

BY LAWS
WILLIAMSPORT DETACHMENT #388
OF THE
MARINE CORPS LEAGUE

PREAMBLE

We, who have served or are serving honorably in the United States Marine Corps, have united to establish a permanent organization under the Bylaws and Administrative Procedures of the Marine Corps League and the laws of the United States of America and the Commonwealth of Pennsylvania, which shall always be non-political, non-partisan, and non-sectarian, and which shall never serve as a medium of personal political ambition or preferment.

ARTICLE I

NAME

The name of the not-for-profit corporation is the Williamsport Detachment Number 388, Marine Corps League (hereinafter called "the Detachment").

ARTICLE II

PURPOSE AND POWER

Section 2.1 The Purpose of the Detachment, as stated in the Articles of Incorporation in addition to those stated in the Bylaws and Administrative Procedures of the Marine Corps League, are to receive, administrate and expend funds to originate and support

various community and patriotic events, to establish a home and museum for the benefit of, and in honor of, Marine Corps War Veterans, to solicit, receive and display artifacts and memorabilia of historical significance to the United States Marine Corps and for such other lawful purposes within, and pursuant to, Section 501(c)(19) of the Internal Revenue Code of the corresponding provisions of subsequent Federal Tax Laws, and such purposes declared by the National Marine Corps League.

SECTION 2.2 The Detachment shall have unlimited power to engage in and to do any lawful act concerning the foregoing purposes.

SECTION 2.3 The Detachment shall have such powers as are now or may hereafter be granted by the Pennsylvania Not-for-profit for Corporation Law of 1972, as amended from time to time.

ARTICLE III

POLICY

SECTION 3 The policy of the Detachment shall be in compliance with the Bylaws of the National Marine Corps League and the Department of Pennsylvania, Marine Corps League.

ARTICLE IV

AMENDMENTS

SECTION 4.1 Amendments to the Detachment Bylaws may be made by any member in good standing. Amendments shall be prepared in writing, in the exact wording, containing a statement describing the proposed addition, deletion or modification. The proposed amendment shall be presented to the Detachment Commandant, shall state the effective date, and shall be signed by the proposing member. The entire amendment shall be read at

the next Detachment meeting. Once read the proposed amendment shall be published in the Detachment newsletter which shall be mailed to each member of the Detachment. At the next Detachment meeting, the proposed amendment shall be read again, then voted upon by those members present and eligible to vote. It shall require a two thirds (2/3) vote in the affirmative to pass.

SECTION 4.2 Each copy of the Detachment Bylaws shall be numbered and distribution of each shall be maintained by the Judge Advocate. Upon passage of an amendment a copy of same shall be given to each member who has obtained a copy of the Bylaws.

SECTION 4.3 A copy of the Detachment Bylaws shall be given, at no charge, to each of the Trustees and shall upon leaving office be passed along to their successor as prescribed elsewhere in these Bylaws.

SECTION 4.4 A copy of the Detachment Bylaws shall be given, at no charge, to each new member and shall be retained as long as that member remains a member in good standing in the Detachment. In the event the member is identified as delinquent every attempt should be made by the Senior Vice Commandant to recover the copy of the Bylaws and return it to the Judge Advocate.

SECTION 4.5 An E-Mail address provided by the member shall be a legal form of notification for any changes or additions to the Bylaws and for any other notices to the membership.

ARTICLE V

MEMBERSHIP AND DUES

SECTION 5.1 Membership categories are limited to Regular, Associate, Honorary and Dual members as defined by the National By-laws, Life Members will be in any of the first two above categories.

SECTION 5.2 Associate Membership/Dual Membership: This Detachment allows Associate Members/Dual Members as described in the National By-laws to vote in internal detachment affairs.

SECTION 5.3 The name of a candidate for membership being read, the Commandant shall inquire from the members present if there be any objections as to why the candidate should not be accepted as a member of the Detachment. In the event there are one or more objections, the Detachment may, by a two-thirds vote of the Regular members present and voting, elect the candidate to membership. Should there be no objections, the candidate shall be automatically elected to membership.

SECTION 5.4 The annual dues shall be collected by the Detachment Paymaster. The annual dues may be changed from time to time by the majority vote of the membership of the Detachment present at a regular meeting provided the total membership has been notified of the proposed change no less than 15 days prior to the meeting. Department and National dues shall be governed by the Department and National By-laws.

SECTION 5.5 A member shall be identified as delinquent whenever the member's dues are not paid and transmitted on or before membership expiration date as shown on member's card.

Such member shall be retained in the delinquent status for a maximum of one (1) year, during which time the member may erase this status by making payment of all dues in arrears and all dues current and provided that member is not indebted to this Detachment, the Department of Pennsylvania, or to National Headquarters.

Should the affected member remain in the delinquent status in excess of one (1) year, such member shall be dropped from all membership rolls. The good standing status of such member shall be restored only through the processing of a standard application form as a new member, which shall include the current initiation fee and dues as established by Section 5.4 of these Bylaws:

however, a member who is delinquent and wishes to retain the continued membership status shall do so by submitting the standard application form which shall be accompanied by ALL past dues and assessments which have accumulated during the entire period of the applicant's delinquent status.

ARTICLE VI

MEETINGS OF MEMBERS

SECTION 6.2 Parliamentary procedure for all meetings shall be guided by ROBERTS RULE OF ORDER.

SECTION 6.3 All members shall be considered in good standing in the Marine Corps League.

(a) Except when:

(1) required dues are not paid and transmitted on or before membership expiration date as is shown on the member's card.

(2) a member is indebted or in arrears to this Detachment, the Department of Pennsylvania or the National Headquarters.

(3) under suspension as punishment upon the adjudication of guilt as is provided in Chapter Nine (9), Section 910 of the Administration Procedures of the Department of Pennsylvania.

(b) In all cases involving the transfer of a member, this Detachment shall certify in writing if transferring member is in good standing.

SECTION 6.4 The Quorum for a meeting will be three (3) elected officers present.

SECTION 6.5 A special meeting of the Detachment shall be called by the Detachment Adjutant when requested:

(a) by the Commandant (written or verbal); or

(b) by written request of two or more members of the Board of Trustees; or

(c) by written request of seven members of the Detachment who must appear at that meeting.

Written notice of any such special meeting shall be mailed to all members no less than Five (5) days before the date of the meeting and shall state the purpose of the meeting.

ARTICLE VII

BOARD OF TRUSTEES

SECTION 7.1 The affairs of the Detachment shall be governed by its Board of Trustees.

SECTION 7.2 The Board of Trustees of the Detachment for the purpose of meeting Commonwealth of Pennsylvania Incorporation Laws shall be those officers of the Detachment numbering no less than three and no more than twelve, elected by the Detachment at the annual meeting and the Junior Past Commandant.

SECTION 7.3 Each member of the Board of Trustees shall surrender all monies, books, papers and all other property belonging to the Detachment to his successor upon leaving office.

ARTICLE VIII

ELECTED OFFICERS OF THE DETACHMENT

SECTION 8.1 The Commandant, Senior Vice Commandant, Junior Vice Commandant, Adjutant, Paymaster, Judge Advocate, Service Officer, Chaplain and the Sergeant-at-Arms, and the three Directors-at-Large shall be elected annually, for a term of one year. In order to qualify for office a member must have at least six months membership in the Detachment and must have attended at least four meetings prior to the meeting in which the election is to take place.

SECTION 8.2 In order to qualify for the office of Commandant, a nominee must have held any other office for at least one full elected term. The Commandant may be elected for two consecutive terms and thereafter cannot succeed himself. The other officers may accept unlimited successive terms.

SECTION 8.3 The officers will be elected at the October meeting of the members. Nominations will be held at two regular meetings prior to the election. Nominations may be made at the election meeting. Installation of the Officers and Directors shall be in accordance with Article XIII.

SECTION 8.4 In the event of death, incapacity, or forfeiture of any officer other than the Commandant, the Commandant will appoint the successor for the unexpired term.

SECTION 8.5 In the case of a vacancy in the office of Commandant the Senior Vice Commandant shall succeed to the office.

SECTION 8.6 Elected officers who are absent for three consecutive meetings, unless due to illness or other extenuating circumstances shall, at the discretion of the Commandant, vacate their office. When a vacancy occurs under this section the Commandant shall appoint a replacement within twelve days.

ARTICLE IX

AUTHORITY AND DUTIES OF THE ELECTED OFFICERS

SECTION 9.1 The Detachment Commandant in conjunction with his staff shall have the direction and control of the affairs of the Detachment. The Detachment Commandant may make subject to the authority of his Board of Trustees such orders as are not contrary to the Bylaws of the National Marine Corps League, of the Department of Pennsylvania and of the Detachment. The Detachment Commandant shall be custodian of the corporate seal.

SECTION 9.2 The Senior Vice Commandant shall perform such duties as may be assigned by the Commandant and in the event of

an absence of the Commandant assume the duties thereof. The Senior Vice Commandant shall be Chairman of the Membership Committee. The Senior Vice Commandant shall be the liaison on all community affairs pertaining to Memorial Day, Fourth of July, Veterans Day, etc.

SECTION 9.3 The Junior Vice Commandant shall assume the responsibility for the direction on all social activities of the Detachment. The Junior Vice Commandant shall be the Chairman of the Ways and Means Committee and perform such other duties as assigned by the Commandant or as required by the Bylaws of the Detachment.

SECTION 9.4 The Adjutant shall keep a full record of the proceedings of the Detachment and notify all members of special meetings. The adjutant shall see that the minutes and other records of the Detachment are properly maintained and preserved. The Adjutant shall perform such duties as may be required by his office or as may be required by the National or . Department Bylaws of the Marine Corps League.

SECTION 9.5 The Detachment Paymaster shall issue payment for all monies owed by the Detachment, to be approved by the majority of the members at a regular meeting with checks being countersigned by the Commandant or the Senior Vice Commandant or the Adjutant unless changed by a resolution by the Board of Trustees. The Detachment Paymaster shall receive all monies due the Detachment from all sources, entering same upon the Paymasters' books, showing the amount and source from which they were received. The Detachment Paymaster shall deposit all monies in the bank selected by the Detachment in the name of the Detachment. The Detachment Paymaster shall keep his books and papers, bank book and check book ready for inspection by the Commandant, auditing committee, or any other committee appointed by the Commandant. The Detachment Paymaster will assist in the annual budget preparation.

SECTION 9.6 The Judge Advocate shall act as legal counsel for the Detachment advising the Commandant and members concerning the By-laws of the Marine Corps League. The Judge Advocate shall render opinions on questions of the law that may arise from the By-laws of the Marine Corps League and shall perform such other duties as may be required of this office.

SECTION 9.7 The Chaplain shall perform such duties of a spiritual nature as are customarily performed by members of the clergy and as are required by the Bylaws and rituals of the Marine Corps League.

SECTION 9.8 The Sergeant-at-Arms shall ascertain that all members are qualified to be in attendance at meetings. The Sergeant-at-Arms will maintain proper order at all times. The Sergeant-at-Arms will take charge of and appoint the Color Bearers for all official meetings and functions of the Marine Corps League. The Sergeant-at-Arms is responsible for the Charter and all other Detachment property except the Corporate Seal.

SECTION 9.9 The three Directors shall oversee the operation of the Detachment. They shall conduct an annual audit of the books

and financial records and shall formulate a budget within 30 days after election.

SECTION 9.10 The Service Officer is responsible for activities classified as "for the good of the league"

SECTION 9.11 The Jr. Past Commandant shall be an ex-officio member of all Committees and Chairman of the Nominating Committee and shall be considered a member of the Board of Trustees.

ARTICLE X

COMMITTEES

SECTION 10.1 A committee that acts on behalf of the Board of Trustees and whose actions or decisions determine Detachment policy shall be established by the Board of Trustees or by the Commandant with the concurrence of the Board. Those committees are called standing Committees and chaired by an elected officer.

SECTION 10.2 The following Standing Committees will be chaired by the officer as indicated:

Membership

Ways and Means

Nominating

Audit

Senior Vice Commandant

Junior Vice Commandant

Jr. Past Commandant

1 Trustee-at-Large

SECTION 10.3 All Standing Committees except the Audit Committee will have in addition to the chairman, at least one elected officer as a member. The Audit committee membership is comprised of the 3 elected Directors and may have additional appointed members.

SECTION 10.4 Other committees not having and exercising the authority of the Board of Trustees in the management of the Detachment may be designated by the Commandant. He may appoint the chairman and/or select the committee.

SECTION 10.5 Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until his successor is appointed, unless the committee shall be terminated sooner or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 10.6 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

SECTION 10.7 Unless otherwise provided in the resolution of the Board of Trustees establishing a committee, a majority of that committee shall constitute a quorum and the act of a majority of the members of the committee present at a meeting, at which a quorum is present, provided that all the members have been notified of the meeting, shall be the act of the committee.

SECTION 10.8 Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

SECTION 10.9 The Headquarters Building Committee shall consist of a Director Chair and at least one committee member. Rules governing the use of the building, rental properties, etc. shall be the responsibility of the Building Committee.

ARTICLE XI

CHARGES AND TRIALS

SECTION 11.1 Charges may be Preferred against any member of the Detachment for Violation of the Bylaws of the National Marine Corps League, the Department of Pennsylvania, or the Detachment for a violation of:

- (a) any obligation of oath that has been taken by any individual as a result of his affiliations with the Marine Corps League, or
- (b) conduct unbecoming a member of the League, or
- (c) for any conduct involving moral turpitude.

Such charges are set forth in the National Marine Corps League Bylaws dealing with Discipline.

ARTICLE XII

RULES OF DEBATE

SECTION 12 The procedure and forms of business shall be in accordance with these Bylaws, National Bylaws or Ritual, or Department of Pennsylvania Bylaws. ROBERTS REVISED RULES OF ORDER shall govern in the absence of such procedures or forms.

ARTICLE XIII

INSTALLATION OF OFFICERS

SECTION 13 The installation of officers and directors will be at the November meeting of the members. The Marine Corps League Ritual shall be followed in the installation.

ARTICLE XIV

UNIFORM CODE

SECTION 14.1 The Detachment shall encourage participation of members in League uniform at all activities where uniforms are appropriate. Uniforms will be in accordance with the National Marine Corps League Bylaws.

SECTION 14.2 For ceremonial purposes all uniforms must be standard.

ARTICLE XV

CONTRACTS, CHECKS, DEPOSITS AND BOUNDS

SECTION 15.1 The Board of Trustees may authorize any officer or officers, agent or agents of the Detachment, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Detachment and such authority shall be confined to a specific instance.

SECTION 15.2 All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Detachment, shall be signed by such officer or officers, agent or agents of the Detachment and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by 2 of the 4 authorized: the Paymaster, the Commandant, the Senior Vice

Commandant or the Adjutant.

SECTION 15.3 All funds of the Detachment shall be deposited in a timely manner to the credit of the Detachment in such banks, trust companies or any other depositories as the Detachment may select.

SECTION 15.4 The Board of Trustees may accept on behalf of the Detachment any contribution, gift, bequest or device for the general purposes or any special purposes of the Detachment.

ARTICLE XVI

BOOKS AND RECORDS

SECTION 16 The Detachment shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Regular membership meetings, Special

meetings, Board of Trustees meetings, and Committee meetings for committees having any of the authority of the Board of Trustees.

ARTICLE XVII

FINANCIAL YEAR

SECTION 17 The financial year of the Detachment shall begin on January 1st and end on December 31st of each year.

ARTICLE XVIII

SEAL

SECTION 18 The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Detachment. It shall be in the custody of the Commandant.

ARTICLE XIX

WAIVE OF NOTICE

SECTION 19 Whenever any notice whatever is required to be given under the provisions of the current Pennsylvania Not-For-Profit Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the Detachment, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated within, shall be deemed equivalent to the giving of such notice.

ARTICLE XX

INDEMNIFICATION

SECTION 20.1 The Detachment Officers and Directors, and each of them in office from time to time, shall be and hereby are indemnified and held harmless from and against any and all liability, including legal fees, and any other cost and expenses whatsoever incurred or arising out of the lawful performance of their duties. This indemnity shall be deemed to extend to the full extent permitted and/or provided by the Non-Profit Corporation Law of the State of Pennsylvania in effect at the time.

SECTION 20.2 The Detachment may purchase and maintain insurance on behalf of the aforesaid persons to the extent authorized by law.