



**BYLAWS
OF THE**



2009 EDITION
INCLUDING CHANGES ADOPTED IN
2010, 2011, 2012, 2013 2014 AND 2015



DEPARTMENT OF TENNESSEE MARINE CORPS LEAGUE

-- Incorporated by an Act of Congress on 4 August 1937 --

30 June 2015

From: Department Judge Advocate

To: Distribution List

Subj: **Change 6** to the 2009 Edition of the Department of Tennessee Bylaws

1, Three related amendments were proposed to bring the Department Bylaws in compliance with the Tennessee Code Annotated with regard to Financial Statements. Financial Statements may be certified as accurate only by a licensed Certified Public Accountant, a licensed Public Accountant, or a licensed Accounting Firm.

2. Summary of the amendments:

The related changes are all on the same subject. The main amendment is a complete rewording to delete the previous wording concerning "Audit" and changing it to "Financial Oversight."

The amendments are:

Article Four - Section 402, Paragraph (b) is reworded, changing the Audit Committee to the Financial Oversight Committee as a Convention Committee..

Article Four – Section 407 is replaced in entirety to specify the new procedures and including the "Safe Harbor" wording to present the Financial Report to the body.

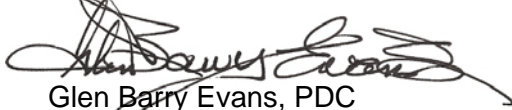
Article Six – Section 600 – Reworded to be consistent with the Article Four amendments.

3. Action

- a. Insert the enclosed 2014 Department Certificate (pages iii-f and iv-f immediately behind the 2012 Department Certificate (pages iii-e and iv-e).
- b. Insert the enclosed 2014 National Judge Advocate Certificate (pages v-f and vi-f) immediately behind the 2012 National Judge Advocate Certificate (pages v-e and vi-e).
- c. Remove pages ix and x (Table of Contents) and replace them with the enclosed pages ix and x (Table of Contents Revised 2015).
- c. Remove pages IV-1 through IV-4 and replace them with the enclosed pages IV-1 through IV-6.
- d. Remove pages VI-1 through VI-2 and replace them with the enclosed pages VI-1 through VI-2.
- e. Insert this Change 6 page in front of the Change 5 page and the Department Certificates to provide a record of the completion of the changes.

4. Upon completion of the Action in Paragraph 3, the Department of Tennessee Bylaws will be correct and up-to-date as of the 2013 Department of Tennessee Convention.

Semper Fidelis



Glen Barry Evans, PDC
Judge Advocate
Department of Tennessee

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(615) 832-7574



CERTIFICATE

This is to certify that with this change, adopted at the Regular Department Convention, convened in Pigeon Forge, Tennessee, on the Twentieth day of June, in the year of our Lord, Two Thousand and Fifteen, inserted into 2009 Edition of the Department of Tennessee Bylaws (including the 2010, 2011, 2012, 2013 and 2014 Changes) will comprise a complete and accurate edition of the Bylaws of the Department of Tennessee of the Marine Corps League.

A handwritten signature in black ink, appearing to read "Laimon W. Godel Jr.", written in a cursive style.

Laimon W. Godel Jr
Department Commandant

A handwritten signature in black ink, appearing to read "Glen Barry Evans", written in a cursive style.

Glen Barry Evans, PDC
Department Judge Advocate

ATTEST:

A handwritten signature in black ink, appearing to read "Paul J. Lepage", written in a cursive style.

Paul J. Lepage
Department Adjutant

CERTIFICATE

The Board of Directors of the Department of Tennessee Bylaws...

[Signature]

Secretary

[Signature]

[Signature]



CERTIFICATE

Having reviewed the amendments to the Bylaws of the Department of Tennessee, Marine Corps League, enacted in their Annual Convention on 20 June 2015, and finding them neither in conflict nor inconsistent with the National Bylaws and Administrative Procedures, I do hereby approve of said Bylaws in accordance with Article Five, Section 505 of the National Bylaws effective this date.

A handwritten signature in black ink, which appears to read "Dennis Tobin".

Dennis Tobin
National Judge Advocate
Marine Corps League

6-30-15

(Date)



CERTIFICATE

The following is a list of the members of the Department of Tennessee for the year 1911. The names are arranged in alphabetical order. The names of the members who have died are marked with an asterisk. The names of the members who have resigned are marked with a dagger. The names of the members who have been elected are marked with a cross. The names of the members who have been re-elected are marked with a plus sign. The names of the members who have been elected to the office of Secretary are marked with a dollar sign. The names of the members who have been elected to the office of Treasurer are marked with a percent sign. The names of the members who have been elected to the office of Corresponding Secretary are marked with a hash sign. The names of the members who have been elected to the office of Recording Secretary are marked with an ampersand. The names of the members who have been elected to the office of Executive Secretary are marked with an asterisk. The names of the members who have been elected to the office of Executive Treasurer are marked with a percent sign. The names of the members who have been elected to the office of Executive Corresponding Secretary are marked with a hash sign. The names of the members who have been elected to the office of Executive Recording Secretary are marked with an ampersand. The names of the members who have been elected to the office of Executive Executive Secretary are marked with an asterisk. The names of the members who have been elected to the office of Executive Executive Treasurer are marked with a percent sign. The names of the members who have been elected to the office of Executive Executive Corresponding Secretary are marked with a hash sign. The names of the members who have been elected to the office of Executive Executive Recording Secretary are marked with an ampersand.

Secretary
Treasurer
Corresponding Secretary
Recording Secretary
Executive Secretary
Executive Treasurer
Executive Corresponding Secretary
Executive Recording Secretary
Executive Executive Secretary
Executive Executive Treasurer
Executive Executive Corresponding Secretary
Executive Executive Recording Secretary

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(Revised 2015)

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ARTICLE FOUR
COMMITTEES

SECTION 400 – COMPOSITION – Three types of committees will be established by the Department Commandant with the advice and consent of the Department Board of Trustees to assist in the conduct of business within the Department. The term of office for all committee members shall expire with the adjournment of the Department Convention unless otherwise specified in these Bylaws. Members may be reappointed for another term. In addition to the established committees, the Past Department Commandants Council is established to function as an ongoing advisory body within the organization of the Department.

- (a) Standing Committees will be appointed to meet as required throughout the year to deal with matters that come within their area of responsibility. These committees are the Membership Committee, Budget and Finance Committee, Bylaws Committee, Publications Committee, Department Convention Committee and the Past Department Commandants Council.
- (b) Convention Committees will be appointed to deal with matters specific to the Department Convention. These Committees are the Financial Oversight Committee, Credentials Committee, Resolution Committee, Rules Committee, and Nominating Committee. Amended
2015
- (c) Temporary Committees will be appointed on an as required basis to deal with specific matters that do not fall within the jurisdiction of other existing committees and cannot be handled in an expeditious manner by the Department Staff. The composition and scope of the Temporary Committees will be determined by the matter(s) to be considered.

SECTION 401 – MEMBERSHIP COMMITTEE – This committee will be responsible for the development and conduct of a program to maintain and add to the current membership and further advance the interests of the Department of Tennessee by establishing new Detachments. This committee will be chaired by the Department Junior Vice Commandant and will consist of such additional members as may be required.

SECTION 402 – BUDGET AND FINANCE COMMITTEE – This committee will be responsible for the preparation of a financial program and budget for the conduct of business within the Department for the year. Additionally, this committee will monitor the budget and devise ways of increasing funds of the Department. This committee will be chaired by the Department Senior Vice Commandant and will include the Department Paymaster and additional members as may be required.

SECTION 403 – BYLAWS COMMITTEE

- (a) The Department Bylaws Committee is a standing committee to receive and review all proposed changes and amendments to the Department Bylaws. All proposals received will be reported to the Convention by the committee with a recommendation for appropriate action. This committee will be chaired by the Department Judge Advocate and will consist of one member from each Grand Division of the Department, to be nominated by the respective Division Vice Commandant. Detachment Judge Advocates will be nominated to this position whenever possible. Amended
2010

- (b) In addition, the Department Judge Advocate will, at the request of the Department Commandant, assemble an *ad hoc committee* immediately prior to the Department Convention to evaluate the proposed changes, amendments and repeals to the National Bylaws and Administrative Procedures to present recommendations to the body assembled for a specific stance on each proposal. The membership of this *ad hoc committee* should come from Past Department Commandants and Past Detachment Commandants whenever possible.

SECTION 404 – PUBLICATION COMMITTEE – This committee will be responsible for the review of all items published by or for the Department for the purpose of accuracy of information and compliance with the National and Department policies. This committee will be chaired by the Department Judge Advocate, and will include the Department Adjutant and other such members as may be appropriate.

SECTION 405 – PAST DEPARTMENT COMMANDANTS COUNCIL – Recognizing the honor and importance bestowed to the office of Commandant by the Marine Corps League, the Department of Tennessee hereby formally establishes the Past Department Commandants Council. This Council shall consist of all living Past Department Commandants, and shall be chaired by the Junior Past Department Commandant. This Council is established as permanent organization within the Department, and changes in composition may be made only as a result of appropriate disciplinary action as defined in the appropriate sections of the National Bylaws and the National Administrative Procedures. The Past Department Commandants Council shall function as an advisory board for the Department Commandant and the Department Board of Trustees.

- (a) The Past Department Commandants Council shall meet during the Department Convention, and at other times as may be required.
- (b) In its role as an advisory board, the Past Department Commandants Council shall be guided by the appropriate sections of the National Bylaws and the National Administrative Procedures that describe the Past National Commandants Council.
- (c) The Past Department Commandants Council may collect or receive funds to accomplish specific goals, subject to the approval of the Department Board of Trustees.

SECTION 406 – DEPARTMENT CONVENTION COMMITTEE – This committee will be responsible to the Board of Trustees for the production of the Department Convention. The Department Junior Vice Commandant will Chair this committee, and it will contain two other members, one of whom should be from the Detachment that hosted the last Department Convention and was directly involved in the production of that Convention. Its duties are twofold.

- (a) It will receive and analyze all bids to host the Department Convention. Normally, a Detachment wishing to host the Department Convention will inform the Committee two years in advance of its intention to bid. The declaration of intention will not be binding. Formal bids will be submitted to the Chair of the Committee prior to the Department Convention for the next year's Department Convention. The formal

bids will include the proposed cost of rooms, including current taxes, at one or more hotel/motel, and the amenities to be provided by those facilities, such as pool, hospitality room, banquet arrangements, free rooms for invited guests, etc. The bidder will also include a plan for publicity and any other factor that they feel will make a successful Convention. The bid will include a statement that the Detachment will cooperate with the Department Convention Committee. All bids received will be reported to the Convention with the Committee's recommendation for the one that best satisfies the Department's needs. The Department Convention will then make the final selection of the site and Host Detachment for the next Convention. Consideration will be made to attempt to share the Department Convention among the Grand Divisions of the State of Tennessee, and among the Detachments within the Department, but this will not override selection of the best available site. Chapter Two, Section 240, of the National Administrative Procedures will provide additional guidance for bids and site selection.

- (b) It will work jointly with the Detachment selected to host the next Department Convention to supervise and conduct the Convention. With the assistance of the Budget and Finance Committee, this Committee will promote the Department Convention along strict business lines to ensure the financial success of the Convention.

SECTION 407 – FINANCIAL OVERSIGHT COMMITTEE

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|-----------------|
| Amended 2015 |
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- (a) This committee will present the statement of financial position and statement of financial income and expense prepared from the books and records of the Department and determine that only the following comments appear, as modified where the parenthesis appear, on those two reports:

“I (we) have prepared the accompanying (financial statements) of the (name of entity) as of (time period) for the (period) then ended. This presentation is limited to preparing in the form of financial statements the information that is the representation of management.”

“I (we) have not audited, reviewed or compiled, under professional standards prescribed for such services, the accompanying financial statements and accordingly do not express an opinion or any other form of assurance on them. I (we) am (are) not licensed by this state, as a certified public accountant, public accountant or accounting firm, to provide those types of services.”

- (b) The Committee will inventory all Department property and report the results of its oversight of the reports and inventory count at the Department Convention. It is the responsibility of all members who have custody of such records, books, and property to make such available to the Committee. This committee may utilize the services of the Budget and Finance Committee and other such officers or committees of the Department as may be required to complete the financial oversight in a sound and timely fashion. This committee may be convened by the Department Commandant for additional oversight as may be made necessary by events. This Committee shall normally consist of Past Department Commandants, and shall be chaired by the Junior Past Department Commandant or if not available, a Past Department Commandant.

SECTION 408 – CREDENTIALS COMMITTEE – This Committee will be responsible for the examination and approval of the credentials of each Delegate and Detachment present at the Convention. The Department Adjutant (Adjutant/Paymaster) shall have available for the Committee, at the Convention Site, the total number of regular members in good standing of each Detachment in good standing within the Department as of the last day of the month prior to the month of the Convention, to be accompanied by copies of the Dues Transmittal Sheets. Conflicts as to the strength of a Detachment will be resolved by the best judgment of the Committee, based on documentation provided. Undocumented conflicts will be resolved in favor of the Adjutant. The Committee will not approve the credentials from any Detachment that is indebted to the National Headquarters or the Department of Tennessee when such indebtedness has been in default over thirty (30) days. The Committee shall report to the Convention the voting strength and method of voting for each Detachment represented. (Article One, Section 102 (e) shall apply.) In the event that additional qualified delegates or members arrive after this report is made, an amended report will be filed by the Committee. An amended report of voting strength will not affect the vote on any issue or matter that has occurred prior to the time the amended report is filed. The Credentials Committee will consist of a Chair and two additional members appointed by the Department Commandant. Past Detachment Commandants should be considered when constituting this Committee.

Amended
2010

SECTION 409 – RESOLUTION COMMITTEE – This Committee will have the responsibility to receive and review all resolutions presented for consideration at the Department convention. The Committee will, by majority vote, approve or disapprove of each resolution presented. All resolutions received will be reported to the Convention along with the Committee's findings for final consideration. The Committee will be chaired by the Department Judge Advocate and will have at least two other members appointed by the Department Commandant.

SECTION 410 – RULES COMMITTEE – This Committee shall determine the sequence and procedures for the business agenda of the Department Convention consistent with Article One, Section 111, of these Bylaws. The Department Commandant will be responsible to establish this Committee with sufficient lead-time to allow it to provide a written agenda prior to the opening of the Department Convention. Composition of this Committee is at the discretion of the Department Commandant.

Amended
2010

SECTION 411 – NOMINATING COMMITTEE – Whenever the Nominating Committee is invoked, it will be responsible to provide a slate of qualified officers for the ensuing year. The Junior Past Department Commandant will chair the Committee, and the Division Vice Commandants will comprise the Members of the Committee. However, Division Vice Commandants who intend to stand for one of the Department Elective Offices will not become a Member of this Committee, and the Department Commandant will name a substitute from that Division. The Committee will be established several months in advance of the Department Convention to allow for the orderly flow of the following events:

- (a) An individual member desiring to stand for office shall notify the Nomination Committee and provide a brief summary qualifications and offices held within the League.
- (b) The Committee may receive names from sources other than the individual. If any are thus tendered, the Committee will insure that the individual is willing to serve in the appropriate office prior to further consideration.

(c) The Committee will then determine a slate of one nominee for each Elective Office. The selection of the slate need not require the unanimous

Amended
2013

(d) This slate will be presented to each Detachment Commandant approximately sixty (60) days prior to the Department Convention, normally by the Spring Department Conference. This will provide sufficient lead-time to allow the slate to be announced and discussed at the respective regular scheduled Detachment Meetings prior to the Department Convention.

SECTION 412 – CONDUCT OF BUSINESS – Except as noted in these Bylaws, the business of these committees may be conducted in person, or by telephone, mail or other such means as may be available.

SECTION 413 – VACANCIES AND ABSENCES – In the event of vacancies or absences on any committee or board, the Department Commandant may appoint replacements to serve in place of the missing member. Absent members will normally resume their post upon return.

END OF ARTICLE FOUR

ARTICLE SIX
FISCAL AND FINANCE

SECTION 600 – DEPARTMENT FUNDS – All Department Funds will be maintained in secure and guaranteed accounts. A synopsis of the status of those accounts will be presented in writing at all Department Meetings, and Financial Statements shall be prepared for the annual Department Convention and presented to the body.

Amended
2015

SECTION 601 – DEPARTMENT DUES – The Department Convention shall have the sole authority to fix the amount of the Department Dues. Once fixed by the Convention, Dues will remain at that amount until changed by a subsequent Department Convention, and will be paid directly by the Detachment to the Department Paymaster (Adjutant/Paymaster). When a Dues increase is considered, prior notification will be presented to all Detachments no later than the Spring Department Conference.

Amended
2013

SECTION 602 – DESIGNATING FINANCIAL OFFICERS AND BONDING

- A. In accordance with Section 815 of the National Bylaws, the following Department Officers are designated to handle funds for the Department, and as such are covered under the National Blanket Bond.
- (1) Department Commandant
 - (2) Department Adjutant-Paymaster, or Paymaster if the office is split.
 - (3) Department Senior Vice Commandant
 - (4) Junior Past Department Commandant
- B. All financial accounts will be established so that the signatures of a minimum of two of the designated Financial Officers are required to withdraw funds or modify accounts.
- C. Certain Officers may be granted a limited authorization by the Department Convention to obligate funds for specific purposes, without requiring an additional vote of the Convention or Board of Trustees for each action. (An example of such authorization would be the Department Chaplain to provide for Members or the immediate family of Members who become sick or deceased.) When such authorizations are provided, they must be renewed annually and disbursements must be reported to the Membership.
- D. **LIMITATION** – Except as specifically provided in these Bylaws, no Officer or individual member of the Department of Tennessee shall have the authority to obligate the Department financially in any way unless previously approved by the Department Board of Trustees or the Department Convention.

SECTION 603 – SOLICITATIONS AND REQUESTS FOR FUNDS

- A. In the event that funds are solicited by the Department for a specific purpose, i.e. Marines Helping Marines, Young Marines, Sword Fund, these funds are considered to be designated for that purpose. In this case the designation may not be changed without the consent of the donor(s), or the authorization of the Department Convention.

Amended
2012

- B. Any request for funds from the Department that would exceed \$200.00 will be presented to the Board of Trustees via the Budget and Finance Committee prior to the start of the Department Convention for their consideration and recommendation to the Convention. The request will be in writing, and will explain the nature of the request and the use of the funds. If these funds are not or cannot be used for the requested purpose, they will be returned to the Department without the necessity of a demand.**

END OF ARTICLE SIX