



Dennis Mathias  
5323 Courtfield Drive  
Indian Trail, NC 28079-5124  
DCMathias@aol.com – 704-451-1397

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To: Department of North Carolina Bylaws Committee  
From: Dennis Mathias, Department Southcentral DVC

Subj: Proposed Department Bylaws Amendment

In accordance with the Bylaws and Administrative Procedures, Article Eight, Section 800, the following is submitted for consideration by the body assembled at the 2022 North Carolina Department Convention. Section 805 makes the effective date for any bylaws change upon close of the Department Convention at which it is approved. The below changes cannot be submitted separately because several of the changes require prior approved changes. Additionally, there is no prohibition to submitting multiple changes in one proposal. Therefore, the following changes are submitted for consideration that will require only one vote for approval or disapproval.

**PURPOSE:** To define an Executive Board, Board of Trustees, and Staff Officers.

**CURRENT:**

**SECTION 115 - ELECTIVE OFFICERS/APPOINTED OFFICERS**

- A. The Department Officers to be elected at each Convention shall be: Commandant, Senior Vice Commandant, Junior Vice Commandant and Judge Advocate.
  
- B. The Department Commandant shall appoint the following Department Officers: Department Adjutant, Department Paymaster (or Department Adjutant/Paymaster) Department Sergeant at Arms, Department Chaplain and such other Officers as may be deemed necessary to carry out the programs of the Marine Corps League.

**CHANGE RATIONALE:**

There was no previous authorization in this section for any past department commandant to be appointed to the Board of Trustees. The makeup of the Executive Committee, Board of Trustees, and Staff need to be defined and referenced as such throughout the Bylaws.

**PROPOSED VERBAIGE:**

**SECTION 115 - ELECTIVE OFFICERS/APPOINTED OFFICERS**

- A. The Department Officers elected at each Convention shall be: Commandant, Senior Vice Commandant, Junior Vice Commandant and Judge Advocate.

- B. The Commandant may appoint the Jr Past Commandant or any other past Department Commandant to join the elected Department officers to constitute the 5-member, Executive Board.
- C. The Executive Board plus all the Detachment Commandants constitute the Board of Trustees.
- D. The Department Commandant shall appoint the following Department Staff Officers: Department Adjutant, Department Paymaster (or Department Adjutant/Paymaster), Department Sergeant at Arms, Department Chaplain, and such other Officers as may be deemed necessary to carry out the programs of the Department.

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**CURRENT:**

**SECTION 200 - COMPOSITION** - The Board of Trustees shall consist of the elected Department Officers, Department Junior Past Commandant or any appointed Past Department Commandant, and all Detachment Commandants.

**CHANGE RATIONALE:**

In order to have only one location for the definition of the Board of Trustees in the bylaws, remove this section. Section 115 addresses the composition issue.

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**PURPOSE:** To further define the Department Commandant’s duties to call a special meeting.

**CURRENT:**

**SECTION 210 - DUTIES OF TRUSTEES**

A. **DEPARTMENT COMMANDANT** shall:

- 4. Call such meetings of the Board of Trustees as are required by the Department Bylaws and Administrative Procedures.

**CHANGE RATIONALE:**

To allow for a Special Meeting to be called by the Commandant.

**PROPOSED VERBAIGE:**

- 4. Call such meetings of the Executive Board and the Board of Trustees as are required in order to conduct necessary business by the Department. These meetings include the Department Convention, Regular Department Meetings, and Special Meetings and must follow the bylaws for meeting a quorum as defined in Section 225. Any meetings of the Executive Board are for discussion only and no financial or operational commitments can be made.
  - a. A Special Meeting can only be called by the Commandant.
  - b. A Special Meeting can be conducted in person, on a voice conference call, or a video conference call, or any combination of these.
  - c. All members of the Board of Trustees must be notified at least five (5) days prior to the meeting.

**PURPOSE:** To define quorums.

**CURRENT:**

**SECTION 225 - QUORUM** - The presence of a majority of the Board members shall constitute a quorum for the transaction of Department business.

**CHANGE RATIONALE:**

It is not practical to have the same quorum requirements for Regular Department Meetings, the Department Convention, and any Special Meetings that might be needed between in-person meetings. Expecting to have 40% of the elected Department Officers on the same conference call has proven to be problematic. Therefore, in order to conduct necessary between any Regular Department Meeting or Convention, a different definition of a quorum for Special Meetings is required. The proposed amendment makes these distinctions.

**PROPOSED VERBAIGE:**

**SECTION 225 – QUORUM**

- A. The presence of three (3) members of the Executive Board plus registered, attending delegate members representing 40% of the currently chartered detachments of the Department shall constitute a quorum in order to conduct business at a Regular Department Meeting or the Department Convention.
- B. The presence of all five (5) members of the Executive Board plus a minimum of ten percent (10%) the currently elected Detachment Commandants of the currently chartered detachments of the Department shall constitute a quorum in order to conduct business at a Special Meeting called by the Department Commandant. Only the Detachment Commandants, no other representative, will be counted when determining a quorum.

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**PURPOSE:** To remove Section 135.

**CURRENT:**

**SECTION 135 - QUORUM** - The quorum for the Department Convention shall consist of at least two (2) of the five (5) Department Elected Officer Board of Trustee members and one Delegate from at least 40% of the Department’s active Detachments in attendance.

**CHANGE RATIONALE:**

In order to have only one location for the definition of a quorum in the bylaws, remove this section. Section 225 addresses the quorum issue.

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**PURPOSE:** To remove Section 435.

**CURRENT:**

**SECTION 435 - QUORUM-** The quorum for Department Quarterly meetings shall consist of at least two (2) of the five (5) Department Officer Board of Trustee members and at least one Elected Officer from at least 40% of the Department’s active Detachments in attendance on the meeting floor.

**CHANGE RATIONALE:**

In order to have only one location for the definition of a quorum in the bylaws, remove this section. Section 225 addresses the quorum issue.

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**CURRENT:**


**SECTION 305 - POWERS** - The power and authority of the Department Staff shall be the same as that of the Board of Trustees, except that appointed Staff Officers and Past Department Commandants shall have no vote and shall not be considered in determining a quorum for Board of Trustees meetings.

**CHANGE RATIONALE:**

Remove this section because the powers and authority of the appointed staff officers are defined in Section 310. Stating that they have no vote or are not included when determining the quorum are stated in Sections 225 (above).

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Respectfully Submitted,



Dennis Mathias