BY-LAWS

OF

THE LEGION IN THE WOODS INC.

Note: All references to Home, Canteen, Club, Home Association, Association or Post Home in these By-Laws shall mean The Legion in the

Woods Inc.

ARTICLE 1

MEMBERSHIP AND ELIGIBILITY

SECTION 1. MEMBERSHIP

a. Membership in The Legion in the Woods Inc. shall be in accordance with the provisions

as set forth in The American Legion’s National, Department and Post 245 By-Laws.

b. Membership in The Legion in the Woods Inc. shall consist of the following classifications.

A. Nittany American Legion Post 245 Inc. member.

B. Auxiliary or Sons of the American Legion (SAL) member of Nittany American

Legion Post 245 Inc.

C. Associate Members - also known as Social Members.

c. Voting membership in The Legion in the Woods Inc. shall be restricted to members in good

standing of Nittany American Legion Post 24 Inc.

d. All other The Legion in the Woods Inc. members are non-voting members.

SECTION 2. ELIGIBILITY

a. Eligibility for membership in The Legion in the Woods Inc. shall be:

1. Members in good standing of Nittany American Legion Post 245 Inc.

2. Members in good standing of Post 245 Auxiliary or Sons of the American Legion.

Subject to stipulation in Section 3d.

3. Persons 21 years old or older can apply for an association membership but must

be sponsored by a Class A member in good standing.

b. All eligible persons must be at least 21 years of age

SECTION 3. APPLICATIONS AND VOTING

a. Application for membership in the Nittany American Legion, the Auxiliary or the Sons of

the American Legion Post 245 is also an application for membership in The Legion in the

Woods Inc.

b. Those seeking Associate Membership must submit a written application.

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c. A vote for an applicant to membership in the Nittany American Legion Post 245 Inc. is

also a vote for membership in The Legion in the Woods Inc. as a voting member, and it

will be entered into the minutes of The Legion in the Woods Inc. meeting that they were

accepted as members of The Legion in the Woods Inc.

d. All other applicants (Auxiliary members, SAL members and those seeking Associate

Membership) must be voted on at a The Legion in the Woods Inc. meeting.

e. Applicants for membership shall be screened and approved by the membership committee

before being brought to the membership for a vote of approval at the next scheduled

meeting.

f. At this meeting applicants will be voted on by the voting members in attendance, at which

time the application will be accepted, rejected or referred for further investigation.

g. A majority vote of those voting is necessary to be accepted into membership

SECTION 4. QUOTAS

a. Associate Members shall not exceed the current annual quota of 600 members.

b. Quota adjustments for the next year shall be determined by the Board of Directors at their

regular meeting in June.

c. In the event that associate membership meets the prescribed annual quota number,

associate membership will be closed until the proper quota is reached.

SECTION 5. PRIVILEGES AND PENALTIES

a. Only voting members are permitted to vote at The Legion in the Woods Inc. meetings.

b. All non-voting members may attend meetings, offer suggestions, take part in debates and

discussions, but shall have no vote.

c. The Legion in the Woods Inc. shall provide a key card and a membership card to each

newly accepted member and thereafter annually.

d. Membership dues for (non-voting) members shall be such as from time to time be fixed or

levied by the Board of Directors.

e. The annual dues for Legionnaires, Auxiliary, SAL and Associate members shall be as

posted payable on or before the 20th of October. Membership will expire if payment is not

received by 31st of December.

f. Any member in arrears of any dues or assessments or who destroys, or voluntarily

surrenders their card will be dropped from the membership rolls.

g. In the event of a member being suspended, their key card shall be deactivated by the

Secretary until the suspension has been lifted, at which time the key card will be reactivated.

h. Members may have their Association privileges temporarily suspended and their key card locked

for infractions of the house rules. The offending member will then be notified in writing to appear

before the Board of Directors, for a hearing on the matter at which time a determination will be

made as to the status of his/her suspension or expulsion.

i. Written notification may be given personally, by email, by First Class Mail or other reasonable

means.

1. Failure to accept the notification when presented shall result in permanent

suspension.

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ARTICLE II

MEETINGS

SECTION 1. REGULAR MEETINGS

a. The regular meeting of The Legion in the Woods Inc. shall be held on the second

Wednesday of each month at 1900 hrs.

b. An executive meeting of the Board of Directors shall be held the Sunday before the

monthly meeting, at 1800 hrs.

SECTION 2. SPECIAL MEETINGS

a. The President of the Board of Directors shall call a special meeting when requested to do

so, as follows:

1. By a majority vote of the members at a regular meeting; or

2. By written request signed by five (5) members of the Association in good

standing; or

3. By written request signed by three (3) members of the Board of Directors.

b. An emergency meeting of the Board of Directors shall be convened by the President when

there is business that cannot wait until the next regularly scheduled meeting.

SECTION 3. NOTICE OF MEETINGS

a. The various means by which the membership shall be notified of special meeting include:

1. Newsletter; E-mail; postings on Association bulletin board; and/or available

social media.

b. Members shall be notified of special meetings at least five (5) days prior to such meeting

being held.

c. Any notice shall set forth the day, time, location and the purpose of the meeting.

SECTION 4. QUORUM

a. Seven (7) voting members in good standing shall constitute a quorum for a regular or a

special meeting of the Association, of which no less than three (3) shall be Officers of the

Association.

b. A majority of the members of the Board of Directors shall constitute a quorum for regular

and special meetings of the Board of Directors.

SECTION 5. ORDER OF BUSINESS

a. The President calls meeting to order

b. Roll call of Officers

c. Reading of minutes of previous meeting

1. Any additions or corrections to the minutes

c. Treasurer’s report

d. Secretary’s report

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e. Balloting on application for membership

f. Committee reports

g. Correspondence and Donations

h. Unfinished Business

i. New Business

j. Good of the Association

k. Adjournment

ARTICLE III

OFFICERS & BOARD OF DIRECTORS

SECTION 1. OFFICERS

a. The officers of the Association shall consist of the following current elected officers of the

Nittany American Legion Post 245 Inc. 1

st Vice Commander and 2nd Vice Commander

with their titles changed for the Board of Directors purposes to 1st and 2nd Vice President.

b. The term of the office for said Officers shall coincide with their term of office in Post 245.

SECTION 2. BOARD OF DIRECTORS (BOD)

a. The governing body of the Association shall be a Board of Directors composed of the two

(2) Officers listed above and six (6) at-large members of which they will serve a term of

two (2) years. Three (3) of the six (6) at-large members will be elected on alternating years.

b. The Immediate Past Post 245 Commander will serve as the President, serving until s/he is

no longer the Immediate Past Post Commander, and will only be permitted to cast a vote

in the event of a tie amongst the Board of Directors.

c. A Treasurer and a Secretary shall be appointed from amongst the At-Large Board

members.

SECTION 3. DISMISSAL AND VACANCIES

a. Unexcused absences by an Officer or Board member for any three (3) regularly scheduled

meetings shall constitute a cause for dismissal from the office. Such potential dismissal

shall be voted on by the entire Board and a dismissal shall be enacted if a majority of the

Board votes to affirm a dismissal.

b. When a vacancy occurs in any office of the Association, the President will appoint a

replacement to serve the remaining term of the vacated seat.

c. If the vacated seat is the President, an At-Large member will be selected by the Board of

Directors, by majority vote, to fill this position for the remainder of the term. The new

President will select a replacement for their vacated position for the remainder of the term.

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SECTION 4. POWERS AND DUTIES OF THE BOARD OF DIRECTORS (“BOD”)

a. The function of the Board of Directors shall be to carry out all acts necessary to accomplish

the purpose of Association and to conduct its business affairs in a legal and efficient

manner.

b. The members of the Board of Directors are charged with the maintenance of order at all

times within and upon the Post Home property.

c. The Board of Directors shall have the authority to enforce the rules and regulations of the

Association.

d. The Board of Directors shall contract, approve, and grant orders for all bills incident to the

general management and business of the Association.

e. No member of the Board of Directors may be an employee of, or in any way, whether in

kind or in cash or credit, be paid or remunerated by the Association.

ARTICLE IV

HOUSE HOURS OF OPERATION

SECTION 1. CANTEEN HOURS OF OPERATION

a. The Canteen will generally be open for business every day as follows:

Monday-Saturday: 11:00 am to 11:00 pm

Sunday: 1:00 pm to 11:00 pm

1. Except those Sundays that a brunch will be served: and

2. Except for when, from time-to-time, such hours are amended by the Board of Directors.

b. The Canteen will generally be closed on Christmas, July 4th and New Year’s Day.

c. “Last Call” will be announced 15 minutes before closing time and the Home vacated no

later than 45 minutes after last call.

d. Absolutely no drinks shall be served after “last call” has been given.

e. As stated in Sec 1; sub a; 2 above, the hours or days that Canteen is to be open is subject

to change as the Board of Directors sees fit, with said changes being exempt from Article

VI of the Association’s Constitution.

f. The General Manager can at his/her discretion close daily Association operations early if

the cost of operation outweighs the attendance. Such early closing shall be immediately,

no later than the following day, be communicated to the Board of Directors, via email or

other written mode.

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ARTICLE V

CANTEEN MANAGER AND EMPLOYEES

SECTION 1. DUTIES

a. A Legion in the Woods Inc. (also herein “Canteen”) General Manager shall be hired by

the Board of Directors. Such General Manager shall be managed and directed by the Board

of Directors. The Canteen General Manager is charged with the management of the

Canteen; adequate preparation and staffing of/at the Association, or elsewhere, as required

for all social functions; procurement of entertainment necessary for such social functions;

and such other functions, duties and responsibilities usually associated with the role of a

Club General Manager; and all other functions necessary for the proper operation of the

Association.

b. The Canteen General Manager shall, with the approval of the BOD:

1. Employ staff as is necessary for the proper daily operation of the Association;

2. Fix salaries, wages and hours of employment;

3. Make suggestions to the BOD as to the hours of operations of the Canteen;

4. Supervise and ensure a legal and proper accounting process is in place and functioning

at all times, create and preserve the required and necessary records of the Association,

and conduct and record a complete inventory every thirty (30) days;

5. Present the accounting records for internal auditing once a year, and every three (3)

years, present the accounting records to a CPA selected by the BOD. Such CPA shall

not be a member of the Association.

c. In conjunction with the BOD the manager shall be responsible for maintenance of order

within and upon the Association property at all times.

d. The manager has the authority to close the Canteen when extreme weather conditions make

it advisable. Such closing shall be communicated to the BOD immediately, no later than

the following day, by email or other written mode.

e. The General Manager, or in the absence of the General Manager, the supervising

Association staff member present, is empowered to enforce all rules and if necessary, to

immediately expel from Association property anyone not following these rules. Such

expulsion must be immediately, not later than the following day, communicated to the

BOD via email or other written mode.

f. The manager, employees and members of the BOD shall have the authority and

responsibility to restrict or refuse further alcohol service to any member or guest, if in their

reasonable judgement, such person is visibly intoxicated or the person’s conduct so

warrants.

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ARTICLE VI

DISPOSITION OF PROPERTY

SECTION 1.

a. The Nittany American Legion Post 245 Inc. is the sole owner of all Association real estate,

and the furniture, fixtures and equipment attached thereto, as well as all other contents

within and upon said real estate.

b. Neither The Board of Directors nor the Association shall have any authority to dispose of

any property of the Nittany American Legion Post 245 Inc.

c. Leasing, renting or lending of Post property can only be granted with the express, written

approval of the proper authority of Nittany American Legion Post 245 Inc.

d. In the event of the dissolution of Nittany American Legions Post 245 Inc. or the loss of its

charter from the National American Legion, the assets of The Legion in the Woods Inc

shall be dealt with according to Article XI Section 8 & 9 of Post 245 By-Laws.

ARTICLE VII

SPENDING LIMITS

SECTION 1.

a. Except for normal day-to-day operations of the Canteen and/or in cases of emergency (in

which case coordination with at least one Post 245 Officer is required), no monies shall be

spent in excess ($1000) dollars without a vote of approval by the members of Nittany

American Legion Post 245 Inc. at a regular or special meeting.

b. An established Emergency Operating Fund will not exceed ($5000) dollars. This fund is to

be used only if it is necessary to maintain operating at normal hours and days. Such usage

shall be immediately communicated to and Officer of Post 245, no later than the following

day, via email or other written mode. If emergency funds are used, it is the Post’s

responsibility to replenish the dollar amount used by vote at the next regularly scheduled

meeting of Nittany American Legion Post 245 Inc.

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This Constitution, By-Laws and attached House Rules were adopted, on \_\_\_\_ day of

\_\_\_\_\_\_\_\_\_\_\_\_\_\_ 2023 at a special meeting of the Home Association (The Legion in the Woods

Inc) of the Nittany American Legion Post 245 Inc.