

BY - LAWS
POST # 245, INC.
(American Legion Post 245)
State College, PA. 16801
Adopted May 19th, 1993

ARTICLE # 1 : IDENTIFICATION

SECTION 1: The name of this corporation shall be Post 245, Inc., hereinafter referred to as the CORPORATION.

SECTION 2: The purpose of this CORPORATION shall be to acquire and conduct a club house and acquire all other necessary equipment, fixtures, and property, both real and personal, necessary therefore, and, in addition, to have all the rights, privileges, and powers accorded by the acts of Assembly thereto pertaining.

SECTION 3: The following definitions apply to these by-laws.

- a. Valid Membership : The status by which one holds both a satisfactory standing and paid dues in his / her respective group of the CORPORATION.
- b. Class A Member : Those individuals having a valid membership to Nittany Post # 245, the American Legion, Department of Pennsylvania, hereinafter referred to as Class A Members. All Class A members in good standing can attend the annual CORPORATION meeting, and are eligible to vote on any CORPORATION business that requires a vote, at the annual meeting.
- c. Class B Member : Those individuals having a valid social membership in the CORPORATION, hereinafter referred to as Social Members. Social Members are not eligible to vote on any CORPORATION business, but

they are allowed to attend the annual CORPORATION meeting. The Board of Directors will nominate a minimum of five (5) Social Members , then the Board of Directors will vote, and the Social Member receiving the most votes will be the individual who will represent the Class B Social Membership as an Ex-Officio member on the Board of Directors, for a term of one year. The voting will be by paper ballot, and the President of the Board of Directors will tabulate the votes and announce the Social Member elected as an Ex- Officio member to the Board of Directors.

- d. Class C Member : Those individuals having a valid membership to either Nittany Post 245, of the Ladies Auxiliary of the American Legion, Department of Pennsylvania; or those individuals having a valid membership to Nittany Squadron Post 245, Sons of the American Legion, Department of Pennsylvania, hereinafter referred to as a Class C Member. Class C Members are not eligible to vote on any CORPORATION business, but they are allowed to attend the annual CORPORATION meeting. The President of the Ladies Auxiliary, and the Commander of the Sons of the American Legion, will both sit as Ex-Officio members on the Board of Directors, as an appointed representative of both Class C Memberships.
- e. Corporate Member : All Class A, Class B, and Class C members are defined above.

ARTICLE # 2 : BOARD OF DIRECTORS

SECTION 1 : The Board of Directors shall be nine (9) elected Class A members, three of whom shall be elected each year for a three (3) year term of office. Four (4) Ex-Officio members; the current Commander of Nittany Post # 245 of the American Legion, Department of Pennsylvania; the current Commander of Nittany Squadron Post # 245 Sons of the American Legion, Department of Pennsylvania; the current President of Nittany Post # 245 American Legion Ladies Auxiliary, and a Social Member who will be elected by the Board of Directors from their list of nominees as described in ARTICLE 1, SECTION 3, SUB- SECTION C., will complete the board.

SECTION 2 : The voting members of the Board of Directors must be a Valid Class A Member and each will serve for a term of three (3) years, or until their successors are duly elected. In the event of the death, resignation, disability or removal of the Director, his or her successor may be elected by the Board of Directors to fill the unexpired portion of his or her term, but subject to the intended makeup of the Board of Directors.

SECTION 3 : The (4) Ex-Officio members of the Board of Directors will serve for a term of one year. The current Commander of Nittany Post # 245 of the American Legion, Department of Pennsylvania; the current Commander of Nittany Squadron Post # 245 Sons of the American Legion, Department of Pennsylvania; the current President of the Nittany Post # 245 Ladies Auxiliary; the Social Member elected by the Board of Directors. In the event of death, resignation, disability or removal, his or her successor will fill the unexpired portion of his or her term, but subject to the intended makeup of the Board of Directors. The exception shall be in the case of the Social Member, here the Board of Directors must follow the guidelines set forth previously, to elect a replacement to fill the vacancy of the Social Members place on the Board of Directors. These four Ex-Officio members of the Board of Directors will take office in August of each year.

SECTION 4 : At the annual CORPORATION meeting held on the second Thursday of March of each year, nomination of candidates for the Directorships that have expired will be taken from the Class A Membership in attendance.

SECTION 5 : The Board of Directors shall meet on the second Wednesday of each month at 6:00pm. Special meetings may be scheduled at any time by the President of the Board of Directors, or a majority of the Board of Directors, shall so direct.

SECTION 6 : The Board of Directors shall submit at the annual meeting on the second Thursday of March of each year, a report on the affairs of the CORPORATION.

SECTION 7 : Five (5) Directors shall constitute a quorum of the Board of Directors, authorized to do business, provided that a lesser number present at any regular or special meeting may adjourn the meeting to a later date.

SECTION 8 : With the exception of the President, each Class A member of the Board of Directors shall be entitled to vote at each meeting of the CORPORATION, but must be present in person. No proxies will be allowed. The President shall serve as the deciding vote in the event of a tie. The President will have a vote at the annual meeting of the CORPORATION. Any ties at the annual meeting of the CORPORATION must be voted on again, until there is a decided vote.

SECTION 9 : By resolution, the Board of Directors may delegate the power of management or supervision of all or a portion of the business of the CORPORATION to such individuals or committees as the Board, in its discretion, may appoint. The exception being the House Committee which will be described in ARTICLE 2, SECTION 10. The Board of Directors have the final approval on all matters concerning the CORPORATION.

SECTION 10 : The President of the Board of Directors shall select a Chairman of the House Committee from the Board of Directors. The Board Member Chairman will appoint at least (6) other members of the CORPORATION to serve on the committee. It is recommended that the Chairman enlist the services of a least two (2) Class A Members, two (2) Social Members and two (2) Class C Members to serve on the house committee. The general duties of the House Committee will be to guide the Club Steward in the performance of his duties and to recommend action and solutions to the Board of Directors, who's decision shall be final. The Club Steward shall report to the Chairman of the House Committee, but shall not be a member of the committee. It is recommended that the House Committee meet once a month so that the Chairman can file a report on the House Committee, to the Board of Directors, at their monthly meeting.

SECTION 11 : Any member of the Board of Directors who shall miss three (3) un-excused meetings annually will be automatically removed from his or

her position and a replacement shall be elected under the guidelines previously stated.

ARTICLE # 3 : OFFICERS OF THE CORPORATION

SECTION 1 : The officers of the CORPORATION shall be a President, Vice President, Treasurer and a Secretary. These officers must be CLASS A Members.

SECTION 2 : The offices of the President, Vice President and Secretary of the Board of Directors, shall be elected by the Board of Directors at a special meeting immediately following the annual meeting. The office of the Treasurer of the CORPORATION shall be elected by the Board of Directors from the Class A members. The annual meeting shall be held on the second Thursday of March of each year. All officers shall hold their respective offices for a period of one (1) year, or until their successors are duly chosen.

SECTION 3 : In case of death, resignation, disability, or removal of any of the officers, the vacancy may be filled by the Board of Directors until the next annual meeting.

ARTICLE 4 : DUTIES OF OFFICERS

SECTION 1 : The President shall preside at all meetings of the CORPORATION and at all meetings of the Board of Directors. He shall, with the Secretary of the CORPORATION, sign all written contracts and perform such other duties as the Board of Directors shall assign to him.

SECTION 2 : In the absence of the President, the Vice President shall perform his duties.

SECTION 3 : The Secretary shall take minutes of the proceedings and record the same in a suitable book for preservation; he shall give written notice of the meetings which are provided for herein; shall keep and maintain a membership book of the CORPORATION; keep the by-laws up to date, and shall generally perform all the duties which are customary and incident to the office of the Secretary in like corporations.

SECTION 4 : The Treasurer shall receive all monies and deposit same in a bank account in the name of the CORPORATION. He shall keep the accounts and shall report thereon at regular meetings of the Board of Directors. He shall pay all bills, subject to the approval of the Board of Directors. His accounts shall be audited annually by an Internal Auditing Committee of not less than three (3) Class A members of the CORPORATION, to be appointed annually by the President. This audit shall occur during the month of June of each year.

ARTICLE 5 : COMMITTEES

SECTION 1 : The President shall appoint such committees as maybe deemed necessary by the Board of Directors, the CORPORATION membership, or as provided for in these by-laws.

ARTICLE 6 : ANNUAL MEETING

SECTION 1 : There shall be an annual meeting of the CORPORATION on the second Thursday of March of each year, at a time and places designated by the Board of Directors. Notice of the annual meeting shall be given by the Secretary, by post card or newsletter sent to the last known address of each Class A member, and to each Board of Director's Member.

SECTION 2 : The order of business of the annual meeting shall be the following :

- a) Reading of the minutes of the last annual meeting and of special meetings held thereto.
- b) Report of the Board of Directors.
- c) Report of the Treasurer.
- d) Reports of Committees.
- e) Deferred or unfinished business.
- f) Nomination and election of Directors.
- g) New Business.
- h) Good of the CORPORATION.
- i) Adjournment.

This order of business may be changed at any meeting upon a two- thirds (2/3) vote of the members of the Board of Directors present.

SECTION 3 : Each Class A member and each Board of Directors member shall be entitled to one vote at the annual meeting of the CORPORATION, but must be present in person. No proxies allowed.

SECTION 4 : Ten (10) members present, excluding the Board of Directors, shall constitute a quorum at the annual meeting of the CORPORATION, provided that a lesser number may adjourn the meeting to a later date.

ARTICLE 7 : AMENDMENTS

SECTION 1 : These by-laws may be amended at an regular or special meeting of the CORPORATION, but no alterations or amendments thereto shall be made unless notice in writing has been given by the Secretary, by post card sent to the last known address of all Class A members, and to the Board of Directors, not less than ten (10) days prior to the date of such meeting.

ARTICLE 8 : REAL ESTATE

SECTION 1 : The CORPORATION may not purchase, promise, sell, lease away, mortgage, convey, or otherwise dispose of any real estate unless and until a resolution in favor of such action shall have been approved by the Board of Directors. When such approval has been obtained from the Board of Directors, the matter must be considered by the CORPORATION after thirty (30) days' notice in writing shall have been sent to the last known address of each Class A member and to the Board of Directors, stating the action proposed to be taken. Any action taken shall be binding only if three- fourths ($\frac{3}{4}$) of the Class A members and the Board of Directors present and voting at the meeting shall approve it.

(Adopted at a Special Corporation Meeting on May 19, 1993. Robert J. Thomas, Secretary)

(Revisions corrected and Adopted on March 10th, 2022. Richard J. Seifert, Secretary)

Richard J. Seifert _____ Date
