

RESOLUTION
Department Headquarters, The American Legion of Ohio
Department executive Committee
April 2, 2022

RESOLUTION No.: 22-10

SUBJECT: Amending the Rules and Procedures of The American Legion Department Executive Committee

REFERRED TO: Department Executive Committee

WHEREAS, The American Legion Department of Ohio is a 501(c) (19) organization; and

WHEREAS, The American Legion Department of Ohio is governed by the Department Executive Committee and the Department Convention; and

WHEREAS, The American Legion Department of Ohio governance documents include the Department Constitution, By-Laws, Department Convention Rules and Order of Business, and Department Executive Committee Rules and Procedures; and

WHEREAS, The Internal Revenue Service (IRS) has an oversight role with respect to charitable organizations and recommends organizations adopt procedures that will offer protection against charges of impropriety involving officers, directors, or trustees; and

WHEREAS, The IRS Form 990, Section A. Governing Body and Management ask the following questions:

- Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?
- Did the organization have a written conflict of interest policy?
- Were officers, directors, trustees, and key employees required to disclose annually interests that could give rise to conflicts?; and

WHEREAS, The Ohio Attorney General's Office published a Guide for Nonprofit Board members and describes the Board's legal duties, which include the duty of loyalty which means that board members must always act fairly and in the best interest of the organization without concern for their own interest; and

WHEREAS, The Ohio Attorney General's Office states that there should be a written policy for dealing with conflict of interest that include written disclosures from board members concerning business dealings or those seeking to do business with the organization, and use caution when entering into any business relationship between the business and a board member; and to comply with a written policy for disclosing conflicts of interest, the appearance of impropriety and business dealings involving board members and avoid diverting opportunities available to the organization for personal gain; and

WHEREAS, The Department Executive Committee may approve the annual operating budget, purchase real property or other assets, approve program purchase orders, enter into a longstanding business agreement with a contracting firm or service provider, or recommend preferred vendors to local post; and

This is to certify that this resolution was adopted by our Department but with National action substituted for local resolving clause.

Adjutant

Department

Other authorized source:

(To be used when resolution is submitted from another authorized source or to comply with Resolution 21, May 4-5, 2016)

BELOW THIS LINE FOR NATIONAL CONVENTION COMMITTEE USE ONLY

Approved	Approved with Amendment	Rejected	Received and Recorded	Consolidated with
Referred to Standing Commission or Committee on				
Other Action				
Signature of Chairman or Secretary _____				

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WHEREAS, The Department Executive Committee Rules and Procedures do not include a conflict-of-interest policy; and, now, be it

RESOLVED, By The American Legion Department of Ohio, Department Executive Committee assembled in regular session, in Delaware, Ohio, on April 2, 2022, Amends the Rules and Procedures of The American Legion Department Executive Committee to add

Article 17. Conflict of Interest

Whenever a member of the Department Executive Committee has a financial or personal interest in any matter coming before the Department Executive Committee, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

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