

**MARINE CORPS LEAGUE
PLYMOUTH, INC**

PROPOSED CORPORATE BY-LAWS

**ARTICLE I
NAME AND PURPOSE**

NAME OF CORPORATION: The name of this corporation shall be -
Marine Corps League Plymouth, INC

PURPOSE OF CORPORATION : The purposes of this corporation 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 democracy; (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 arms; (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 civil life; (h) to aid voluntarily and to render assistance to all Marines and former Marines as well as to their widows and orphans; (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.

The corporation: (a) shall have perpetual succession; (b) may charge and collect membership dues and receive contributions of money or property to be devoted to carrying out the purposes of the organization; (c) may sue or may be sued; (d) may adopt a corporate seal and alter it at pleasure; (e) may adopt and alter by-laws not inconsistent with the Constitution and laws of the United States or of any State; the Marine Corps League or of the Department of Massachusetts, Marine Corps League; (f) may establish and maintain offices for the conduct of its business; (g) may appoint or elect officers and agents; (h) may choose a board of directors, consisting of not more than fifteen persons nor less than five persons, to conduct the business and exercise the powers of the detachment and any corporation formed thereunder; (i) may acquire, by purchase, devise, bequest, gift or otherwise, and hold, encumber, convey, or otherwise dispose of such real and personal property as may be necessary or appropriate for its corporate purposes; and (j) generally may do any and all lawful acts necessary or appropriate to carry out the purposes for which the corporation is created.

**ARTICLE II
MEMBERSHIP**

The membership of this corporation shall at all times consist of and be confined to the active membership in good standing in the Plymouth Detachment #1306, Marine Corps League, with eligibility to, acquiring of, suspension from and discontinuance of membership being in accordance with the National Charter, Constitution, By-Laws and Administrative Regulations of

the Marine Corps League of the United States [hereinafter, Marine Corps League] and of the Department of Massachusetts of the Marine Corps League of the United States [hereinafter, Department of Massachusetts].

ARTICLE III POWERS

This detachment is a subordinate unit of the Marine Corps League and of the Department of Massachusetts. It shall at all times remain under the jurisdiction of and be governed according to the Charter, Constitution, By-Laws and Administrative Regulations of the Marine Corps League and of the By-Laws and Administrative Regulations of the Department of Massachusetts.

In the event that any provision of these By-Laws conflicts with the National Charter and By-Laws and Administrative Regulations of the Marine Corps League and/or the Department of Massachusetts, such conflicting provisions shall be deemed null and void and the National Charter, By-Laws and Administrative Regulations of the Marine Corps League and the Department of Massachusetts shall at all times govern.

ARTICLE IV DISSOLUTION

In the event of the forfeiture of the detachment charter issued by the Marine Corps League title to all of the assets of the detachment shall pass to the Marine Corps League to be disposed of in accordance with the National By-Laws, rules and regulations of the said Marine Corps League. At no time shall the assets of the corporation be distributed among the individual members thereof.

ARTICLE V OFFICERS

A. Officers. The officers of this detachment or any corporation formed thereunder shall be as follows:

There shall be elected a Board of Directors of not more than ten members and not less than five members. The Commandant, Senior Vice Commandant, Junior Vice Commandant, Judge Advocate and Paymaster upon election or appointment and upon installation and for the terms of their respective offices in the Plymouth Detachment #1306 by virtue of their office shall be Directors and the Paymaster shall be the Treasurer of any corporation formed by the detachment.

The detachment may elect such other directors as may be necessary for the efficient conduct of the business of the detachment and any corporation formed by such detachment. The term of office for such additional directors other than the above stated officers of the detachment shall be stated on the ballot.

In all instances, officers shall continue to serve and hold office until their successors have been elected or appointed.

B. Vacancies. Vacancies on the Board of Directors of a director(s) who is not an elected officer of the detachment shall be filled by the Board of Directors until the next annual meeting of the detachment or any corporation formed thereunder. Vacancies on the Board of Directors of a director(s) who is an elected member of the detachment shall be filled by the officer completing the term of the elected officer as set forth in National and Department By-Laws and Administrative Regulations.

C. Election of Chairman, etc. The Commandant of the Detachment shall occupy the position of Chairman of the Board of Directors. The Directors shall have the authority to create and fill additional offices which may be necessary or expedient and shall have the right to hire and fire agents and employees of any corporation formed thereunder and define their duties.

D. Vacancy by Default. The detachment members may at any regular or special meeting of the detachment, by a two-thirds vote of the active members present declare vacant the position of any Officer or Director who shall have absented himself without valid excuse for two consecutive Detachment meetings, provided that at least ten (10) days notice shall have been given to such Officer or Director of the proposed action in writing.

Elected officers of the Detachment may be removed only in compliance with the National By-Laws and Administrative Regulations of the Marine Corps League.

ARTICLE VI DUTIES OF OFFICERS

COMMANDANT: The Commandant shall preside at all meetings of the Detachment and the Board of Directors. The Commandant shall have the power to call meetings of the Detachment and any corporation formed thereunder and the Board of Directors whenever he determines the business of the detachment or corporation requires such meetings. He shall manage the affairs of the detachment or corporation, and shall perform such duties as required by the National and Department of Massachusetts By-Laws and Administrative Regulations. The Commandant or such officer(s) as he shall so designate shall make an annual report to the members of all transactions of the detachment and any corporation formed thereunder.

SR. VICE COMMANDANT: The Sr. Vice Commandant shall preside in the absence or disability of the Commandant and shall exercise the duties of the Commandant. In the case of a vacancy in the office of Commandant, the Sr. Vice Commandant shall exercise the duties of the Commandant until a successor as Commandant shall be elected by the members at the next regular election. In the absence of both the Commandant and Sr. Vice Commandant, any other member of the Board of Directors shall call the meeting to order and conduct the election of a presiding officer pro-tem.

JR. VICE COMMANDANT: The Junior Vice Commandant is responsible primarily for the recruiting and retention of members. He should be influential in bringing about programs and

activities that meet the needs of members. He may be utilized by the Commandant to develop and present an effective speakers program. He is responsible for making new members welcome and should take charge of introducing the new members and involve them in the meetings.

In the absence of the Commandant and the Sr. Vice Commandant, the Junior Vice Commandant shall assume their duties during their absence. In the rare instance when both the Commandant and the Sr. Vice Commandant are both absent, the Junior Vice Commandant will assume the position of the Commandant.

JUDGE ADVOCATE: The position of Judge Advocate is an elected position within the Detachment. There is no requirement that the Judge Advocate is an attorney and most are not. He must be a regular member in good standing.

The Judge Advocate should possess a working knowledge of the National, Department and Detachment by-laws and administrative procedures. It is the duty of the Judge Advocate to interpret the controlling bylaws and administrative procedures. The Judge Advocate will advise, construe, counsel and render opinions of questions concerning the applicable bylaws and administrative procedures to the Detachment Commandant, the Detachment Board of Trustees or Detachment Committees when so required.

No Detachment Judge Advocate or any other Detachment officer or director is authorized to conduct a formal investigation or inquiry, convene a disciplinary hearing or hand out punishment. That authority lies solely at the Department and National levels pursuant to Article Nine of the National Administrative Procedures except in very limited circumstances pertaining to a member's qualifications to be a member.

ADJUTANT: The Adjutant of the Detachment shall hold the position of Clerk of any corporation formed hereunder until and unless the Board of Directors of any corporation shall elect among themselves a separate Clerk who shall be sworn to the faithful performance of his duties. The Adjutant shall keep a record of all meetings of the detachment and any corporation and of the Board of Directors. He shall give all notices of meetings and all other notices as directed by the Commandant or the Board of Directors. In the absence of the Clerk at any meeting, a temporary Clerk shall be elected and sworn to the faithful performance of the duties. The Clerk shall perform any further duties as may be required by the Commandant or the Board of Directors.

PAYMASTER: The Paymaster of the detachment or any corporation formed thereunder shall be the Treasurer of the Detachment. The Paymaster shall give sufficient bond for the faithful performance of his duties. He shall have the custody of all monies, securities and evidences of indebtedness of the corporation. He shall keep proper accounts of all receipts and disbursements, shall receive all monies payable to the detachment or any corporation formed thereunder and shall disburse the same in accordance with the instructions or order of the Board of Directors. All books, accounts and records shall be subject to an audit and inspection and control in accordance with the National and Department By-Laws and Administrative Regulations. He shall report at each meeting of the Detachment the current status of the books, records and accounts of the Detachment or any corporation formed thereunder.

The Board of Directors may appoint an Assistant Paymaster or Assistant Treasurer only upon recommendation and approval of the Paymaster to assist the Paymaster whenever it is necessary, and he shall perform such duties as may be designated by the Paymaster. Any Assistant Paymaster and/or Assistant Treasurer shall be bonded by the detachment and/or any corporation formed thereunder at the expense of the detachment or corporation.

BOARD OF DIRECTORS: The Board of Directors shall have and exercise all the powers of the detachment or any corporation formed thereunder except those reserved by the Members. They shall have and exercise full control and management of the affairs and business of the detachment and/or any corporation as authorized. They shall have the authority to appoint and remove and define the duties of all agents or employees within their corporate authority. They shall make a quarterly report in writing and in detail to the members of all transactions of the Board of Directors. They shall not, without prior voted approval of the Members in meeting, enter into any contracts when the amount involved is greater than \$250.00 or such lessor amount if funds are not available as accounted for by the Paymaster.

ARTICLE VII TIME AND PLACE OF MEETING

The members shall establish a regular time and place for meeting. The Board of Directors shall meet at least once during each calendar month in conjunction with the regular meeting of the Detachment. Upon the establishment of a regular meeting date and place no further notice of such regular meetings of the detachment or the Board of Directors shall be required.

Special meetings of the detachment or the Board of Directors, other than regular meetings when established, shall require a minimum of 48 hours written notice or by electronic transmission. A majority of the elected officers of the detachment plus six members shall constitute a quorum.

A meeting of the Directors may be held at any time and place if each Director composing a majority of the Board of Directors shall in writing waive notice of the time, place and purpose of said meeting and such waiver is filed with the records of the detachment or any corporation formed thereunder.

ARTICLE VIII ANNUAL MEETING

The annual meeting of the members shall be held at the Detachment quarters or such other place as the members shall designate on the regular meeting date of the detachment in the month of June each year.

Officers and the Board of Directors shall be elected and/or appointed as required by National and Department By-Laws and Administrative Regulations and such officers shall be installed as set forth in such By-Laws and Administrative Regulations.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended or repealed at any annual or special meeting of the detachment members. Notice of any special meeting the purpose of which is to amend or repeal any By-Law of the Detachment or any corporation formed thereunder shall be given in writing and must state that an amendment or repeal of the By-Laws would be acted upon and shall state the proposed amendment in the notice. An affirmative vote of two-thirds of the members present and voting shall be required to approve each amendment, alteration or repeal of any By-Law.

No amendment, alteration or repeal of any detachment By-Law shall become effective until submitted for and approval obtained from the Department Judge Advocate in accordance with National or Department By-Laws and Administrative Regulations.

A copy of the approved By-Laws of the Detachment and any amendment, alteration or repeal shall be forwarded to the Department Judge Advocate for approval as required by National and Department By-Laws and Administrative Regulations.

CERTIFICATION

I, _____, Detachment Judge Advocate do hereby certify that the By-Laws as contained herein were approved by a two-thirds vote of the members present and voting on _____. Previous copies of By-Laws of this Detachment, if any, are considered obsolete.

DETACHMENT JUDGE ADVOCATE

DATED: _____

A TRUE COPY ATTEST:

ADJUTANT