

**MASON DIXON VFW POST 7234
VETERANS OF FOREIGN WARS OF THE UNITED STATES
CORPORATION
BOARD OF DIRECTORS (BoD) BY-LAWS**

These By-Laws were voted on and approved at the September 2024 BoD Meeting attended by a Quorum of Directors. Signed and Attested to by the following three (3) Directors.

Signed Chad Dryen, Board Chairman

Date 24 September 2024

Signed Carl C. [Signature]

Date 24 September 2024

Signed W. Michael Tuckman

Date 24 Sept 2024

In accordance with Article XIV, these approved changes were submitted in writing at the October 2024 regular meeting of the Corporation. The amendment(s) were read under "New Business." The proposed amendment(s) were approved by a two-thirds (2/3) majority of the members present and voting.

Signed [Signature]

Date 10-7-24

ARTICLE**TITLE**

I	NAME AND LOCATION
II	SEAL
III	MEMBERSHIP
IV	BOARD OF DIRECTORS
V	MEETINGS
VI	OFFICERS
VII	DUTIES OF THE BOARD CHAIRPERSON
VIII	DUTIES OF THE BOARD PRESIDENT
IX	DUTIES OF THE BOARD VICE-PRESIDENT
X	DUTIES OF THE BOARD SECRETARY
XI	DUTIES OF THE BOARD TREASURER
XII	BONDING
XIII	QUORUM
XIV	AMENDMENTS
XV	ORDER OF BUSINESS

ARTICLE I - NAME AND LOCATION

The name of this Corporation shall be MASON-DIXON VETERANS OF FOREIGN WARS, POST NUMBER 7234, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED. The Corporation is located at 29265 Marshy Hope Way, Ocean View, Delaware 19970.

ARTICLE II - SEAL

The Corporate Seal of this Corporation shall be a circular seal with the name of the Corporation around the outside border and the year of inception in the center.

ARTICLE III - MEMBERSHIP

1. Members of this Corporation shall consist of all eligible members in good standing of Mason-Dixon VFW Post Number 7234, Veterans of Foreign Wars of the United States, Incorporated, who meet criteria as described in Veterans of Foreign Wars Bylaws, Article 1, Section 1, "Membership Eligibility". From the National VFW website, it reads:

To qualify for VFW Membership, you MUST meet the following TWO requirements:

Honorable Service -- must have served in the Armed Forces of the United States and either received a discharge of Honorable or General (Under Honorable Conditions) or be currently serving.

Service in a war, campaign, or expedition on foreign soil or in hostile waters*. This can be proven by any of the following:

- An authorized campaign medal (see a full list of qualifying medals)
- Receipt of Hostile Fire Pay or Imminent Danger Pay
- Service in Korea for 30 consecutive or 60 non-consecutive days

*This information is available through a Veteran's DD-214. If other information is needed, or the DD-214 is incomplete, they can contact the National Personnel Records Center online or at 314.801.0800 to request more information.

2. Members of the Auxiliary of Mason-Dixon VFW Post Number 7234, Veterans of Foreign Wars of the United States, Incorporated, will have a parent, grandparent, child, grandchild, sibling, or spouse who would be eligible in accordance with the criteria in Article III, paragraph 1. You can learn more at vfwauxiliary.org. Auxiliary members shall maintain their membership status in good standing. Auxiliary members may offer advice and assistance to the Corporation but have no vote in the Corporation or in its Board of Directors. Step- and adopted parents, children, siblings (and half-siblings), grandparents and grandchildren are considered the same as biological parents, children, siblings, grandparents, and grandchildren and may join the VFW Auxiliary under their VFW-eligible veteran. Proof of service is required for eligibility and must be obtained by the applicant.

3. Members of "Mason-Dixon Membership" of the Mason Dixon-Post Number 7234, Veterans of Foreign Wars of the United States, Incorporated, are those who have served in the military, were Honorably Discharged, are in good standing, but did not serve in designated combat areas in accordance with Article III, Paragraph 1. Mason-Dixon Members shall have no vote in the Corporation, or in the BoD.
4. "Social Members" shall consist of those persons twenty-one (21) years and older, not otherwise eligible for membership in Mason-Dixon Post 7234, Veterans of Foreign Wars of the United States, Incorporated, whom the Board of Directors (BoD) deem qualified for social membership. Consideration shall be given to the close relatives of members of the Armed Forces who do not qualify to be Auxiliary or Mason-Dixon Members. Social members shall have no vote in the Corporation or in the BoD.
5. The admission fee and yearly dues for Mason-Dixon Members and Social Members shall be determined each year by the Board of Directors, but it shall not be less than the Membership fee and yearly dues of the Mason-Dixon Post Number 7234, Veterans of Foreign Wars of the United States, Incorporated.
6. Honorary Membership for those who are twenty-one (21) years and older, can be selected by the Board of Directors. However, such membership must be approved each year.
7. Any Mason-Dixon Member, Social Member or Honorary Member who is eligible for membership in the Veterans of Foreign Wars or Auxiliary is highly encouraged to join in their applicable eligible category.

ARTICLE IV - BOARD OF DIRECTORS (BoD)

1. Duties and Responsibilities. Management of the Corporation's property, business, equipment, operations, sustainment, and general welfare of the Corporation shall be vested in a Board of Directors (BoD) – may also be referred to as the House Committee. The BoD approves all sub-rentals of the Corporation's property and equipment in a protective manner and under a duly signed contractual obligation. The BoD shall make final decisions on authorized expenditures for those items within their purview and bring items outside their purview to the General Membership of the Corporation for a decision.
2. The Board of Directors (House Committee) shall be constituted as herein provided:
 - a. No more than twelve (12) Directors will be elected and serve at any given time. Directors shall be members in good standing of Mason-Dixon VFW Post Number 7234, Veterans of Foreign Wars of the United States, Incorporated. All BoD vacancies shall be filled by election by voting members of the Corporation, present and voting, at a regular or special meeting of the Corporation, and the election procedure shall be the same as described in the Constitution and Bylaws of the Veterans of Foreign Wars of the United States, Incorporated. A Director so

chosen shall serve for the unexpired term of the vacant office to which he/she has been elected. A candidate must receive a majority of votes cast to be elected.

- b. The Commander, Senior Vice Commander, Junior Vice Commander, and Quartermaster of Mason-Dixon VFW Post Number 7234, Veterans of Foreign Wars of the United States, Incorporated shall be four (4) default members (Officers) of the Board of Directors during their term of office. If any officer member, who is also a member of the Board of Directors by virtue of their office position resigns their office position at any time during their term of office, it would also create a vacancy to exist on the Board of Directors.
- c. If the Commander, Senior Vice Commander, Junior Vice Commander, or Quartermaster, is already a member of the Board of Directors prior to his/her installation as an Officer of Mason-Dixon Post Number 7234, Veterans of Foreign Wars of the United States, Incorporated, then a vacancy shall be created and exist on the Board of Directors. This vacancy shall be filled by an election of eligible voting members of the Corporation and the term of office of the newly elected BoD Member shall be concurrent with the term of office in the Mason-Dixon VFW Post 7234, Veterans of Foreign Wars of the United States, Incorporated, for which the vacancy originated. The term of office of the BoD Member so elected shall not exceed one (1) year from the date the vacancy occurred.
- d. The Immediate Past Post Commander shall serve an additional one-year term on the Board of Directors as a non-voting member upon completion of his/her term as Commander. They shall replace the current sitting Immediate Past Commander on the Board (if applicable). If the Immediate Past Commander cannot serve, or if the Immediate Past Commander is otherwise elected outright to serve as an elected member of the Board of Directors, the position shall be left vacant.
- e. The President of Mason Dixon VFW Post Number 7234 Auxiliary, while in office, shall serve as a non-voting Member on the Board.
- f. Board of Director (BoD) Members shall be divided into three (3) categories. The term of office of the first category expires at the annual meeting next ensuing after the first election of BoD Members; the second category, one (1) year thereafter; and the third category, two (2) years thereafter. At each annual election held after such first election, BoD Members shall be chosen for the full term of three (3) years to succeed those whose terms expire.
- g. No elected Board of Directors member shall serve more than two (2) consecutive terms ranging from two (2) to six (6) years. Former BoD members are not precluded from running again for the position of BoD member.
- h. Any member of the Board of Directors missing two consecutive meetings without a valid excuse may be dropped from the Board. That which constitutes a valid excuse shall be decided by majority vote of members of the Board of Directors.

- i. All members of the Board of Directors shall be active in Post Affairs including regular attendance at monthly General Post Membership meetings. Any member who misses more than three (3) regular Post Membership Meetings in succession without an excuse acceptable to a majority of the Board members present and voting shall be dropped from the Board of Directors.
- j. The replacement of any member dropped from the Board of Directors shall be filled as prescribed in Article IV, paragraph (2).

ARTICLE V – BOARD MEETINGS

1. Monthly Corporation BoD Meetings are normally held the final Tuesday of each month. A Meeting Agenda shall be provided to each Member present prior to the start of the Meeting. The annual meeting of the Board of Directors shall be the last Tuesday of July.
2. Any changes to the Meeting rules of the Board of Directors shall be read to the membership at least one meeting prior to the meeting where the change(s) will be voted on. The Order of Business shall follow that prescribed in these Bylaws under Article XV.
3. The Corporation's Board of Directors' Meetings shall be held at Mason-Dixon VFW Post Number 7234, Veterans of Foreign Wars of the United States, Incorporated and are open to any Corporation Member in good standing.

ARTICLE VI – BOARD OFFICERS

1. At a minimum, the Officers of the Board of Directors shall be a Chairperson, a President, a Vice President, a Secretary, and a Treasurer. The Officers shall be members of the Board of Directors and shall be elected by the Board. The Board of Directors may remove any Board Officer at any time with a two thirds (2/3) majority vote. No person shall hold more than one Board office at any one time.
2. In the event of the temporary, unexcused absence of any Officer for more than two (2) months, the Board of Directors may appoint an Officer to fill the temporary vacancy.

ARTICLE VII - DUTIES OF THE BOARD CHAIRPERSON

1. The BoD Chairperson shall preside over all meetings of the Board of Directors. He/she shall appoint Committees as may be necessary, subject to the approval of the Board of Directors. Committee Chairpersons shall be members of the BoD. Committee Members need not be members of the BoD but must be member(s) in good standing of VFW Post Number 7234 as defined in Article III, Membership. The Chairperson shall be the deciding vote on all ties of the Board Members.

ARTICLE VIII - DUTIES OF THE BOARD PRESIDENT

1. The BoD President shall be the Executive Officer of the Board of Directors. He/she shall have general and active management knowledge of the business of the Corporation and shall enforce all orders and decisions of the Board. He/she shall execute all contracts and agreements authorized by the Board and shall keep in safe custody the Seal of the Corporation. When it shall be necessary to affix the Seal to any instrument, the Seal when affixed shall be attested to by the signature of the Board Chairperson, Board President, Board Secretary, and the Board Treasurer.
2. The BoD President Chairs BoD meetings when the Chairperson is unable to Chair.

ARTICLE IX - DUTIES OF THE BOARD VICE-PRESIDENT

1. The BoD Vice-President shall exercise the duties of the President during their absence.

ARTICLE X - DUTIES OF THE BOARD SECRETARY

1. The BoD Secretary shall keep a written record of all meetings of the Board of Directors, issue notices of all meetings, keep a Meeting attendance roster of all BoD members, and perform all other duties as are incident to their office.

ARTICLE XI - DUTIES OF THE BOARD TREASURER

1. The BoD Treasurer shall receive and hold all monies, securities, and such other property, real and/or personal of the Corporation as may pertain to his/her office. He/she shall pay out monies only after the Board of Directors has authorized such payment and such payment is cosigned by the BoD Chairperson or BoD President. He/she shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects, in the name and to the credit of the Corporation, in a banking institution designated by the Board of Directors. He/she shall render to the Board and Corporation, at the annual and quarterly meetings, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. He/she shall furnish the Corporation a satisfactory Bond in the sum of not less than One Hundred and Fifty Thousand Dollars (\$150,000) for the faithful performance of his/her duties.

ARTICLE XII - BONDING

1. The Board of Directors shall require a satisfactory bond in the amount of not less than Five Thousand Dollars (\$5,000.00) from each person other than the Treasurer, having access to or handling any monies, securities, and such other property, real and/or personal, of the Corporation. The Corporation shall bear the bonding expense.

ARTICLE XIII - QUORUM

1. A quorum of the Board of Directors shall consist of a majority of its membership, or a minimum of seven (7) Directors.

ARTICLE XIV - AMENDMENTS

1. Any amendment(s) to these Bylaws shall be submitted in writing at a regular meeting of the Corporation and signed by a minimum of three (3) BoD members in good standing. The amendment(s) shall be read under "New Business." The proposed amendment(s) shall become part of these Bylaws if, at the next regular meeting, it is approved by a two-thirds (2/3) majority of the members present and voting.

ARTICLE XV - ORDER OF BUSINESS

1. The Order of Business at regular meetings of the Board of Directors (BoD) shall be:
 - (a) Call Meeting to Order
 - (b) Attendance Roll call of Officers
 - (c) Reading of Previous Meeting Minutes
 - (d) Reading of Membership Applications and Status
 - (e) Reading of Financial (Treasurer's) Report
 - (f) Committee Reports by Officers or Directors
 - (g) Discussion of Old Business or Unfinished Business
 - (h) Discussion of New Business
 - (i) Discussion for the Good of the Order
 - (j) Next Meeting Time and Place
 - (k) Adjournment