

**BY-LAW RESTATEMENT**

**IRA E. LADY**

**AMERICAN LEGION POST 262**

**DATE: , 2025**

**LOCATION: 142 Fourth Street, Biglerville, PA 17307**

The following individuals were present establishing a quorum for the Board of Directors of the IRA E. Lady American legion post 262, for the purpose of restating these By-laws. This change is necessary to conform with the standardized By-laws of the American Legion, Department of Pennsylvania.

**NAME\_\_\_\_\_POST COMMANDER**

**NAME\_\_\_\_\_POST ADJUTANT**

**NAME\_\_\_\_\_FIRST VICE-COMMANDER**

**NAME\_\_\_\_\_SECOND VICE-COMMANDER**

**NAME\_\_\_\_\_POST FINANCE OFFICER**

**NAME\_\_\_\_\_IMMEDIATE PAST COMMANDER**

**NAME\_\_\_\_\_TRUSTEE**

**NAME\_\_\_\_\_TRUSTEE**

**ARTICLE II-PURPOSE**

**The current section reads as follows:**

**Section 1.** The corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which non-profit corporations may be incorporated under the Act of November 15<sup>th</sup>, 1972 P.L. 1063, as amended, under the provisions of which the corporation is incorporated.

**The new section shall read as follows:**

**Section 1.** For God and Country, the members of this Post associate themselves to uphold and defend the Constitution of the United States of America and of the Commonwealth of Pennsylvania; to maintain law and order; to foster and perpetuate a one hundred (100%) percent Americanism; to preserve the memories and incidents of our Associations in the all wars; to inculcate a sense of individual obligation to the community, state and nation; to combat the autocracy of both the classes and the masses; to make right the master of might;

to promote peace and good will on earth; to safeguard and transmit to posterity the principles of justice, freedom and democracy; to consecrate and sanctify our comradeship by our devotion to mutual helpfulness.

**Section 2.** The corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which non-profit corporations may be incorporated under the Act of November 15<sup>th</sup>, 1972 P.L. 1063, as amended, under the provisions of which the corporation is incorporated.

**Section 3.** The corporation shall undertake acts as it deems necessary to operate the Ira E. Lady American Legion Post 262, Department of Pennsylvania.

#### **ARTICLE IV**

##### **SEALS**

**The current section reads as follows:**

**Section 1.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

**This section has been replaced and is now retitled:**

##### **MEMBERS**

**The new section shall read as follows:**

**Section 1.** Any individual not a member of another Post and meeting the eligibility requirements of the Department and The American Legion may be a member of this Post.

**Section 2.** Any individual who desires to become a member of this Post shall submit an Application of Membership provided by the Post and shall attach thereto a copy of the individual's DD 214. The Post Adjutant will determine the authenticity of the DD 214.

**Section 3.** Each Application of Membership shall be reviewed by the Membership Committee and said committee shall report on each Application of Membership at the next regularly scheduled Post meeting following review of the same, whereupon the membership of the Post shall vote thereon.

**Section 4.** At such meeting, the application will be accepted, rejected or referred for further investigation and consideration. If a majority of the members cast their vote against the acceptance of said application, then such application shall be recorded as rejected.

**Section 5.** Any member of this Post may be suspended for thirty-one (31) days or more or expelled for cause after charges are preferred and a fair trial had upon the same pursuant to the Department's Rules of Procedure in Discipline of Members. Lesser

discipline may be imposed upon two-thirds (2/3) vote of the Executive Board after charges have been preferred under oath in writing and a fair hearing held thereon. The Executive Board by two-thirds (2/3) vote may temporarily suspend any member pending decision on charges filed against him.

**Section 6.** A member who has been expelled or suspended from this Post for any cause may be reinstated to membership by a two-thirds (2/3) vote of the membership present in Post Meeting, and the payment of current dues for the year in which the reinstatement occurs.

**Section 7.** No person who has been expelled by a Post shall be admitted to membership in this Post, without the consent of the expelling Post, except that where such consent has been asked for and denied by such Post, the applicant may appeal to the Department Executive Board for permission to apply for membership in this Post, and shall be ineligible for membership until such permission is granted.

## **ARTICLE V MEMBERS**

**This section has been replaced and is now retitled:  
Executive- Board**

**The current section reads as follows:** The corporation shall have one (1) class of voting members known as the "General Membership," defined as: Any individual who is a member of this post in good standing and meeting the eligibility requirements of the Department of Pennsylvania, Inc. and the American Legion. The corporation may have other classes of non-voting members including, but not limited to, Sons of the American Legion, American Legion Auxiliary, and Social Members.

**Section 2.** Regular meetings of the Post Membership shall occur at least once a month at such times and places as the Board shall designate. Generally, meeting of the Post Membership shall take place on the third Monday of the month, subject to change at the direction of the Post Commander. A minimum of ten (10) members, including members of the Executive Board, shall constitute a quorum.

**The new section shall read as follows:**

**Section 1.** The management of this Post is entrusted to the Executive Board.

**Section 2.** The members of the Executive Board shall be the Immediate Past Commander, Post Commander, who shall be Chairman thereof, two (2) Post Vice Commanders, Post Adjutant, Post Finance Officer and two Trustees.

**Section 3.** Regular meeting of the Post Executive Board shall occur at least once a month at such times and places as the board shall designate. Generally, meetings of the Post

Executive Board take place on the second Monday of the month, subject to change at the direction of the Post Commander.

**Section 4.** Special meetings of the Executive Board may be called by the Post Commander or upon the written request of three (3) or more members thereof. A special meeting of the Executive Board, called at the request of three

(3) or more members thereof, shall be scheduled by the Adjutant within ten (10) days after receipt of the written request therefore. Notice of the calling of a special meeting of the Executive Board shall be given by the Post Adjutant in writing or e-mail to each member thereof at least five (5) days prior to the date for said scheduled special meeting. Said notice shall set forth the day, time, location and purpose of the meeting. No business other than that specifically set forth in the notice thereof may be conducted at any special meeting. Each member of the Executive Board is responsible for providing the Adjutant with his current address or email address. Notice to the address or e-mail address last provided the Adjutant will be effective notice.

**Section 5.** A majority of the members of the Executive Board shall constitute a quorum for the transaction of business. Except as may be required by the Constitution and By-Laws of The American Legion, the Department of Pennsylvania or this Post, all action of the Executive Board shall be by majority vote of those present and eligible to vote thereon.

**Section 6.** Any vacancy among members of the Executive Board occurring prior to April 1 shall be filled by vote of the members at the next regularly scheduled Post meeting

## **ARTICLE VI**

### **DIRECTORS**

**This section has been replaced and is now retitled**

### **OFFICERS.**

**The current section reads as follows:**

**Section 1.** The business and affairs of this corporation shall be managed by its Post Executive Board. The number of directors shall not exceed eight (8).

**Section 2.** In addition to the powers and authorities these by-laws expressly conferred upon them, the Post Executive Board shall have the maximum power and authority now and here after provided or permitted under the laws of the Commonwealth of Pennsylvania to Directors of Pennsylvania non-profit corporations acting as a Board.

**Section 3.** The annual meeting of the Post Executive Board shall be held annually during the calendar year at such time and place as the Post Executive Board shall designate in the notice of the meeting. Generally, the annual meeting of the Post Executive Board takes place on, or such other time as the post Executive Board deems fit.

**Section 4.** Regular meeting of the Post Executive Board shall occur at least once a month at such times and places as the board shall designate. Generally, meetings of the Post Executive Board take place on the second Monday of the month, subject to change at the direction of the Post Commander.

**Section 5.** Special, or emergency meeting of the Post Executive Board may be called by the Commander at such times as the Commander shall deem necessary.

**Section 6.** Written or personal notice of every meeting of the Post Executive Board shall be given to each Director at least five (5) days prior to the day named for the meeting. At the discretion of the Commander, emergency meetings may be called within 24 hours.

be signed by at least a majority of all directors in office and shall be filed with the Secretary of the Corporation.

**Section 7.** A quorum for the transaction of business shall consist of Five (5) acting members of the Post Executive Board. The acts of a majority of directors present and eligible to vote at a meeting shall be the acts of the Post Executive Board. Any action that may be taken at a meeting of the Directors may be taken without a meeting, if the consent or consents in writing setting for the action so taken shall be signed by at least a majority of all directors in office, and shall be filed with the Secretary of the Corporation.

**Section 8.** Except where inconsistent with law or these by-laws, corporate proceedings shall be governed by the latest edition of Robert's Rules of Order.

**Section 9.** The Post Executive Board may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the corporation and members to report back to the board on the matters(s) within the committee's jurisdiction.

**Section 10.** One or more persons may participate in a meeting of the Board by means of a conference telephone call or similar equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at said meeting.

**Section 11.** Any Director or officer of the corporation is authorized to receive reasonable compensation from the corporation for services rendered and for the actual expenses incurred when authorized by the Post Executive Board or its designee. No director of the Corporation shall receive compensation merely for acting as a director. The corporation shall pay the annual dues of standing board members and the Sergeant at Arms.

**Section 12.** Rules of operation-Rules of Operation shall exist for the management of the organization and shall be amended from time to time as needed with a majority vote of the Post Executive Board.

**Section 13.** Directors shall have the right and responsibility to collect dues from all members on an annual basis at the rate established by the American Legion.

**The new section shall read as follows:**

**Section 1.** The officers of the Post shall be as follows:

- a. Post Commander;
- b. First and Second Post Vice Commanders;
- c. Post Adjutant;
- d. Post Finance Officer;
- e. Post Historian;
- f. Post Chaplain;
- g. Post Judge Advocate/Post Parliamentarian;
- h. Post Service Officer;
- i. Up to three (3) Sergeants at Arms;
- j. Such other officers as the membership shall determine.

**Section 2.** Election of Post Officers. The Post Commander, Post Vice Commanders, and Post Finance Officer, Post Adjutant, Post Chaplain, Post Judge Advocate, Post Historian, Post Service Officer, Post Parliamentarian, Sergeants-at Arms and such other officers as the membership of the Post shall have determined, shall be elected as determined by majority vote of the members of the Post.

Post officers shall assume the responsibility of their elected office on August 1 and shall be installed at the first available meeting following the adjournment of the Department Convention.

**Section 3.** Each elected officer of the Post shall serve for one (1) year and until his successor is elected and assumes his duties. All officers appointed by the Post Commander shall serve until the expiration of the term of the Post Commander or at such earlier date as the Commander with the concurrence of the Executive Board shall determine.

**Section 4.** Post Commander.

- a. The Post Commander shall be the Chief Executive of the Post. He shall see that the provisions of the National, Department and Post Constitution and By-Laws and all rules, regulations and policies established thereunder are observed. In cooperation with the Executive Board of the Post, he shall be

responsible for the enforcement of discipline and the maintenance of good conduct on the part of the members. He shall be the presiding officer at Post meetings and gatherings at which he shall be present. He shall represent the Post in its relations with federal, state and other governmental bodies, other Legion organizations and the public at large. He shall have authority to designate a Post Vice Commander to represent him at ceremonies and meetings, and in the event of the inability of any of the Post Vice Commanders to accept such assignment, he may appoint another representative.

**Section 5. Post Vice Commanders.**

- a. The First Post Vice Commander shall be a member of the Executive Board and shall carry out the duties of the Post Commander in the event of his death, disability or other inability to so act. The Second Vice Commander shall assume the duties of the First Vice Commander in the event of his death, disability, assumption of the position of Commander or other inability to so act. Both Vice Commanders shall carry out such other duties as shall be assigned to them by the Commander or the Executive Board.

**Section 6. Post Adjutant.**

- a. The Post Adjutant shall conduct the correspondence and keep the files and records of the Post, including the names and addresses of the officers, delegates and members thereof.
- b. The Post Adjutant shall be responsible for the conduct of the administrative actions of the Post subject to the directions of the Post Commander and the Executive Board.
- c. He shall be responsible for providing notice of all special meetings of the Post and Executive Board, as well as all other required notices.
- d. The Post Adjutant shall act as the Secretary of the Executive Board.
- e. He shall assist the Post Finance Officer in the preparation of an annual budget for the expenses of the Post. The budget shall specify each item of expense specifically as to character and amount. The recommended budget shall be submitted to the Finance Committee for examination, alteration and presentation to the Executive Board.

**Section 7. Post Finance Officer.**

a. Under the direction of the Post Commander, the Post Finance Officer shall be charged with the collection and custody of the funds of the Post, shall keep the accounts of the Post and shall report thereon at each regular meeting of the Post and Executive Board. He shall make such other reports to the Post, Post Commander and Executive Board as they may direct.

b. He shall give bond with sufficient security at the expense of the Post and subject to the approval of the Post Executive Board for the faithful performance of his duties.

c. All funds of the Post shall be deposited by the Post Finance Officer in the name of the Post, in a depository bank approved by the Executive Board. All such funds shall be so deposited within one (1) business day of receipt.

d. Funds of the Post shall be disbursed by the Post Finance Officer upon the authority of the Executive Board pursuant to a regular voucher showing the character and amount of expenditures. Funds disbursed on behalf of the Post and in excess of \$500.00, shall be by check signed by two (2) Post officers duly authorized by vote of the Executive Board to do so. The Finance Officer shall promptly see to the execution of appropriate signature cards after designation of the officers authorized to execute Post checks.

e. It shall be the Post Finance Officer's duty to make certain that the books of the Post are audited annually in August of each year for fiscal year filers and January of each year for calendar year filers.

#### **Section 8. Post Historian.**

- a. The Post Historian shall be responsible for the compiling and maintenance of a historical record of the Post. He shall have the authority to request from the officers of the Post, members of the Executive Board and Committee Chairpersons such information as may be necessary for the performance of his duties and he shall prepare and submit annually to the Post Executive Board at its June meeting, a report covering the activities and interests of the Post throughout the previous year, accompanied by such suggestions relating to the preservation of the historical records of the Post, as he shall deem appropriate.

#### **Section 9. Post Chaplain.**

- a. The Post Chaplain shall invoke the blessings and assistance of the Almighty at the opening and closing of Post meetings and shall perform such other duties, ordinarily incident to the Office of Chaplain, as shall be assigned to him by the Post Commander.

**Section 10. Post Judge Advocate.**

- a. The Post Judge Advocate shall advise the Post Officers and Executive Board on all legal matters, including the construction and interpretation of the National, Department and Post Constitution and By-Laws, and shall perform such other duties as are usually incident to the office.

**Section 11. Service Officer.**

- a. The Post Service Officer shall perform such duties as are normally and usually incident to his office, carrying out such activities as directed by the Post Commander and Executive Board.

**Section 12. Sergeants at Arms.**

- a. The Sergeants at Arms shall maintain order and discipline at all meetings and Post functions and are responsible for the enforcement of and adherence to all Post rules and regulations. They shall serve on any Election Committee as security for the balloting on the Post's Election Day. They shall see to the preparation of the meeting room/hall for all meetings and functions of the Post and shall carry out such other duties as may be assigned to them by the Post Commander and Executive Board.

**Section 13. Parliamentary.**

- a. The Post Parliamentary shall, when called upon, advise on questions of parliamentary procedure.

**ARTICLE VII – OFFICERS**

**This section has been replaced and is now retitled:**

**STANDING COMMITTEES**

**The current section reads as follows:**

1. The executive officers of the corporation shall be natural persons of full legal age, and fulfill the following positions:
  - A. Immediate Past Commander- The immediate Past commander shall act as an advisor to the Post Executive Board. The immediate Past commander shall be a voting member of the Post Executive Board.
  - B. Post Commander- The Post Commander shall preside at all meetings of the Post and have general supervision over the business and affairs of the Post. The Post Commander shall be the Chief Executive officer of the Post. It will be the responsibility of the Post Commander to make an annual report, and recommendations for the ensuing year, which shall be read at the annual meeting.

Upon assuming office, the Post Commander shall appoint a Post Adjutant to serve during the duration of his term. He/she shall also appoint a Service Officer and Judge Advocate to serve during the duration of his term. The Post Commander shall appoint such committees as he/she sees fit for the operation of the organization. The Commander shall preside at meetings of the Post Executive Board. The commander is a non-voting member of the Post Executive Board unless in the event of a tied vote among the voting board members.

- C. First Vice- The 1<sup>st</sup> Vice-Commander shall assume and discharge the duties of the Post Commander in the absence or disability of the Commander, or when called upon by the Post Commander. He/she shall be the chairman of the Post Membership committee, and will serve as a member of the Post Executive Board.
- D. Second Vice- the 2<sup>nd</sup> Vice Commander shall assume and discharge the duties of the Post Commander when called upon by the Post Commander or the 1st Vice-Commander. He/she shall be the Chairman of the Post Activities Committee, and have charge of the social affairs of the Post. He/she shall serve as a member of the Post Executive Board.
- E. Finance Officer- the Finance Officer shall have charge of all finances of the Post and see that all funds are safely deposited in some local bank or banks. He/she shall report monthly to the Post Executive Board as to the condition of the finances of the Post. He/she shall furnish such surety bond in such sum as shall be fixed by the Post Executive Board at the expense of the Post. He/she shall serve as a member of the Post Executive Board.
- F. Post Adjutant-The Post Adjutant shall have charge of, and keep a full and correct record of all proceedings at all post meetings. He/she shall also keep such records as the Department and National Organization require, render such records and report of membership annually, or when called upon at a meeting and handle all correspondence of the Post. He/she shall serve as a non-voting member of the Post Executive Board.
- G. Trustees - (two: each elected to a one-year term)-The Trustees act as advisors to the Post Commander, serve on the Resolutions Committee and Donation/Gift Committee, and undertake any other duties requested by the Post Executive Board.

**Section 2.** Election of Officers-The election of Post Officers is to be held at the place of business on the Saturday prior to the monthly Post Executive Board meeting in June. Officers are to assume the responsibility of their office on August 1<sup>st</sup>, and be installed at the first available meeting following the adjournment of the Department Convention.

**Section 3.** All officers will be elected to a one (1) year term. All officers may serve unlimited terms upon election, with the exception of the Commander who can only serve consecutive terms for a total of two (2) years.

**Section 4.** Nominations are statements of preference and do not control the election. Any member, eligible to vote, may vote for whomever he/she pleases.

**Section 5.** Voting by Absentee/Proxy- Absentee voting applies only to regular members currently serving on active duty in the armed forces or to members who are hospitalized/homebound for medical reasons. A regular member eligible to vote at any meeting of the regular membership may request, in writing, an absentee ballot if his/her military duty/medical condition prevents him/her from voting in person. Absentee ballots must be mailed to, and received by, the Post Home prior to the election. Proxy voting is not authorized.

**Section 6.** Officer's Absences- Roll call shall be taken at all regular meetings of the Executive Board by the Post Adjutant. If any officer is absent from more than three (3) meeting without just cause, he shall be brought before the Executive Board for further action.

**The new section shall read as follows:**

**Section 1.** There shall exist the following standing committees, the members and Chairperson of which, except as provided for hereinafter, shall be appointed by the Post Commander subject to the concurrence of the Executive Board:

**a. House Committee.**

The House Committee shall promulgate rules and regulations for the conduct of members and the carrying out of Post activities. The committee shall assure that all such rules and regulations are in conformity with the National and Department Constitution and By-Laws and shall submit the same to the Executive Board for adoption, modification or rejection thereof. All rules and regulations so adopted shall be duly posted at Post quarters and shall take effect as of the first of the month following their adoption. The House Committee shall consist of at least three (3) members.

**b. Membership Committee.**

The Membership Committee shall review all Applications for Membership in the Post and report thereon to the members thereof and shall include in said report a recommendation regarding each such application. The committee shall consist of at least Three (3) members.

**c. Program Committee.**

The Program Committee shall be responsible for coordinating and carrying into effect the Public Service Programs adopted by the Department, as well as such other Public Service Programs as the Post may elect.

The committee shall consist of such number of members as the Post Commander shall deem necessary for it to carry out its activities but in no event less than three (3) members.

**d. Service Committee.**

The Post Service Committee shall consist of at least three (3) members including the Post Service Officer, who shall be the Chairman thereof. The Service Committee shall be charged with carrying into effect those programs of the National Organization and the Department and such programs as shall be adopted locally by the Post, intended to provide support and assistance to families of members on active duty with the Armed Forces of the United States, veterans and members of the Post. The Committee shall be responsible for assuring the Post representation at the wake of any member and carrying out funeral services upon the death of any Post member.

**Section 2.** Each standing committee shall provide a report of its activities during the preceding month at each regular Post meeting.

**Section 3.** The Chairperson of each committee may appoint such sub-committees, as he deems necessary and appropriate appointing the chairperson thereof

**Section 4.** The Executive Board may establish such other committees, as it deems necessary and appropriate. In such event, the Executive Board shall designate the number of members thereof and shall also provide to each such additional committee a mandate specifying the duties and objectives thereof. Members and the Chairperson shall be appointed by the Post Commander subject to the concurrence of the Executive Board.

## **Article VIII-VACANCIES**

**This section has been replaced and is now retitled Nomination and Election of Post Officers and Executive Board Members**

**The current section reads as follows:**

**Section 1.** If the office of any officer or agent, one or more, becomes vacant for any reason, the Executive Board may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

**The new section shall read as follows:**

### **NOMINATION AND ELECTION OF POST OFFICERS AND EXECUTIVE BOARDMEN**

**Section 1.** A Nominating Committee shall consist of the immediate past Commander, who shall serve as the Chairman thereof, the Chairman of the Membership Committee and the Second Vice Commander. In the event the immediate past Commander is

deceased, disabled or otherwise unable to so act, the Adjutant shall serve in lieu thereof and the Chairman of the Membership Committee shall act as the Chairman of the Nominating Committee.

**Section 2.** The Nominating Committee shall, at the regularly scheduled Membership Meeting in May, present a list of not less than one (1) qualified nominee for each elected position. At the regular membership meeting in May, the Commander shall read the Nominating Committee's list of candidates and receive additional nominations from the floor. Subject to confirmation that all nominations made from the floor are qualified, those candidates set forth on the Nominating Committee list and those nominated from the floor at the May meeting shall be the candidates for the positions for which they were nominated except where only a single candidate is nominated for whom the Adjutant may cast a single unanimous vote. The names of the candidates for each elected position shall be printed on a ballot for vote at the June meeting of the Post. No nominee's name may be placed on a ballot without first having secured his willingness to accept the position if elected thereto. Newly elected officers for the office of Post Commander, Vice Commander, Post Finance Officer, Adjutant or at large Executive Boardman will **attend Legion College or Legion College extension within 12 months of the election.**

**Section 3.** The election shall be held during the regularly scheduled Post meeting in June. Absentee Ballots will be provided to the following members upon written request thereby: hospitalized and homebound members, members on active duty in the regular military and Reservists and National Guardsmen on active duty. Absentee Ballots must be received at the Post not later than 5:00 P.M. on the date of the election. The Post Judge Advocate shall distribute and collect Absentee Ballots and shall secure them until the date of the election, whereupon they will be turned over to be counted. The Commander shall appoint three (3) members in good standing to collect and count the ballots on Election Day. If possible, none of these individuals may be candidates for any position on the ballot.

## **ARTICLE IX**

### **BOOKS AND RECORDS**

**This section has been replaced and is now retitled:**

### **MEETINGS**

The current section reads as follows:

**Section 1.** The corporation shall keep an original or duplicate record of the proceedings of the Directors, the original or a copy of its by-laws, including all amendments thereto date, certified by the Secretary of the corporation, and an original or a duplicate Board register, giving the names of the Directors, and showing their respective addresses. The corporation shall also keep appropriate, complete and accurate, books or records of account that shall be reviewed on an

annual basis. The records provided for herein shall be kept at the registered office of the corporation in this Commonwealth.

The new sections shall read as follows:

**Section 1.** Regular monthly meetings of the Post shall be held on the third Monday of the month, at 7 o'clock P.M. at the facilities of the Post, or at such other location as the Executive Board shall designate, provided written notice of any location other than the facilities of the Post is supplied to each member of the Post at least ten (10) days in advance of the date therefore. No other Notice shall be required.

**Section 2.** All meetings of the Post shall be conducted under and pursuant to the latest edition of Roberts Rules of Order.

**Section 3.** A minimum of seven (7) members in good standing, including members of the Executive Board, shall constitute a quorum for the transaction of business at any regular or special meeting of the Post.

#### **ARTICLE X FISCAL AND ANNUAL REPORT**

**This section has been replaced and is now retitled:**

#### **DUES**

The current section reads as follows:

**Section 1.** The Fiscal year of the Corporation shall begin on August 1st and end on July 31<sup>st</sup>.

**The new sections shall read as follows:**

**Section 1.** The Executive Board shall annually, as soon after the close of the preceding calendar year as is possible, review the financial situation of the Post. The Executive Board shall periodically submit a recommendation regarding the amount of dues for future calendar years, which shall be voted on by the membership. Dues are due October 20<sup>th</sup> of each year for the succeeding year.

**Section 2.** A member whose dues for the current year have not been paid by January first shall be classed as delinquent. If his dues are paid on or before February first, his delinquency shall terminate. If he is still delinquent after February first, he shall be suspended from all privileges. If he is still under such suspension on June thirtieth of such year, his membership in The American Legion shall be forfeited. A member so suspended or whose membership has been so forfeited may be reinstated to active membership in good standing by vote of the Post and payment of current dues for the year in which the reinstatement occurs. Provided, however, that the Post, may waive the provisions hereof, upon payment of dues for the year in which reinstatement occurs,

with reference to former members whose failure to pay dues occurred while on active military service.

## **ARTICLE XI AMENDMENTS**

**This section has been replaced and is now retitled:**

### **Miscellaneous Provisions**

**The current section reads as follows:**

**Section 1.** The Executive Board may alter, amend, suspend or repeal these by-laws at any regular or special meeting called for that purpose, except as restricted by the Pennsylvania Non-Profit Corporation Law of 1972 as amended.

The new section shall read as follows:

**Section 1.** Books and Records. The Post shall keep an original or duplicate record of the proceedings of the meetings of the members and the Executive Board; the original or a copy of its Charter, Constitution and By-Laws, including all amendments thereto to date certified by the Adjutant of the Post; and an original or a duplicate Membership Register, giving the names of the members and showing their respective addresses and other details of the membership of each. The Post shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at the Post.

Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during usual hours during which the Post is open, for any proper purpose, the Membership Register, books and records of account and records of the proceedings of the members and Executive Board and to make copies or extracts therefrom at the member's cost. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member in the Post. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, demand under oath shall be accompanied by a Power of Attorney or such other writing, which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath should be directed to the Post Adjutant at the regular office of the Post.

**Section 2.** Real Estate. The Post shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the members eligible to vote thereon at any regular or special meeting, provided notice of the same has been forwarded to each member at least ten (10) days in advance of said meeting.

**Section 3.** Notices. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by First Class Mail, Postage Pre-Paid, to his address appearing on the books of the Post. If the

notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting of which such adjournment is taken. It is the responsibility of the member to assure that his address is current in the records of the Post.

Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, National or Department Constitution or By-Laws, neither the business to be transacted at, nor the purpose of a meeting, need be specified in the Waiver of Notice of such meeting. In case of a special meeting of members, such Waiver of Notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a Waiver of Notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**Section 4.** Teleconference. One or more persons may participate in a meeting of the Executive Board of the Post by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in the meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 5.** Fiscal/Calendar Year. The Post shall elect either a fiscal year beginning on the first day of August or a calendar year beginning on the first day of January.

**Section 6.** Indemnification. The Post shall indemnify each of its Executive Boardmen, officers, and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all verdicts, judgments and decrees and against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was an Executive Board Member, officer or employee of the Post. The individual shall have no right to indemnification, however, in relation to matters as to which he was derelict in the performance of his or her duty as Executive Boardman, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled.

**Section 7.** Distribution of Assets on Dissolution. Upon dissolution or abandonment of this Post, none of its assets may be distributed to any private member or individual, but such assets shall be transferred to The American Legion, Department of Pennsylvania, Inc., or if it should not be a qualified tax-exempt entity to receive the same, then to the American Legion.

a. If the Post owns Real Estate, then the Department of Pennsylvania American Legion shall become the Post's attorney-in-fact and agent with full authority to sell, retain, improve, convey, lease, mortgage or transfer the Real Estate as it sees fit.

**Section 8.** Insurance for the purposes of the indemnification referenced in Section 6 above, as well as all assets owned or leased by the Post, a policy of insurance shall be acquired and continually maintained for all such indemnification and on such assets, with the Department named on the policy as a secondary insured.

## **ARTICLE XII**

### **LIMITED LIABILITY OF DIRECTORS**

**This section has been replaced and is now retitled:**

**Home Association.**

**The current section reads as follows:**

Section 1. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the directors has breached or failed to perform the duties of his or her office under section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance); And the breach of failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or the liability of a director for the payment of taxes pursuant to local, State or Federal Law. Each director will receive a copy of the declarations page of the Directors & Officers insurance policy.

**The new section reads as follows:**

**Section 1.** The Post may authorize the formation or continuation of a Home Association in conformity herewith.

**Section 2.** Any Home Association formed or continued pursuant to such authorization by the Post shall be a separate non-stock Domestic Non-Profit Corporation. If not previously so incorporated, it will be organized pursuant to the Pennsylvania Non-Profit Corporation Law of 1988, as the same may be amended or substituted for. In no circumstance shall the Home Association or the Post be considered the agent, servant,

workman, representative or employee of the other. Each shall manage its business and affairs and neither shall be obligated for the bills, debts or obligations of the other and no Post may act as a surety or guarantor for a Home Association. No Home Association may utilize the symbol of or the designation "American Legion" without the prior written consent of the American Legion.

**Section 3.** Any Home Association may have different classes of members. However, only those members who are Legionnaires in good standing of this Post may have voting rights or hold a position as Director, Executive Board Member, or another officer therein.

**Section 4.** Every Legionnaire in good standing of this Post shall be a voting member in good standing of any Home Association and every Application for Membership in this Post shall also be an application for membership as a voting member in said Home Association. Any individual eligible for membership in this Post may not apply for membership in the Home Association other than membership in conjunction with membership in this Post.

**Section 5.** The Home Association shall adopt By-Laws, not in derogation hereof, for the governance of the Home Association. The voting members of the Home Association will be all Post American Legion members in good standing and they are eligible to attend and vote at the monthly Home Association meeting.

The Home Association Board must meet at least monthly, separate from the Post meeting, and report monthly to the Home Association membership at the Home Association membership scheduled meeting for the purpose of approving or disapproving Home Association Board decisions and any other business that may come before it.

**Section 6.** The Home Association may not acquire or own real estate or fixtures attached thereto. The principal office and all regular activities of any such Home Association shall be conducted at the facilities of the Post which shall be owned or leased by the Post and leased or subleased by it to the Home Association on such terms as the Post and Home Association shall agree. If the Home Association owns Real Estate, it must be immediately transferred to the Post by special warranty deed. Meetings of the Home Association shall occur on the third Monday of the month, immediately following but separate from the regular meeting.

**Section 7.** No part of the net earnings of any Home Association may benefit any private member or individual. The Home Association may not engage in political activities in support of any party or candidate.

**Section 8.** The existence of the Home Association shall be perpetual subject to the right of this Post to terminate its authorization thereof. In such event, or in the event of the dissolution of this Post or the loss of its Charter from The American Legion, the affairs of the Home Association shall be wound up and the Corporation dissolved.

**Section 9.** Upon dissolution of the Home Association, none of its assets may be distributed to any private member, [or] individual, or for-profit entity, but such assets shall be transferred to this Post if a qualified tax exempt entity to receive them, and if not, then to The American Legion, Department of Pennsylvania, Inc. or if it should not be a qualified tax exempt entity to receive the same, then to The American Legion.

a. In the event that a Home Association is dissolved, discontinued, cancelled or otherwise ceases to exist and is the owner of an affiliated Post's real estate (including building, lot, outbuildings, underground rights, etc.), then the affiliated Post shall become the attorney-in-fact for the Home Association for purposes of the real estate with full and valid authority to dispose (sell, convey, retain improve etc.) of the real property as it sees fit.

b. If the Home Association owns the affiliated Post's Real Estate, then that Post shall become the Home Association's attorney-in-fact and agent with full authority to sell, retain, improve, convey, lease, mortgage or transfer the Real Estate as it sees fit (including transfer to Department). In the event that the Post no longer exists as well, then the Department of Pennsylvania American Legion shall become the Post's attorney in-fact and agent with full authority to see, retain, improve, convey, lease, mortgage or transfer the Real Estate as it sees fit.

c. In the event of a Post's suspension, all that Post's activities, Home Association activities and/or any related organizations 'activities, shall cease immediately except as the Department shall otherwise direct.

### Article XIII HEADINGS

**This section has been replaced and is now retitled:**

Amendments.

The current section reads as follows:

**SECTION 1.** In interpreting these by-laws, the headings of articles shall not be controlling.

The new section reads as follows:

**Section 1.** The Executive Board may alter, amend, suspend or repeal these by-laws at any regular or special meeting called for that purpose, by a vote of members entitled to cast at least two thirds (2/3) of the votes which all members present are entitled to cast thereon, after at least twenty (20) days written notice to the members including a copy of every proposed By-Law amendment, except as restricted by the Pennsylvania Non-Profit Corporation Law of 1972 as amended.

#### **Article IV**

### **LIMITED LIABILITY OF DIRECTORS**

#### **LIMITED LIABILITY OF DIRECTORS**

Section 1. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the directors has breached or failed to perform the duties of his or her office under section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance); And the breach of failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or the liability of a director for the payment of taxes pursuant to local, State or Federal Law. Each director will receive a copy of the declarations page of the Directors & Officers insurance policy.

#### **Article XV**

### **Headings**

**SECTION 1.** In interpreting these by-laws, the headings of articles shall not be controlling.

Motion to accept the new language \_\_\_\_\_

Second by \_\_\_\_\_

Vote Yes \_\_\_\_\_ The motion was: Carried \_\_\_\_

Vote No \_\_\_\_\_ The motion was: Defeated \_\_\_\_