

**BY-LAWS**  
**Of**  
**Rush-Henrietta Post 1151, Incorporated**  
**THE AMERICAN LEGION**  
**Department of New York**

**ARTICLE I**  
**NAME AND ADDRESS**

**Section 1.1**

The name of this Corporation shall be **Rush-Henrietta Post 1151, INC.** per Certificate of Incorporation dated the first day of October 2019, filed with the New York State Department of State.

**Section 1.2**

The address of said Corporation shall be **P.O. Box 72, 260 Middle Road, Henrietta, NY 14467** until changed by the Corporation's Board of Trustees.

**ARTICLE II**  
**OBJECTS/PURPOSES**

**Section 2.1**

The objects and purposes of the Corporation shall be as follows:

1. To support Veteran's organizations specializing in the rehabilitation of veterans.
2. To support the needs of the Ely-Fagan-Stevens-Connor Post (hereto after the; "Post") functions which are required to fulfil its American Legion obligations including, but not limited to:
  - a. The Post's sponsorship of the Boy Scouts.
  - b. The Post's sponsorship of the Boy's State program.
  - c. The Post's participation in the Memorial Day Event.
  - d. The Post's sponsorship of delegates and alternates to the Monroe County American Legion Convention.
  - e. The Post's new member recruitment program.
  - f. The care and maintenance of the Post home, etc...
3. To support other non-profit charitable organizations with preference to those providing recognition and/or services to veterans.

**ARTICLE III**  
**MEMBERS**

**Section 3.1 Qualifications**

Members of the Post, in good standing, shall constitute the members of the corporation. If, at any time in the future there are no members of the Post, then the corporation shall have no members and no longer exist.

**ARTICLE IV**  
**MEETINGS OF MEMBERS**

**Section 4.1 Annual Meeting**

A meeting of members shall be held for the election of Trustees and the transaction of other business each year at a time and place designated by the Board of Trustees.

## **Section 4.2 Special Meetings**

Special meetings of the members may be called at any time by the President, by the Board of Trustees or, upon the demand of 10% of the members entitled to vote at such a meeting, by the Secretary.

## **Section 4.3 Notice of Meetings**

A member shall be given written notice of the time, place and purpose of each meeting of members. Notice shall be given in person, or by delivery-receipt email, or by first class mail not less than 10 nor more than 50 days before the date of the meeting. Notice need not be given to any member which submits a signed Waiver of Notice, in person or by proxy, whether before or after the meeting and need not be given to any member who is thereafter present at the meeting in person or by proxy.

## **Section 4.4 Vote of Members**

Every member of the Corporation shall be entitled at every meeting of the members to one vote. Unless otherwise provided by law or by these By-Laws, action shall be taken by majority vote.

## **Section 4.5 Quorum and Adjourned Meetings**

At any annual or special meeting, ten (10) percent of the total number of members in good standing shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members. If there is no quorum, those present may adjourn the meeting if the time and place to which the meeting is adjourned are announced when the adjournment is made. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

## **Section 4.6 Proxies**

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another to act for him by signing a proxy. Proxies submitted via email will be considered electronically signed.

# **ARTICLE V TRUSTEES**

## **Section 5.1 General Provisions**

The Corporation shall be managed by its Board of Trustees (BoT). Such responsibilities shall include, but not be limited to:

- (a) Providing prudent financial and investment management of the resources of the Corporation including maintaining a liquid fund reserve to finance the objects and purposes of the Corporation.
- (b) Developing and approving an annual budget of anticipated receipts and expenditures.
- (c) Reviewing and approving or disapproving all requests for funding to finance the objects and purposes of the Corporation.

## **Section 5.2 Election of Trustees**

There shall be five (5) Trustees of the Corporation elected by the members as follows: The initial election of Trustees shall, by lot, be assigned a term of one, two, or three years and thereafter all Trustees shall be elected for terms of three years.

Thereafter Trustees shall serve staggered terms with the term of no less than one three-year Trustee expiring each year.

## **Section 5.3 Resignation and Removal**

A Trustee may resign at any time by giving written notice to the President and Secretary of the corporation. A Trustee may also be removed from office, with or without cause, by a three-fourths (3/4) vote of the Board, minus the subject-trustee.

## **Section 5.4 Quorum**

(a) A quorum of the Board of Trustees shall consist of a majority of the entire board.

(b) A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Trustee.

## **Section 5.5 Action by the Board of Trustees**

Unless otherwise provided by law or by these by-laws, corporate action to be taken by the Board shall be taken by majority vote of the Trustees present at a meeting. In lieu of a meeting, any action required or permitted to be taken by the Board or a committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing such action. The Trustees or committee members may hold a meeting by a conference telephone or similar communications equipment allowing all members participating to hear each other at the same time (teleconference or video-teleconference).

## **Section 5.6 Annual Meetings**

Annual meetings of the Board of Trustees may be held at such times as may be fixed from time to time by the President.

## **Section 5.7 Special Meetings**

Special meetings of the Board shall be held whenever called by the President or by the Secretary upon request of any three Trustees.

## **Section 5.8 Committees**

The Board may designate any committees serving at the pleasure of the Board.

## **Section 5.9 Notice of Meetings**

Notice of any Board or Committee meetings shall state the time and place of meeting. If notice is given orally, in person or by telephone or by e-mail, it shall be given not less than three days before the meeting; if by mail, not less than seven days before the meeting.

# **ARTICLE VI DUTIES OF OFFICERS**

## **Section 6.1**

The Corporation shall be administered by its Board of Trustees (BoT). The BoT Officers shall be elected annually by the Board of Trustees. Officers shall consist of a President, Vice-President, Secretary and Treasurer.

## **Section 6.2**

Duties of the President: The President shall preside at all meetings of the Corporation and approve all orders directing the disbursement of funds.

## **Section 6.3**

Duties of the Vice President: The Vice President shall assume the duties of the President in his/her absence or disability.

## **Section 6.4**

Duties of the Secretary: The Secretary shall perform such duties as directed by the President. He/she shall record the minutes of meeting, process all correspondence of the Corporation, file and maintain all records and have ready any and all required reports including monthly and annual State of the Treasury for the membership.

## **Section 6.5**

Duties of the Treasurer: He/she shall have charge of processing finances under the supervision of the Board. The Treasurer will sign all approved checks disbursing the monies of the Corporation treasury. In the absence of the Treasurer, the President or Vice President shall sign all approved checks. The Treasurer is also responsible for providing monthly/annual State of the Treasury reports to the Secretary.

**Section 6.6**

The Board, at its annual meeting, shall appoint two members of the Corporation who are not board members to serve as internal auditors to review the books and accounts of the Corporation and to submit an annual report to the Board of Trustees and the members.

**ARTICLE VII  
DISSOLUTION**

**Section 7.1**

If the Corporation elects to dissolve, the board shall adopt a plan of dissolution and follow the procedure for voluntary dissolution provided for in Article 10 of the New York Not-for-Profit Corporation Law.

**ARTICLE VIII  
AMENDMENT**

**Section 8.1 Amendment by Members**

By-Laws may be amended at any annual or special regular meeting by a vote of two thirds (2/3) of members in good standing attending said meeting provided that the proposed amendment shall have been submitted in writing to the all members of the corporation at least ten (10) days in advance of the meeting.

**ARTICLE IX  
LEGAL EFFECT**

**Section 9.1**

Upon approval of the members of the Corporation these By-Laws shall supersede and replace in their entirety the Corporation's previously existing Constitution and By-Laws.

**Section 9.2**

These Corporation By-Laws are not withstanding any applicable provisions of the New York State Not-for-Profit Corporation Law and/or the Benevolent Order Law which supersede provisions herein.