



2019 Edition

Marine Corps League of Pennsylvania, Inc.

Department

BYLAWS

Approved 22 June 2019

BYLAWS
MARINE CORPS LEAGUE
DEPARTMENT OF PENNSYLVANIA

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ARTICLE I

Name

SECTION 100 – Name. The name of the corporation shall be the Marine Corps League of Pennsylvania, Inc. (MCLPA), a recognized IRS Code 501(c)(4) non-profit corporation, incorporated in the Commonwealth of Pennsylvania on January 20, 1984. It is a subordinate organization of the Marine Corps League.

SECTION 105 – Mission Statement. SEE NATIONAL BYLAWS.

ARTICLE II

Purpose

SEE NATIONAL BYLAWS.

ARTICLE III

Organization

SECTION 300 – Organization. The constituted bodies of this organization shall be the Department Convention, Districts, Detachments and Subsidiary Organizations.

SECTION 305 – Department Convention. The annual convention shall be known as Department of Pennsylvania Convention.

SECTION 310 – Districts. Subordinate regional organizations to be known as Districts, the extent and boundaries of which shall be as outlined in the Department Administrative Procedures.

SECTION 315 – Departments. SEE NATIONAL BYLAWS.

SECTION 320 – Detachments. Subordinate local organizations located anywhere with the boundaries of the Commonwealth of Pennsylvania.

SECTION 325 – Subsidiary Organizations. Such subsidiary organizations as the MCLPA may create, establish or recognize.

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**ARTICLE IV
Department Convention**

SECTION 400 – Authority. The legislative and policy making power of the MCLPA shall be vested in a Department Convention composed of the properly elected, registered, and approved Delegates in good standing. Only executive and administrative powers will be delegated to is Department Board of Trustees or to individual members of the MCLPA.

SECTION 405 – Committees. The Department Convention administrative committees shall be:

- (a) Credentials
- (b) Bylaws and Administrative Procedures
- (c) Resolutions
- (d) Rules
- (e) Others that may be deemed necessary by the Department Board of Trustees or as defined in the Department Administrative Procedures.

SECTION 410 – Quorum. The minimum number required to transact the regular and legal business of the Convention shall be the majority of properly registered and approved Delegates in good standing who are present at the Convention.

SECTION 415 – Elections.

The Department Officers to be elected shall be the Department Commandant, Department Senior Vice Commandant, Department Junior Vice Commandant, Department Judge Advocate and Department District Vice Commandants.

SECTION 420 – Meetings. The Department Convention shall be convened once each calendar year during the month of June or July unless prevented by a national emergency or other unpreventable cause. The time and place shall be in accordance with the Department Administrative Procedures.

SECTION 425 – Parliamentary Authority. The current edition of *Roberts Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not in conflict with the National or Department Bylaws and the National or Department Administrative Procedures and any special rules of order National or the MCLPA may adopt. In the event of a conflict, the ruling authority is the National Bylaws, then the Department Bylaws, then the National Administrative Procedures, then the Department Administrative Procedures, then *Roberts Rules of Order Newly Revised*.

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ARTICLE V

Membership

SEE NATIONAL BYLAWS

ARTICLE VI

Department Board of Trustees

SECTION 600 – Composition. The Board of Trustees shall consist of the elected Department Officers and the Junior Past Commandant.

SECTION 605 – Powers. Complying with the provisions of the Congressional Charter, the National Bylaws and National Administrative Procedures, these Department Bylaws and Department Administrative Procedures, the Powers and Authority of the Department Board of Trustees between Conventions shall be:

- (a) to employ/contract and/or terminate employment/contract of such employees/contractors as are necessary and advisable, determine their duties and fix their compensation;
- (b) to suspend or remove from office for cause any Department or Detachment Officer, and to suspend or expel any member for cause in accordance with National Bylaws Section 505 and Chapter 9 of the National Administrative Procedures;
- (c) to exercise such other powers and to do such other things as are compatible with these Bylaws in the best interest of the MCLPA, and to exercise executive power between Conventions;
- (d) to approve all contracts, which shall then be signed by the Commandant;
- (e) to adopt administrative procedures to implement the Department Bylaws and conduct the business of the Department.

SECTION 610 – Department Elected Officers. The Department Officers to be elected by each Department Convention shall be:

- (a) Department Commandant.
- (b) Department Senior Vice Commandant
- (c) Department Junior Vice Commandant
- (d) Department Judge Advocate
- (e) Department District Vice Commandants

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SECTION 615 – Department Elected Officers Term of Office. All officers shall be elected for one (1) year and may succeed themselves in office if re-elected by the Delegates, except for the office of Commandant, which may be re-elected for two additional consecutive terms only.

SECTION 620 – Vacancies. The order of succession to the office of Department Commandant shall be Senior Vice Commandant, Junior Vice Commandant. In the event of other vacancies, the Commandant, with the advice and consent of the Board, shall appoint a successor to serve until the next Convention.

SECTION 625 – Duties of Department Board of Trustees Members. In addition to the specific duties of the individual Trustees, as hereinafter stated, it shall be the duty of each Trustee to acquire a working knowledge of the National and Department Bylaws and Administrative Procedures. The specific duties of the Members of the Department Board of Trustees shall be:

- (a) **DEPARTMENT COMMANDANT** shall be the Chief Executive Officer of the MCLPA and shall preside at all sessions of the Department Convention, all Department Meetings and all Meetings of the Department Board of Trustees. The Department Commandant shall, together with the Department Board of Trustees, have direction and control of the executive and administrative affairs of the MCLPA between Department Conventions. In addition, the Commandant shall:
- (1) observe and enforce the observance of the Congressional Charter, the National Bylaws, the Department Bylaws, National Administrative Procedures and the Department Administrative Procedures;
 - (2) direct to all Officers and Members such orders as are not in conflict with the National and Department Bylaws and Administrative Procedures and any necessary for the proper conduct of business;
 - (3) call such meetings of the Department Board of Trustees as are required by these Bylaws and the Department Administrative Procedures and as deemed necessary;
 - (4) seek the advice of the Department Board of Trustees and Staff;
 - (5) in equal parts with the Department Paymaster, have custody of all funds and property of the MCLPA subject to the supervision of the Department Board of Trustees;
 - (6) with the advice and majority vote of the Department Board of Trustees hire or contract personnel deemed necessary;
 - (7) appoint Department Staff enumerated in Article VII, Section 705.
 - (8) with the advice and consent of the Department Board of Trustees, appoint such other Standing Committees as are deemed necessary and designate the Committee Chair. However, the Department “Marine of the Year Society” shall be constituted as provided in the Department Administrative Procedures;
 - (9) in conjunction with the Department Paymaster approve or disapprove all disbursement of Funds;

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- (10) represent the MCLPA at all social functions and ceremonies in such a manner as will enhance the dignity, honor and prestige of this Organization;
 - (11) invite the Guest of Honor/Speaker to the Department Convention and Banquet.
 - (12) be a Delegate to the Pennsylvania War Veterans Council and represent the MCLPA at such meetings of the Council wherein possible;
 - (13) represent the MCLPA or designate in writing an alternate to represent the MCLPA at the meetings of the Pennsylvania State Veterans Commission;
 - (14) within 15 days after receiving the names of all the required Assistants, with the advice and consent by majority vote of the Department Board of Trustees, approve or disapprove the appointments of those Assistants submitted by the Department Judge Advocate, Department Adjutant, Department Paymaster, and Department Chaplain. In the event an Assistant is disapproved, the Commandant shall immediately instruct the Officer who submitted the original name to re-submit another name within 15 days and the preceding approval process shall begin again until an appointment is made.
- (b) **DEPARTMENT SENIOR VICE COMMANDANT** shall give every assistance to the Commandant and, during the absence or illness of the Commandant, perform the duties of that Office. The Department Senior Vice Commandant shall vigorously pursue the enrollment of all eligible Marines with the MCLPA. The Department Senior Vice Commandant shall chair the Awards and Citations Committee and Detachment Commandants Council and perform such other duties as may be assigned by the Commandant.
- (c) **DEPARTMENT JUNIOR VICE COMMANDANT** shall in the absence or illness of the Commandant and the Senior Vice Commandant, perform the duties of that Office. The Department Junior Vice Commandant shall chair the Department Budget Committee, administer and supervise Department Fund-Raising activities including obtaining Small Games Licenses as required by the Commonwealth of Pennsylvania and perform such other duties as may be assigned by the Commandant.
- (d) **DEPARTMENT JUDGE ADVOCATE** shall:
- (1) interpret the Department Bylaws and Administrative Procedures and shall advise, construe, counsel and render opinions on questions of League Law and Procedure to the Commandant and Board of Trustees during conventions and board meetings and further render rulings to Detachments when requested to do so in the manner outlined in Section 625(d) of the National Bylaws, providing copies of such rulings to the Department Adjutant for appropriate distribution;
 - (2) review and approve Detachment bylaws and administrative procedure.
 - (3) submit to the Department Commandant, within 15 days after installation, the name of a member in good standing of the Department of Pennsylvania, who will assist in the performance of the above duties and only in the absence or incapacitation of the Judge Advocate actually perform the duties of the Judge Advocate.

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(e) **VICE COMMANDANTS OF DISTRICTS** shall:

- (1) be held accountable to the Department Board of Trustees for the care and proper administration of their respective District; arrange for, convene and supervise not less than one (1) District Conference each year for the purpose of discussing District problems, planning and executing means and methods of strengthening and increasing the effectiveness of the District;
- (2) make every continuing effort to establish new Detachments within their District;
- (3) submit to the Department Commandant, within 15 days after installation, the name of a member in good standing of the Department of Pennsylvania, who will assist with duties above and assigned related duties. The Assistant District Vice Commandant may cast the District Vice Commandant's vote in the absence of that officer; the District Vice Commandant may appoint additional support staff as required to meet the District's goals and objectives.

(f) **JUNIOR PAST COMMANDANT** shall be a full voting member of the Board, contributing generously and impartially from past experience to the best interest of the MCLPA. If the current Junior Past Commandant cannot or will not serve, then the Department Commandant shall submit the name of another Past Department Commandant to the Board of Trustees for their approval to serve in this capacity.

SECTION 630 – Department Board of Trustees Meetings

(a) **The Department Board of Trustees shall meet:**

- (1) Annually, immediately prior to each Department Convention:
 - (a) to close out the executive administration of the Department Board of Trustees from that fiscal year; and
 - (b) to finalize preparation for the ensuing convention; and
 - (c) to identify pending and unaccomplished executive actions warranting further action by the convention or by the Department Board of Trustees during the ensuing fiscal year;
- (2) Annually, immediately after adjournment of the Department Convention for the purpose of selecting appointed Department Officers and Standing Committees and for the transaction of such other business as may properly come before it;
- (3) Annually, during the months of January, March and October (to be known as Quarterly Department Staff Meetings) at a location chosen each year by the Department Convention Committee and approved by the Department Board of Trustees.
- (4) At the call of the Department Commandant provided that a quorum of the Department Board of Trustees is assured by polling by the Department Adjutant prior to the issuance of the call for the meeting. These meetings are authorized by email, telephone or teleconferencing; or

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- (5) At the call of at least one third (1/3) of the members of the Department Board of Trustees provided at least one of those members shall include a non-Department Vice Commandant. This call for a Special Meeting of the Department Board of Trustees to discuss matters of emergency measures considered most important for the conduct of business of the Department Board of Trustees between Department Conventions. The senior member of the Department Board of Trustees asking for such a Special Meeting shall chair the Special Meeting. The Chair of the Special Called Meeting will ensure that each member of the Department Board of Trustees is notified of the date, time, and location of the Special Meeting. Such Special Called Meeting will ensure that a Quorum is in accordance with Section 635 of the Department Bylaws in order to conduct official business of the Special Called Department Board of Trustees Meeting. These meetings are authorized by email, telephone or teleconferencing.
- (b) **Conduct of Business.** The conduct of business at all Department Board of Trustees meetings shall be governed by the National and Department Bylaws and Administrative Procedures. The rules in the current edition of *Roberts Rule of Order Newly Revised* shall govern the Department Board of Trustees meetings in all cases to which they are applicable and in which they are not in conflict with the Department and National Bylaws and Administrative Procedures and any special rules of order the Department may adopt. In the event of a conflict, the ruling authority is the Department Bylaws, then the Department Administrative Procedures, then the National Bylaws, then the National Administrative Procedures, then *Roberts Rule of Order Newly Revised*.
- (1) In addition to Section 630a(1)-(5) the Department Board of Trustees may also conduct business between Conventions by first-class mail, email, telephone, tele-conference or Web-conferencing subject to the guidelines specified in the Department Administrative Procedures.
- (c) **Recording of Minutes.** All Department Board of Trustees meetings must be properly recorded.
- (1) The minutes at a minimum shall include but not limited to:
- (a) Date, Time, & Location of the meeting.
 - (b) Purpose of the meeting.
 - (c) Members attending.
 - (d) Issues discussed
 - (e) Action(s) taken.
- (2) The minutes of all regularly scheduled and special meetings will be maintained by the Department Adjutant for the filing of “official documents.”
- (3) The minutes of the meetings will be available for viewing on the Department Website for a period of one (1) year. A printed copy is available upon request. The exceptions to these minutes are matters that the Board of Trustees deemed unfinished, sensitive, and/or those matters that were discussed in “executive session.”

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SECTION 635 – Quorum. A majority of the Department Board of Trustees shall constitute a quorum.

SECTION 640 – Voting. Each Department Board of Trustees member shall have one (1) vote. There shall be **NO** proxy voting. The Department Judge Advocate shall abstain from voting on all matters wherein he/she has rendered an official opinion.

ARTICLE VII

Department Staff Officers

SECTION 700 – Composition of Department Staff. The Department Staff Officers shall be comprised of the Department Board of Trustees, Appointed Department Officers, Committee Chairpersons, Liaison Officers, and Past Department Commandants. The Department Staff Roster will consist of the Department Staff Officers, Past Department Commandants, and the Detachment Commandants.

SECTION 705 – Department Staff Officers. Department Staff Officers shall acquire a working knowledge of the Department Bylaws and Administrative Procedures and shall act as assistants to the Department Board of Trustees. They shall perform the duties delineated in the Department Administrative Procedures.

(a) **Officers:**

- 1) Bookkeeper
- 2) Paymaster
- 3) Chaplain
- 4) Adjutant
- 5) Sergeant-at-Arms
- 6) Quartermaster
- 7) Public Affairs
- 8) Chief of Staff
- 9) Legislative
- 10) Historian
- 11) Armorer
- 12) Aides-to-Commandant

(b) **Liaisons:**

- 1) First and Fourth Marine Corps Districts
- 2) MCLPA Auxiliary
- 3) Women Marine Association
- 4) Marine for Life
- 5) VAVS

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(c) **Committee Chairpersons:**

- 1) Voluntary Service
- 2) Audit
- 3) Scholarship
- 4) Convention
- 5) Samuel Nicholas Memorial

SECTION 710 – Department Staff Powers. The power and authority of the Department Staff shall be the same as that of the Department Board of Trustees, except that Department Staff Officers and the Past Department Commandants shall have no vote and shall not be considered in determining a quorum for Department Board of Trustees Meetings.

SECTION 715 – Contracting Authority. No Department officer, employee, contractor, committee chairman, or member of the MCLPA shall enter into or sign any contract or agreement. Such contract or agreement shall be forwarded to the Department Judge Advocate for review. After the review, the Department Judge Advocate will then forward the contract or agreement to the Department Board of Trustees with the Judge Advocate’s official opinion. The Department Board of Trustees thereafter, by a majority vote, may accept or reject, in whole or in part, the contract or agreement submitted to it. All contracts or agreements consummated in the name of the MCLPA shall require the signature of the Department Commandant.

SECTION 720 – Vacancies. A vacancy in an appointed office, 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 at the next scheduled meeting. If it is deemed necessary to immediately fill the vacancy, the Adjutant or Chief of Staff will be authorized to call for a vote via email, telephone or teleconferencing.

ARTICLE VIII

Departments

SEE NATIONAL BYLAWS

ARTICLE IX

Detachments

SEE NATIONAL BYLAWS

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ARTICLE X

Subsidiary and Subordinate Organizations

SECTION 1000 – Authority.

- (a) All subsidiary and subordinate organizations which function and operate directly or indirectly under the MCLPA are subject to the authority, supervision, direction, control, and discipline of the MCLPA.
- (b) All subsidiary and subordinate organizations which function and operate directly or indirectly under the MCLPA shall:
- (1) Adopt bylaws compatible and consistent with the bylaws and administrative procedures of the MCLPA.
 - (2) Incorporation.
 - (A) Identify themselves by name with the MCLPA and acknowledge their accountability to the MCLPA and shall incorporate if they have not already done so; or
 - (B) If not currently identifying themselves by name with the MCLPA and acknowledging their accountability to the MCLPA, they shall immediately amend their incorporation and submit proposed amended incorporation to the Department Judge Advocate for review, consideration, and approval.
- (c) If a subsidiary or subordinate organization which functions and operates directly or indirectly under the MCLPA should have any complaints, grievances and/or charges against a Marine Corps League member or a Detachment, or a Department or the Marine Corps League Headquarters, they must follow the appropriate chain of command that will refer it to the MCLPA for adjudication. It must be referred in writing via certified mail to the Department Judge Advocate for appropriate action.

SECTION 1005 – Employment Identification Number [EIN] and Incorporation

- (a) **EIN.** Each subsidiary or subordinate organization which functions and operates directly or indirectly under the MCLPA in addition to its incorporation, shall obtain and maintain its own EIN under the Marine Corps League’s Group Exemption Code “0955” under IRS Code 501(c)(4), within six months of its charter date. The exception is the Marine Corps League of Pennsylvania Foundation, Inc. which must be incorporated in the Commonwealth of Pennsylvania as a 501(c)(3) and maintain its own EIN in accordance with these Bylaws, the Department Administrative Procedures and all requirements of the Commonwealth of Pennsylvania.
- (b) **Incorporation.** Any of the foregoing which engage in services or business, either for profit or non-profit, or which uses the name of the MCLPA will be incorporated within one (1) year from their chartering.

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ARTICLE XI

Amendments

SECTION 1100 – Department Bylaws Amendments.

- (a) The Department Bylaws may be revised, amended or repealed by two thirds (2/3) vote of the properly registered and approved Delegates voting at a Department Convention, provided that the proposed revision, amendment or repeal is submitted to the Department Headquarters marked to the attention of the Department Adjutant no later than April 1st prior to the Department Convention at which said proposal is to be considered. Submission of proposed revisions, amendments or repeals will be in typewritten form and will be in the exact wording intended. Submission should be sent via U.S. Mail, or by other carriers, including submission via electronic media. All amendments are subject to the approval of the National Judge Advocate.
- (b) To avoid possible confusion, each submission will address only one Section. However, if the proposal incorporates a revision, amendment or repeal that will interact with any other Sections, the changed or corrected wording of those Sections may be included in the single submission.
- (c) The Department Adjutant will make available copies of each proposal, without personal comment, no later April 30 prior to the Department Convention at which the proposed amendment is to be considered.

SECTION 1105 – Effective Date. Each revision, amendment, or repeal of a provision of the Department Bylaws which is approved at a Department Convention, as outlined in Section 1100, which does not provide for an effective date shall become effective upon the close of the Department Convention at which it is approved.

SECTION 1110 – Department Bylaws Distribution.

- (a) The current edition of the Department Bylaws along with any published changes shall be posted on the Department website for the access and review. Changes approved at the Department Convention each year shall be posted to the website once completed and notice of said posting shall be provided to each Detachment in the next Department mailing subsequent to the posting on the Department website. Such notice shall include instructions on how to access and review the approved changes on the Department website.
- (b) Any Detachment of the MCLPA may purchase copies of the Department Bylaws from the Department Quartermaster upon request.

SECTION 1115 – Clerical Errors. The Department Board of Trustees shall have the authority to identify and correct clerical errors in the Department Bylaws and the Department Administrative Procedures where the error is clearly evident, and the correction shall make no material change to the intent, form, or function of the Department Bylaws or the Administrative Procedure in question.

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SECTION 1120 – Department Administrative Procedures.

- (a) Recommendations and procedures for changes to the Department Administrative Procedures will be covered in that document.
- (b) Changes to the Department Administrative Procedures may also be approved by the Department Board of Trustees by majority vote when it is necessary for the operational needs of the MCLPA or directed by Marine Corps League National Headquarters. These changes to the Department Administrative Procedures will be sent immediately to all Detachment Commandants and Judge Advocates.

ARTICLE XII
Dissolution

SECTION 1200 – Dissolution. Should the MCLPA be dissolved, all funds, property and assets shall be given to a non-profit organization as determined by the Department Board of Trustees, provided said choice is tax exempt under the provisions of the Internal Revenue Code.

ARTICLE XIII
Miscellaneous

SECTION 1300 – Blanket Bond. SEE NATIONAL BYLAWS.

SECTION 1305 – Violations. Any member who violates the precepts of their Membership Oath, Oath of Office, the National or Department Bylaws and/or Administrative Procedures is subject to the provisions of Chapter Nine (9) grievance and discipline, as stated in the National Administrative Procedures.

SECTION 1310 – Membership Listing. SEE NATIONAL BYLAWS.