

Date: September 3, 2025

To: American Legion Membership in Colorado

From: Reorganization Committee – PNC David Rehbein, Chair

Subject: Status Update

Sixth District Commander Terri Clinton is circulating a resolution approved through that District's Executive Committee. The intent of that resolution is to place restrictions on the consideration of a dues raise for Colorado or for the disposition of the Headquarters building.

Setting aside the dues question, it is obvious that the Sixth District was not provided full information concerning restrictions on the outcome of the Headquarters building. Article XI, Section 4 of the National Constitution of The American Legion states, "*Upon suspension of the charter of any Department of The American Legion, the National Executive Committee is authorized, empowered and directed, by and through its duly authorized agents, to take possession, custody and control of all of the records, property and assets of and belonging to such Department, and to provide for the government and administration of such Department during said suspension*".

Taking possession, custody and control of all of the records, property and assets clearly means that the National Executive Committee is in complete control of the assets, specifically the Headquarters building, that the Legionnaires of Colorado have no authority over that building as long as the charter is suspended.

Furthermore, we have heard reports that a lawsuit might be potentially explored against National in an effort to litigate the Department back into existence. The courts have addressed such arguments before and it has not gone well for the claimant, as these passages from Dept. of Oklahoma v. American Legion (W.D. Okla. 2014) make clear. Please note the similarity in reasons for suspending Oklahoma and Colorado. In the following paragraphs from the judgement in that case Department is characterized as the Plaintiff and National as the Defendant.

*Plaintiffs also argue that the Department is being deprived through Defendant's actions of a right of corporate self-governance and autonomous functioning. This is the crux of Plaintiffs' complaint – that Defendant has overstepped its supervisory role and wrongfully usurped local control of the Department...*

*Here, Plaintiffs have presented insufficient facts or legal authority that would permit a conclusion that irreparable harm is likely to result from Defendant's intervention for the period of time needed to restore order to the Department's business affairs and reinstate its charter. Plaintiffs assume that local control means control by the displaced leaders. However, 23 local posts expressly asked Defendant to take charge of the Department's affairs. Further, the evidence shows that programs of the Department being implemented*

*during the suspension – Boys State and summer baseball – will operate as usual under the control of the same individuals who have historically run those programs. Under the circumstances presented, the Court finds that Plaintiffs have failed to establish a likelihood of irreparable harm without the requested injunction.*

*In this case, the NEC was authorized to suspend the Department's charter for "any good and sufficient cause" after notice and a hearing. See Pls.' Motion, Ex. 3 [Doc. No. 10-3], Nat'l Const., art. XI, § 1. The Department's debts to Defendant and the Department's lack of financial and institutional controls were undisputed after the first notice and hearing. Given the Department's admitted failures of management and lack of institutional controls, Defendant's failure to proceed through the formal steps did not frustrate the essential purpose of the Code of Procedure, which was to determine whether there was a good and sufficient cause for suspension. More importantly, in the Court's view, the doctrine of substantial compliance has limited usefulness in the context of a voluntary association. The Court is not persuaded that Plaintiffs are likely to overcome the general rule of judicial noninterference. Defendant is entitled to construe and enforce its own rules in good faith if it "has not acted unreasonably or arbitrarily." See *Brown ex rel. Brown v. Oklahoma Secondary Sch. Activities Ass'n*, 125 P.2d 1219, 1228 (Okla. 2005). The current record does not suggest, in any compelling way, unreasonable or arbitrary conduct by Defendant.*

In short, this means that the National Organization is in complete control of the Headquarters building and no restrictions are allowed.

Of possible greater concern is District Commander Clinton's statement accompanying the resolution. The final paragraph says "*I don't want to waste anymore time in DEC meetings voting on things we don't have the authority to vote on. And, if I must, every single time a motion is made that we do not have the authority to vote on, I will Object to the Question or call a Point of Order. I owe that to the members in my District who I represent. My focus as a Past Department Commander has always been the best interest of the Department of Colorado, and it should also be the focus of every voting member of this DEC*".

That sentence directly contradicts her request to have the resolution placed on the agenda for the September 20 DEC meeting. The DEC has no control over the building while the Department is under suspension and any attempt to place restrictions is out of order.

What she, and through her, the Sixth District Executive Committee, fail to understand is that the reorganization committee is using the actions taken in the Department Executive Committee meetings to provide consensus for future directions of the Department once the charter is restored. The reorganization committee can and if necessary, will make decisions without input from the acting leadership in Colorado if that is denied through her actions but would much prefer to receive that input.

Please note that two Departments have had their charters suspended recently, Washington and Colorado. Washington's acting leadership bought into the process of discussion and consensus building and have had their charter fully restored while Colorado still struggles.

At the recent National convention, Washington Legionnaires attended as full voting delegates while Colorado Legionnaires attended only as guests.

So, what we have now is a choice in Colorado. Do the Legionnaires of Colorado want to work on a process of discussion and consensus building or do they want to struggle through a process of demands, threats and intimidation? Does Colorado want to return to 2022 and 2023 when DEC meetings got so bogged down that nothing was accomplished and no records were kept. It is Colorado's choice, but I can tell you that the Legionnaires of Washington are happy with their choice.

Please focus for a moment on District Commander Clinton's last sentence that her focus ... has always been the best interest of the Department of Colorado. She was a member of the Department leadership when the charges that led to the suspension were filed. She represented Colorado at the trial based on those charges. I urge anyone interested to request the transcript of the special National Executive Committee meeting when the trial was held. You can easily see the quality of the defense she presented in her remarks.

We are approaching the day when the NEC will vote whether to restore Colorado's charter. This is no time to be throwing up roadblocks. Follow Washington's lead and let's come to consensus through discussion rather than slow down to meet demands and threats.