

BY-LAWS

HOME ASSOCIATION AUSTIN L. GROVE POST 403

Revised September 12, 2016

Article I

Name and Location

Section 1. The name of this association shall be Home Association, The American Legion Austin L. Grove Post 403.

Section 2. The location of the principal office of this association shall be 4035 Manchester Street, Borough of Glen Rock, County of York, State of Pennsylvania, Zip Code 17327.

Article II

Purpose

Section 1. The purpose of this association shall be to promote fraternal, historical, educational, social and recreational interests among veterans of the various branches of the Armed Forces of the United States of America and their spouses, widows, widowers, sons, daughters and related persons; to strengthen comradeship among such members; and, to maintain a Canteen for the enjoyment of its members.

Section 2. Post 403 is a memorial Post named for the first World War I casualty from Glen Rock, Austin L. Grove. As a memorial Post, all men are required to remove all hats/headgear upon entering the premises. Ladies are exempted from this rule. The entire premises of Post 403 is "smoke free". Smoking is only permitted outside at the pavilion provided for same.

Section 3. This association is incorporated as a non-profit corporation under the Non-Profit Corporation Laws of Pennsylvania.

Section 4. In the event of the dissolution of the Austin L. Grove Post 403 Charter from the American Legion, the affairs of the Home Association shall be resolved and the Corporation dissolved.

Section 5. Upon dissolution of the Home Association, none of the assets may be distributed to any private member or individual, but such assets shall be transferred to the Post, if it is a qualified tax exempt entity to receive them. If not qualified, the assets shall then be transferred to The American Legion, Department of Pennsylvania. If this entity is not qualified, the assets shall then be transferred to the National American Legion Headquarters.

ARTICLE III

Membership and Guests

Section 1. The membership of the Home Association shall consist of the following:

- A. Active Veteran members.
- B. Auxiliary members.
- C. Sons of The American Legion (SAL) members.
- D. Social members.

Section 2. All memberships in the Home Association shall be limited to members in good standing; be a citizen of the United States; and, be a person of good reputation. A signed application and the appropriate application fee shall be submitted at the time a request for membership in the Home Association is made. Preference shall be given to active military or honorably discharged veterans of the U.S. Armed Forces who may request Social versus Active Veteran membership. All other Social member requests shall be acted upon by a case-by-case basis. Auxiliary and SAL members of Post 403 shall automatically become members of the Home Association providing that they are members in good standing of Post 403 and a person of good reputation.

Section 3. All applications for membership shall be processed as soon as possible after receipt. The name of each candidate for membership in the Home Association shall be submitted at the next regularly scheduled monthly meeting. Requests for all types of memberships shall be voted upon by voice vote of the Board of Directors and attending Active Veteran members. An applicant shall become a member of the Home Association upon election by a majority of those

Active Veteran and Board of Directors attending the meeting. If an application is rejected, it shall not be considered again until six (6) months have expired. Only Active Veteran members shall have the right to hold an office in the Home Association and vote on all issues affecting the operation of the Home Association. Auxiliary, Sal and Social members of Post 403 shall be permitted to attend the regularly scheduled monthly meetings, but in no case shall these members be entitled to vote on any issues or hold an office in the Home Association.

Section 4. The total number of Social members in the Home Association shall be at the discretion of the Board of Directors of the Home Association of Austin L. Grove Post 403. All Social members must be at least 21 years of age.

Section 5. Any member who has been suspended or expelled from the Austin L. Grove Post 403 shall cease to be a member of the Home Association and his/her name shall be dropped from the roll of membership. Notice, in writing, shall be given to the offender by the Secretary of the Home Association.

Section 6. All guests, except for family members, must be signed in by the sponsoring Post 403 member. Post 403 members are responsible for the conduct of their guest(s) while on Post 403 premises. Guests must leave the Post when the sponsoring member leaves. Non-family member guests who live within a fifteen (15) mile radius of Post 403 will be expected to apply for membership after visiting Post 403 for the third time.

Section 7. All applications for membership shall be processed, to include investigation, as soon as possible after receipt. All applications shall be approved or rejected by the Board of Directors. A member of the Board of Directors will conduct the investigation to ensure that the information provided is correct.

Section 8. The name of each candidate for membership in this association shall be submitted at a regular meeting of the association. At that meeting the application shall be voted upon by voice vote of the active Veteran members present. An applicant shall become a member of this association upon his/her election by majority vote of those regular Veteran members attending said meeting. If an application is rejected, it shall not be considered again until after the expiration of six (6) months.

Section 9. No applicant who is eligible for membership in Austin L. Grove Post 403, The American Legion Auxiliary Unit 403, or Sons of the American Legion Squadron 403 shall become a member of the Post 403 Home Association unless he or she holds membership in one of these organizations.

ARTICLE IV

Board of Directors

Section 1. The Board of Directors of the Home Association shall be comprised of the President, Vice-President, Secretary, Treasurer and three (3) Trustees, all of whom shall constitute the officers of the Home Association.

Section 2. The general management and supervision of the affairs of this association shall be vested in the Board of Directors, subject to such restrictions or limitations as may be set forth in these by-laws.

Section 3. The Board of Directors shall meet at least once monthly at a time and place designated by the President. The Board of Directors shall also attend any special meetings of the membership.

Section 4. For the purpose of constituting a quorum for conducting business at any meeting, at least five (5) of the Directors shall be present.

Section 5. Any Director of this corporation shall not be personally liable for monetary damages as such for any action taken, or failure to take any action, unless:

- A. The Director has breached or failed to perform the duties of his/her office under 42Pa. CC.S.A. 8363 (relating to standard of care and justifiable reliance); and,
- B. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 6. Any Director, officer, employee or agent of this Corporation, who was, or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative (whether brought by or in the right of this Corporation or by a third party) by reason of the fact that he is or was a representative of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless it is determined by a court that the act or failure to at giving rise to the claim for indemnification constitutes willful misconduct or recklessness.

Section 7. The Board of Directors shall employ or appoint and, at their discretion, remove or suspend a Home Association employee or Home Association Manager, determine their duties,

hours of work and rates of pay, and, require, where necessary, security in such amounts as they deem suitable.

Section 8. The Board of Directors, along with the Home Association Manager, shall review all employment applications and background checks of new employees, establish duties with job descriptions, and rates of pay. All new hires or terminations shall be approved by the Board of Directors.

Section 9. The Home Association Manager shall conduct all management duties connected with the day-to-day operations of the Canteen, to include training, supervising and scheduling of employees and carryout the recommendations of the Board of Directors. The Home Association Manager shall also maintain appropriate records for all Canteen operations.

ARTICLE V

Election of Officers

Section 1. Officers whose terms are expiring shall be elected annually at the regular June meeting.

Section 2. Nominations for officer positions shall be made by a nominating committee comprised of not less than three (3) Active Veteran members appointed by the President of the Home Association at least three (3) months prior to the June voting meeting. The nominating committee shall select nominees and post the names of the nominees on a bulletin board within the Canteen at least ten (10) days prior to the date of the June election. Nominations from the floor from Active Veteran members will be accepted at the May meeting, but no nominations shall be made at the June meeting, at which time such officers shall be elected.

Section 3. The term of the officers shall be for one (1) year and shall begin with the first regularly scheduled meeting in July. Officers shall serve their terms of office until the election of their successors, unless a vacancy occurs by reason of death, resignation, removal or other circumstance. In such cases, the President of the Home Association will appoint an Active Veteran member to fulfill the unexpired term of the individual involved.

Section 4. The regular June election shall be by printed ballot, with no write-in candidates or votes accepted. In the event no candidate receives a majority of the votes cast, a run-off

election shall be held for that particular office between the two (2) candidates receiving the highest number of votes on the first ballot.

Section 5. Nothing herein shall be construed to prevent any Active Veteran member from holding any office of the Home Association merely because such member is also an officer of The American Legion Austin L. Grove Post 403. However, if the member is an employee of the Home Association, he/she may not be elected or appointed to any office until a period of one (1) year has elapsed from employment termination to date of assuming office. Courtesy is extended to the current Commander of The American Legion Austin L. Grove Post 403 to attend all meetings even if he/she is an employee of the Home Association.

Section 6. In the event of a vacancy on the Board of Directors, either by death, resignation, removal or other circumstance, the vacancy shall be filled by appointment by the President of the Home Association. If the affected office is that of the President, then the Vice President of the Home Association shall fill the vacancy until expiration. The Board of Directors shall, at that time, appoint an Active Veteran member to fill the Vice President's position until expiration.

ARTICLE VI

Duties of Officers

Section 1. The President shall preside at all meetings of the membership or the Board of Directors. The President shall appoint such committees as may be necessary and proper for the carrying out of the purposes of the Home Association. The President shall appoint Active Veteran members to fill unexpired terms of officers who leave the Board of Directors. The President shall not vote on any business conducted at any meeting except in the case of a tie vote, in which case he or she shall cast a tie-breaking vote.

Section 2. The Vice-President shall preside in the absence of the President, and in the event of a vacancy of the office of President, shall exercise all the powers of the President until such vacancy is filled by appointment by the Board of Directors.

Section 3. The Secretary shall keep complete records and minutes of all meetings and shall be responsible for maintaining such records and files as may be required by the rules and regulations of the Pennsylvania Liquor Control Board as long as the Home Association is a licensee thereunder.

Section 4. The Treasurer shall keep complete and accurate records and accounts of all receipts and disbursements in books belonging to the Home Association. The Treasurer shall direct the

deposit of all money and other valuables in the name of and to the credit of the Home Association in such depositories as may be designated by the Board of Directors.

Section 5. The Trustees shall audit the Home Association's books and records quarterly, or as directed by the Board of Directors. Reports of such findings from each audit shall be made at the next regularly scheduled meeting. The Trustees shall also prepare and maintain all job descriptions for all employee positions falling under the Home Association and Canteen.

ARTICLE VII

Meetings of the Membership

Section 1. Business meetings shall be held the second Monday of each month beginning at 6 PM at Austin L. Grove Post 403 in Glen Rock. This meeting will precede the regular business meeting of The American Legion, Post 403, which is held at 7 PM the same day.

Section 2. Special meetings may be held at the Austin L. Grove Post 403 in Glen Rock when called by either the Board of Directors or the President.

Section 3. Upon written request from ten (10) or more active members, the Board of Directors or the President shall call a special meeting.

Section 4. Active members of the Home Association (Regular Veteran, Auxiliary, SAL or Social) shall be permitted to attend any of the regularly scheduled meetings; however, Auxiliary, SAL and Social members are not permitted to vote on any of the issues discussed.

ARTICLE VIII

Notices

Section 1. Each member shall advise the secretary of his or her current mailing address. The addresses shall be maintained by the Secretary on a mailing list to which all mailed notices shall be sent until the Secretary is otherwise advised in writing by the member.

Section 2. Notice of regular meetings will be posted on the Post bulletin board or may be given by advertisement in the Post newsletter or on the Post closed circuit television.

Section 3. Notice of special meetings may be given by advertisement, closed circuit television or bulletin board posting. Such notices shall appear not less than five (5) days nor more than ten (10) days prior to the special meeting. The purpose of the meeting shall be briefly stated in the advertisement or posting.

ARTICLE IX

Limitations on the Expenditures

Section 1. No expenditures, repairs or improvements costing in excess of \$1,000.00 shall be authorized without the majority consensus of the Board of Directors. All such requests costing in excess of \$1,000.00 shall be brought before the Board of Directors at a regularly scheduled, or special meeting for discussion and subsequent approval or rejection.

Section 2. Nothing in Section 1 of this Article shall be construed to prevent the Board of Directors from authorizing and/or making expenditures incurred in the normal operation of the Canteen of Post 403.

ARTICLE X

Dues

Section 1. Active Veteran members shall receive their annual Home Association membership upon payment of their dues to The American Legion Austin L. Grove Post 403.

Section 2. Auxilliary members shall receive their annual Home Association membership upon payment of their dues to the Austin L. Grove Post 403 American Legion Auxiliary.

Section 3. SAL members shall receive their annual Home Association membership upon payment of their dues to the Austin L. Grove Post 403 SAL Squadron.

Section 4. Social members shall pay dues annually to the Home Association at the same time as Regular Veteran members pay to The American Legion Austin L. Grove Post 403. Their annual Social membership card shall be issued upon payment.

ARTICLE XI

Suspension of Privileges

Section 1. The Board of Directors shall have the authority to suspend, or expel any Home Association member from all privileges afforded by Post 403 for any matters of conduct that may endanger or impede the welfare, character or other concern of all the members at large. Such suspensions or expulsions shall also occur for those who willfully violate the by-laws and/or the regulations of the Board of Directors. Any member so expelled or suspended, may, upon written request within five (5) days of the suspension/expulsion, have his/her case reviewed by the Board of Directors. If the member provides sufficient evidence before the Board of Directors to prove his or her innocence, the Board of Directors may, by two-thirds of its members voting favorably, revoke such an suspension or expulsion.

Section 2. Minor infractions (e.g., drunkenness, overly boisterous behavior, etc.) by a member shall result in a 30-day suspension. After two such 30-day suspensions, a third such suspension shall result in permanent expulsion from all Post 403 functions/facilities and the offender's membership shall be cancelled. A major infraction (e.g., threatening a fellow member, fighting with a fellow member, thievery, etc.) shall result in a decision by the Board of Directors to immediately suspend the member permanently and cancel his/her membership.

ARTICLE XII

Adoption and Amendments

Section 1. These by-laws shall be adopted by a vote of not less than two thirds of the Board of Directors present at any regular or special meeting of the Home Association of Austin L. Grove Post 403.

Section 2. Amendments to these by-laws can be made by a vote of two thirds of the Board of Directors present at any regular or special meeting at which any amendments may be proposed. Amendments may be proposed to the Board of Directors by any Active Veteran member of The American Legion Austin L. Grove Post 403.

