

BY-LAWS OF  
**American Legion Nittany Post**

Post No. **245**

The American Legion, Department of Pennsylvania, Inc.

**ARTICLE I – NAME**

Section 1. The name of this Post shall be the Nittany Post No. 245,  
The American Legion, Department of Pennsylvania, Inc.

**ARTICLE II – PURPOSE**

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 great 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.

**ARTICLE III – MEMBERS**

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 DD214, duly notarized as a true and correct copy of the original.

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 Committee after charges have been preferred under oath in writing and a fair hearing held thereon. The Executive Committee 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 Committee for permission to apply for membership in this Post, and shall be ineligible for membership until such permission is granted.

#### ARTICLE IV – EXECUTIVE COMMITTEE

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

Section 2. The members of the Executive Committee shall be the Post Commander, who shall be Chairman thereof, two (2) Post Vice Commanders, Post Adjutant, Post Finance Officer and an even number of members at large of which there shall be at least four (4).

Section 3. The at large members of the Executive Committee shall serve for a term of two (2) years. Initially, half of the at large positions will be filled by that number of candidates receiving the most votes and they shall serve for two (2) years. The remaining positions will be filled by that number of candidates receiving the next highest number of votes who shall serve for one (1) year only. Thereafter, an election shall be held annually to elect half of the members.

Section 4. An initial organizational meeting of the Executive Committee shall be held immediately after the Post meeting at which newly elected officers are installed. Thereafter, the Executive Committee shall meet monthly, immediately prior to the regular monthly meeting of the Post. Special meetings of the Executive Committee 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 Committee called at the request

of three (3) or more members thereof, shall be scheduled by the Post Adjutant within ten (10) days after receipt of the written request therefore.

Notice of the calling of a special meeting of the Executive Committee 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 Committee is responsible for providing the Adjutant with his current address or e-mail 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 Committee 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 Committee shall be by majority vote of those present and eligible to vote thereon.

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

## ARTICLE V – OFFICERS

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;
- h. Post Service Officer;
- i. Post Parliamentarian;
- j. Up to three (3) Sergeants at Arms;
- k. Such other officers as the membership shall determine.

Section 2. Election/Appointment of Post Officers. The Post Commander, Post Vice Commanders and Post Finance Officers shall be elected by a majority of the members present and eligible to vote thereon. The 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 either be appointed by the Post Commander with the concurrence of the Executive Committee or 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 Committee 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 Committee 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 Committee and shall carryout 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 Committee.

## 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 Committee.
- c. He shall be responsible for providing notice of all special meetings of the Post and Executive Committee, as well as all other required notices.
- d. The Post Adjutant shall act as the Secretary of the Executive Committee.
- 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 Committee.

## 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 Committee. He shall make such other reports to the Post, Post Commander and Executive Committee 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 Committee 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 Committee. 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 Committee pursuant to a regular voucher showing the character and amount of expenditures. Funds disbursed on behalf of the Post and in excess of \$10.00, shall be by check signed by two (2) Post officers duly

authorized by vote of the Executive Committee 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 January of each year.

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 Committee 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 Committee 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 Committee 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 Committee.

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 Committee.

Section 13. Parliamentarian.

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

ARTICLE VI – POST STANDING COMMITTEES.

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 Committee:

- 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 Committee 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 five (5) 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 five (5) 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 five (5) members.

d. Service Committee.

The Post Service Committee shall consist of at least five (5) 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 Committee may establish such other committees, as it deems necessary and appropriate. In such event, the Executive Committee 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 Committee.

## ARTICLE VII – NOMINATION AND ELECTION OF POST OFFICERS AND EXECUTIVE COMMITTEEMEN

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. Individual nominees for the office of the Post Commander, Vice Commander, Post Finance Officer, Adjutant or at large Executive Committeeman should have been a member of the Post for at least twenty-four (24) months or have attended Legion College or Legion College extension prior to the June meeting at which the election will be conducted.

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. None of these individuals may be candidates for any position on the ballot.

## ARTICLE VIII – MEETINGS

Section 1. Regular monthly meetings of the Post shall be held on the third Thursday of the month, at 7:00 o'clock P.M. at the facilities of the Post, or at such other location as the Executive Committee 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. 8 (eight) members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of the Post.

## ARTICLE IX – DUES

Section 1. The Executive Committee shall annually, as soon after the close of the preceding calendar year as is possible, review the financial situation of the Post. The Executive Committee 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 X – MISCELLANEOUS PROVISIONS

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 Committee; 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 Committee 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 Committee 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 Committeemen, 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 Committeeman, 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 Committeeman, 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 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.

## ARTICLE XI - HOME ASSOCIATIONS

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 Committeeman, or other 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.

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.

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, 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.

## ARTICLE XII – AMENDMENTS

Section 1. Only the name of the Post, the dates of regular meetings (Article VIII, paragraph 1) and the number of members constituting a quorum for Post meetings (Article VIII, paragraph 3) may be amended by the vote of members entitled to cast at least two thirds (2/3) of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after at least twenty (20) days written notice to the members including a copy of every proposed By-Law amendment.