

REVISED APR 2023

BY LAWS HARRY LACKHOVE POST 517 HOME ASSOCIATION, INC

ARTICLE I

NAME AND LOCATION

SECTION 1. The name of the association will be The Harry Lackhove Post 517 Home Association, Inc.

SECTION 2. The location of the principle office of this association shall be 100 Keefer Drive, Mercersburg, County of Franklin, State of Pennsylvania.

ARTICLE II

PURPOSE

SECTION 1. The purpose of this association shall be to promote fraternal, historical, educational, social, and recreational interest among non-veterans and veterans of the various branches of service of the United States of America, to strengthen comradeship among such non-veterans; and to maintain a club for social enjoyment of its members. The further purpose of this association shall be to support The Harry Lackhove American Legion Post 517, Inc., in its endeavors and to promote the principles and policies of the National Constitution of the American Legion.

SECTION 2. This association shall be incorporated as a non-profit corporation under the Non-Profit Corporation Law of Pennsylvania.

ARTICLE III

MEMBERSHIP

SECTION 1. The membership of this association will consist of:

- A. Active Members (Post Members)
- B. Auxiliary Members
- C. Sons of the American Legion (SAL) members
- D. Social members (non-veterans)

SECTION 2. ACTIVE members in this association shall be limited to members in good standing of the Harry Lackhove American Legion Post 517, Inc., at least twenty-one (21) years of age and a person of good reputation. Active members of this association in good standing shall have the right to vote, hold office, attend all meetings, and enjoy all the social and other privileges of this association.

SECTION 3. AUXILIARY members shall be eligible to be elected to membership of this association only if they are members of Auxiliary Unit 517, of the Harry Lackhove American Legion Post 517, Inc, in good standing, at least 21 years of age, and a person of good reputation.

SECTION 4. SONS OF THE AMERICAN LEGION (SAL) shall be elected to membership of this association only if they are members Squadron 517, of the Harry Lackhove American Legion Post 517, Inc, in good standing, at least 21 years of age, and a person of good reputation.

SECTION 5. SOCIAL members may be elected by the active members of this association if they are at least 21 years of age and a person with a good reputation.

SECTION 6. Auxiliary, SAL, and social members may enjoy the social privileges of this association and may attend all meetings. Only active members can vote and hold positions on the Board of Directors.

SECTION 7. The name of each candidate for membership in this association shall be submitted to the Board of Directors of this Association, and at such meeting the application shall be voted upon by the Board. Any application shall become a member of this association upon their election by a majority vote of those attending such meeting at which the application is presented. If any application is rejected, it shall not be considered again until after the expiration of six months.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. The Board of Directors of the association shall be comprised of the President, Vice President, Secretary, Treasurer, Assistant Treasurer, and three (3) Post Directors.

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 the by-laws.

SECTION 3. The Board of Directors shall meet the second Wednesday of each month at 6:00 P.M., at the Post Home, and in addition shall attend the regular and special meetings of the membership of the association.

SECTION 4. For the purposes of conducting business at any meeting of the Board of Directors, the presence of a majority shall constitute a quorum.

SECTION 5. A director or officer of this association shall not be personally liable for monetary damages as such for any action taken, or any failure to take actions, unless:

(A) The director or officer has breached or failed to perform the duties of their office under 15 ps. C.S.A. 5712 (RELATING TO STANDARD OF CARE AND JUSTIFIABLE RELANCE).

(B) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

SECTION 6. Any director or officer of this association who was or is a party or is threatened to be made to any threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative (whether brought by or in the right of this association or by a third party) by reason of the fact that he/she is or was a representative of this association shall be indemnified by the association against all expenses (including attorney fees), liabilities, judgment, and/or fines actually or reasonable incurred by him/her in connections with such action, suit, or proceeding. Indemnification shall not be made in any case where the act or failure to act giving rise to claim for indemnification constitutes willful misconduct recklessness.

SECTION 7. The Board of Directors shall have the authority to employ a manager to operate the Canteen under their direction. The manager shall comply with the duties and responsibilities set forth in the manager's contractual job description.

ARTICLE 5 Officers

ELECTION OF OFFICERS

SECTION 1. The officers of the association shall be the President, Vice President, Secretary, Treasurer, and Assistant Treasurer. Officers whose terms are expiring shall be elected annually at the September Home Association Meeting.

SECTION 2. Nomination for said officers and other positions on the Board of Directors shall be made by a nominating committee comprised of not less than three (3) Board of Directors at least three (3) months prior to the September meeting. The nominating committee shall select nominees and report said nominees at the August meeting of the association. Nominations from the floor shall be accepted at the August meeting with elections of said officers occurring at the September meeting of the association.

SECTION 3. The term of office (other than the Post Directors' position) shall be for one (1) year and shall begin with the regular meeting in October. The term of the post directors shall be for three (3) years beginning with the regular meeting in October. The officers shall serve during their term of office and until election of their successors, unless a vacancy shall occur by reason of death, resignation, removal, or otherwise.

SECTION 4. The election shall be by printed ballot, and in the event that no candidate receives a majority of the votes cast by the members present for a particular office, a runoff election shall be held for that particular office between the two candidates receiving the highest number of votes on the first ballot.

SECTION 5. At the first election of officers of the association, one Post Director shall be elected for a one (1) year term, one Post Director for a two (2) term, and one Post Director for a three (3) year term. At each annual election of officers thereafter, one Post Director shall be elected for a three (3) year term to replace the Post Director whose term is expiring.

SECTION 6. Nothing herein shall be construed to prevent any active member from holding any office in this association merely because such member is an officer of The Harry Lackhove American Legion Post 517, Inc. Employees of the Home Association cannot hold office or be appointed to any committee of the association.

SECTION 7. In the event of a vacancy in the Board of Directors, either by reason of death, resignation, removal, or otherwise, said vacancy shall be filled by appointment of the remaining Board of Directors at a special or regular meeting of the Board. The person appointed shall serve the unexpired term of office of the officer shoes vacancy he or she fills.

SECTION 8. All officers shall be elected annually, and they shall hold office until their successors are duly installed or as otherwise provided. Any officer may be removed for inefficiency or conduct injurious to the welfare of the Association, the Post, or the American Legion by a two-thirds vote of the Board of Directors at a duly called meeting at which a quorum is present.

ARTICLE VI

DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings of the membership, or Board of Directors and appoint such committees as may be necessary and proper from time to time for the carrying out the purposes of the association.

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 powers of the President until such vacancy is filled by appointment.

SECTION 3. The Secretary shall keep complete records and minutes of all Association Board meetings and shall be responsible for the maintenance of such records and files as may be required by the rules and regulations of the Pennsylvania Liquor Control Board during such times as this association is a licensee thereunder.

SECTION 4. The Treasurer shall keep complete and accurate records and accounts of all receipts and disbursements in the books belonging to this association and shall provide monthly financial reports to the Board of Directors at their monthly meetings. The Treasurer shall be responsible for the deposit of all money and other valuables in the name of and to the credit of this association in such depositories as may be designated by the Board of Directors. The Assistant Treasurer shall exercise all the powers of the Treasurer in the absence of the Treasurer.

SECTION 5. The Post Directors shall review the association's books and records annually or as directed by the Board of Directors. Reports of said reviews shall be made to the board and the membership from time to time at regular or special meetings following the completion of said reviews.

ARTICLE VII

MEETINGS

SECTION 1. The Home Association Board shall meet at least monthly (2nd Wednesday of each month at 6:00 P.M.) separate from the Post meeting, and immediately following that meeting the Association's Board will provide a monthly report to the Home Association Membership at the Home Association Membership Meeting to be held at 6:30 P.M. for the purpose of approving or disapproving Home Association Board decisions and any other business that may come before it.

SECTION 2. Special meetings may be held from time to time at the Harry Lackhove Post 517 in Mercersburg, when called by the Board of Directors or by the President of the association.

SECTION 3. Upon written request of twelve (12) active members, the Board of Director or the President shall call a special meeting.

SECTION 4. For the purpose of conducting business at association meetings, the presence of four (4) members will constitute a quorum.

SECTION 5. All business meetings shall be conducted away from the canteen area, i.e., bar.

ARTICLE VII

NOTICES

SECTION 1. The Board of Directors shall not authorize or make any expenditures of \$2500.00 or incur any liability by contract for any capital improvements or repairs in excess of the \$2500.00 in value without first proposing the matter (after notice thereof) to the active members of the Post at a regular or special meeting; the notice shall contain a brief statement of the matter to be considered and the amount involved; and approval by the majority of the active members present and voting at the meeting shall be required to empower the Board of Directors to act in regard to the matter.

SECTION 2. The Harry Lackhove Post 517 Home Association shall not hold title to any real estate and shall lease the real estate located at 100 Keefer Drive, Mercersburg, Pennsylvania, and all personal property and equipment located thereon from the Harry Lackhove American Legion Post 517, Inc.

SECTION 3. Nothing in this section of this article shall be construed to prevent the Board of Directors from authorizing, without approval of the active members, the usual and ordinary business expenditures incurred in operating the bar, kitchen, and dining facilities of the Post Home in Mercersburg.

ARTICLE X

DISCIPLINARY ACTIONS

SECTION 1. All members shall be subject to disciplinary action by the Board of Directors for violation of House Rules and these by-laws, for violations of such rules of conduct as may from time to time be properly established by the Board of Directors, and for any conduct detrimental or prejudicial to the best interest of the association and/or Post.

SECTION 2. Such disciplinary actions may include temporary suspension of social privileges; revoking membership; and any such other measures as are consistent with law or House Rules, by-laws, or policies of The Harry Lackhove American Legion Post 517, Inc.

SECTION 3. Any member aggrieved by disciplinary action taken against him or her may appeal the matter to the Board of Directors at any regular or special meeting held thereafter, provided that written notice of intention to appeal be delivered to any member of the Board of Directors not more than fifteen (15) days after written notice of the disciplinary action taken has been mailed to the member.

ARTICLE XI

DUES

SECTION 1. Active members shall receive their annual home association membership card on payment of dues of The Harry Lackhove American Legion Post 517, Inc.

SECTION 2. Auxiliary members shall receive their annual home association membership card on payment of dues of Auxiliary Unit 517, Harry Lackhove American Legion Post 517, Inc.

SECTION 3. Sons of the American Legion members shall receive their annual home association membership card on payment of dues of Squadron 517, Sons of the American Legion, Harry Lackhove American Legion Post 517, Inc.

SECTION 4. Social members shall pay association dues annually to the home association unless otherwise established by the Board of Directors and upon payment therefore shall be issued their annual home association membership card.

ARTICLE XII

ADOPTION AND AMENDMENTS

SECTION 1. These by-laws shall be adopted by a majority vote of the members present and voting at any regular or special meetings of The Harry Lackhove Post 517 Home Association, Inc. Copies of these by-laws shall have been distributed to the membership and shall have been posted for inspection by the members at the Post Home in Mercersburg at least two weeks prior to said meeting.

SECTION 2. These by-laws may be amended: (a) by two thirds vote of the active members of the association present and voting at a duly called meeting at which a quorum is present; or (b) by two thirds vote of the Board of Directors presents and voting at any regular or special meetings of the Board. In all cases, written notice of the proposed amendment or amendments shall be provided together with notice of the meeting time and place at which said amendment or amendments shall be voted upon.

DISSOLUTION

SECTION 1. In the event of dissolution of this association, all assets shall become the property of The Harry Lackhove American Legion Post 517, Inc, Mercersburg, Pennsylvania. In the event the Harry Lackhove American Legion Post 517, Inc, is no longer in existence, all assets shall become the property of the American Legion, Department of Pennsylvania. In the event said state organization is no longer in existence, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the Federal government, or to a state or local government for a public purpose. Any such assets not so distributed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the association is then located exclusively for nonprofit purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for nonprofit purposes. In no event shall the assets of this association be distributed or divided among its individual members.

THESE BY-LAWS WERE ACCEPTED BY THE OFFICERS AND DIRECTORS OF THE HOME ASSOCIATION AT THEIR MONTHLY MEETING ON MAR 14, 2023, WITH FINAL ADOPTION APPROVED VIA MOTION OF DAVE MCLUCAS/MIKE KERSHNER AT THE HOME ASSOCIATION MEETING HELD ON APR 12, 2023.