any other Department Officer.** Should any other elected or appointed position become vacant, the Commandant will be responsible for finding and appointing a replacement for the vacancy, with assistance and approval of the Department Board of Trustees.
- f. **Causes for Vacancy.** In addition to death, resignation, or incapacity, a vacancy will occur through:
 - i. An elected office vacancy should occur through failure to attend two consecutive, officially-called meetings of the Department Board of Trustees.
 - ii. An elected or appointed officer vacancy shall occur through removal from office by disciplinary action in accordance with the National Administrative Procedure.
 - iii. An elected or appointed officer vacancy shall occur when the offending officer is no longer in good standing.
- g. **Installation and Report of Installation Submission.** Upon appointing a member to any new position on the Department staff, The Commandant, or Division Vice Commandant in the case of a newly appointed Commandant, will swear in the officer to the new position and submit the complete revised “Report of Installation” form as specified in the National Administrative Procedures.
- h. **Department Staff Officers.** A vacancy in an appointed office, a committee chairperson, or a committee member shall be filled as soon as practical by the Department Commandant. All such appointments shall be approved by the Department Board of Trustees.

ARTICLE VI CONVENTION

- 1. **Department Convention.** Each Department shall hold one convention each year between April 1 and prior to the National Convention but no later than July 31st. The Department Charter or a copy, the National Ensign, and a Bible shall be displayed at all business sessions of the convention.

- a. **Delegates.** Each detachment within the Department may be represented by one delegate for each block of ten, or major fraction thereof, of its members in good standing as of fifteen days prior to the convention. Detachments must certify their delegates in writing to the Department Commandant. Each delegate to a convention may cast but a single vote. Past Department Commandants of the Department of Oregon shall be considered delegates-at-large with all the rights and privileges of regular delegates. All delegates and Department officers have the right to speak in any convention discussion or debate. The Department Commandant may extend the right to speak to any other member in good standing.
- b. **Quorum.** A simple majority of all properly registered and approved delegates shall constitute a quorum at all Department Conventions. Likewise, a simple majority of all Board of Directors, staff, or committee members shall also constitute a quorum for the conduct of business.
- c. **Proxies.** When expedient, Department Staff and committee business, and any voting incident to that business, may be accomplished by mail or telephone. Proxy votes, however, are not authorized when business is conducted by mail or telephone. If all appropriate individuals are notified of the mail or telephone conduct of business and are afforded the opportunity to participate, a quorum shall be considered present.
- d. **Department Board of Trustees.** The elected officers of the department shall be the Department Board of Trustees and a Department Convention is authorized to appoint the outgoing Junior Past Department Commandant or a Past Department Commandant to serve a one-year term as a member of the Department Board of Trustees. No member of the Department shall serve in more than one position on the Department Board of Trustees. The Department Adjutant, or Adjutant/Paymaster, shall be a non-voting member of that board.
 - i. The Board of Directors shall exercise executive power and shall conduct the routine business of the Department between Department Conventions. In doing so, the board will be guided by the National Bylaws, the Department of Oregon Bylaws, and the Department Administrative Procedures.
 - ii. The Board of Directors shall meet at the call of the Commandant. At a minimum, the

Board of Directors shall meet at least twice annually, including the Department Convention.

- e. **Freedom of Action.** Unless expressly forbidden by the National Bylaws or Administrative Procedures, a Department Convention and a department staff meeting shall be free to take action and engage in activities that do not violate federal, state, county or municipal law or ordinances.
- f. **Parliamentary Authority.** Each Department shall use the current edition of Roberts Rule of Order Newly Revised which shall govern in all cases to which they are applicable and in which they are not in conflict with the National bylaws and administrative procedures and any special rules of order National may adopt. In the event of a conflict, the ruling authority is the National Bylaws, then the National Administrative Procedures, then Roberts Rule of Order Newly Revised.

ARTICLE VII COMMITTEES

- 1. **Nominating Committee.** Prior to each Department Convention, the Commandant shall appoint a Nominating Committee of at least three members. Except for incumbent elected Department officers, any Department member in good standing may be appointed to the committee. At the Convention, the committee shall nominate one candidate for each elective office for which the term is due to expire. Insofar as possible, the list of nominees should reflect the geographic distribution of detachments within the Department. Nominations for officers will also be accepted from the floor.
- 2. **Standing Committees.** The Commandant shall appoint such other committees as he/she may determine from time to time to be necessary and appropriate for the good of the Department. The Commandant shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE VIII CONTRACTING AUTHORITY

- 1. **Contracting Authority.** No department officer, committee chairman, or other member of any department shall enter or sign any contract or agreement for the purpose of binding the department without first submitting such contract or agreement to the Department Board of

Trustees. All documents shall be forwarded to the entire Department Board of Trustees for approval, amendments, or rejections.

ARTICLE IX MISCELLANEOUS

1. **Officer Bonding**. All Department and Detachment officers handling Marine Corps League funds shall be bonded. All Department and Detachment Commandants as well as Department and Detachment Paymasters are included in the blanket bond held by the National Headquarters of the Marine Corps League. Before additional officers may handle Department or Detachment monies, additional bonding must be arranged at Department or Detachment expense, as appropriate.
2. **Department Staff**. The Department Staff shall consist of the elected and appointed Department officers, committee chairpersons, and the Commandant of each chartered detachment within the Department. The staff shall perform such duties, individually and collectively, as directed by the Department Commandant and they shall meet at his/her discretion.
3. **Department Dues**. Department dues shall be as established from time to time by the Department Convention. Once established, the amount shall remain fixed until changed by a subsequent Convention.

ARTICLE X DISSOLUTION

1. Should the Department of Oregon be dissolved or have its charter revoked for any reason, all assets of the Department shall, in accordance with the National Bylaws, evolve to the National Board of Trustees until a new department is formed, at which time those assets shall revert to the newly formed Department. Similarly, should a Detachment within this Department be dissolved or have its charter revoked for any reason, all Detachment assets shall evolve to the Department of Oregon, to be held in trust until the Detachment Charter is reinstated or a new Detachment is formed in the same geographic area, at which time those assets shall revert to the reinstated or newly formed Detachment.

ARTICLE XI AMENDMENTS

These bylaws may be revised, amended, or replaced at any Department meeting by a majority vote. Any changes to these bylaws require the written approval of the National Judge Advocate prior to incorporation.

MARINE CORPS LEAGUE DEPARTMENT OF OREGON

BYLAWS

APPROVAL

The Department of Oregon Bylaws were presented to the membership of the Department of Oregon at a Department meeting held in Klamath Falls, OR on 20 July 2021 and were voted on and approved on Date .

CERTIFICATION

I Mel Huffman , Commandant of the Department of Oregon, Marine Corps League, Inc. do hereby certify that the Bylaws were approved by a two-thirds (2/3) majority vote of the membership present on 20 July, 2021 .

///SIGNED///

Mel Huffman

Commandant, Department of Oregon

Marine Corps League Inc

Attest

///SIGNED///

Benjamin Quen, Judge Advocate, Department of Oregon

Marine Corps League Inc.

APPROVAL

I, _____ National Judge Advocate, Marine Corps League Inc. have read and approved the Bylaws of the Department of Oregon, Marine Corps League Inc.

Date: _____

National Judge Advocate

Marine Corps League Inc

Amendment – 2021-1

Marine Corps League Department of Oregon

The undersigned Declarants, as well as a 2/3rd majority vote of the membership present on DATE. Do hereby amend the Bylaws as stated below. The purpose of this amendment is to bring the Department of Oregon Bylaws in alignment with Marine Corps League National Bylaws revised on 13 Aug 2021.

- Therefore, Article 3, section 2, of the original Bylaws is hereby amended to remove duplicate statements that are stated correctly in Article 3., section 3:
- Therefore, Article V, section 3. f., of the original Bylaws is hereby amended and restated in accordance with the national bylaws:
 - An elected office vacancy should occur through failure to attend two consecutive, officially-called meetings of the Department Board of Trustees.
 - An elected or appointed officer vacancy shall occur through removal from office by disciplinary action in accordance with the National Administrative Procedure.
 - An elected or appointed officer vacancy shall occur when the offending officer is no longer in good standing.
- “Pen and Pencil” changes were made as necessary.

Dated this 10th day of Oct, 2021

///SIGNED///
Mell Huffman
Commandant, Department of Oregon

Attest

///SIGNED///
Benjamin Quen, Judge Advocate, Department of Oregon