

THE CIVIL WAR CIVILIANS OF SPOTTSYLVANIA, INC

BY-LAWS – Revised February 15, 2015

ARTICLE I

NAME AND PURPOSE

Section 1: The name of this corporation shall be The Civil War Civilians of Spottsylvania, Inc. (hereafter referred to as "CWCS" or "the Organization").

Section 2: CWCS shall have its headquarters in the county of Spottsylvania, Virginia.

Section 3: CWCS shall be organized and operated as a non-stock, non-profit, and educational organization under the laws of the Commonwealth of Virginia and the IRS Code. No part of the Organization's funds shall inure to the benefit of any private individual. The purposes for which the Organization is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. In pursuit of these purposes CWCS shall endeavor:

- To provide an opportunity to bring together persons who are interested in preserving and perpetuating the culture and heritage of the Civilians of the American Civil War Era in the Central Virginia region. For these purposes the Central Virginia region is defined as the surrounding counties as existed during the American Civil War era and/or within approximately 50 miles of the current borders of Spottsylvania County. Also, for the Organization the American Civil War era is defined as 1850 to 1870.
- To foster, encourage, and organize other activities related to the Civilians in the Central Virginia region during the American Civil War era.
- To conduct historical research of persons, places and events relating to the Central Virginia region during the American Civil War era.
- To impart this knowledge to the general public. These purposes may be accomplished through, but are not limited to, the following activities: living history demonstrations of the American Civil War era Civilian life skills, craftsmanship, social customs, and dancing; and providing dance classes, a newsletter, and a website.

Section 4: Notwithstanding any other provision of these by-laws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE II

MEMBERSHIP

Section 1: Membership in CWCS shall be open to anyone upon payment of dues, who subscribes to the purposes and principles of the Organization as stated in Article 1, and shall continue as a member upon paying the annual dues. A family membership shall consist of two or more related persons living in the same household. Annual dues shall be fixed by majority vote of

the membership. The method and time of payment of dues shall be determined and may be changed, from time to time, by majority vote of the members present at a regular meeting.

Section 2: Membership in CWCS shall consist of two classes: Individual or Family.

Section 3: CWCS members are defined as those in good standing whose dues are current. Only members in good standing present at the annual, monthly, or special meeting of the Organization shall be entitled to one vote on each matter submitted for a vote of the membership. A family membership is entitled to two votes.

Section 4: CWCS fiscal year and annual membership year are January 1st to December 31st. Dues are delinquent on February 1st. Dues may be changed by recommendation of any member and majority vote of members with thirty (30) day notice of the entire membership prior to the vote at a monthly scheduled meeting.

Section 5: New members shall be furnished a list of CWCS members, a copy of the By-Laws, a copy of the current newsletter and a copy of CWCS "Period Standards". Articles of Incorporation are available upon request.

Section 6: Any member associated with a CWCS event is required to obtain, at their own expense, period appropriate attire according to the CWCS "Period Standards".

Section 7: The Board of Directors may deny or terminate membership at its discretion. Members agree to "hold harmless" CWCS, its Officers, its Board of Directors, its Organizing Director, or its agents, individually and/or separately. Members agree to abide by policies and procedures, and to support the CWCS' purposes and reputation.

Section 8: A CWCS scheduled event is defined as: Any event in which CWCS physical assets are deployed.

ARTICLE III OFFICERS

Section 1: The officers of CWCS shall be a President, Vice President, Secretary and Treasurer. The officers of the Organization, including the Directors, the previous year's President (Past President), and the Organizing Director, consisting of six (6) members, shall constitute the Board of Directors. These officers shall perform the duties as prescribed in the following section.

Section 2: The officers shall be elected by ballot to serve for one year or until their successors are elected. The term of office shall begin at the close of the Annual General Meeting at which they are elected.

Section 3: The duties of the Board of Directors shall include, but not be limited to, the following:

President - The President shall:

- call meetings to order and preside at all meetings,
- appoint chairpersons for standing and special committees,
- represent CWCS on appropriate occasions,
- serve as member ex-officio of all committees except the nominating committee,
- have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these By-Laws, or as may be prescribed by the Board of Directors (Executive Board).

Vice President - The Vice President shall:

- perform all duties of the President in the absence of, or at the request of the President and shall serve as President should that office become vacant for the remainder of that term.
- in the absence of the President, or in the event of his or her inability or refusal to act, shall perform all the duties of the President,
- have powers and duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors,
- also serve as the chair of the nominating committee.

Secretary - The Secretary shall:

- record and promptly file a hard copy of the minutes of all meetings,
- attend to all correspondence of CWCS,
- exhibit at all reasonable times to any director of the organization, or to his or her agent or attorney, on request, the by-laws, and the minutes of the proceedings of the directors of the Organization,
- in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these by-laws, or which may be assigned to him or her from time to time by the Board of Directors.

Treasurer - The Treasurer shall:

- have charge and custody of, and be responsible for, all funds and securities of the Organization, and deposit all such funds in the name of the Organization in such bank(s), trust companies, or other depositories as selected by the Board of Directors,
- disburse, or cause to be disbursed, the funds of the Organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements,
- keep and maintain adequate and correct accounts of the Organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses,
- exhibit at all reasonable times the books of accounts and financial records to any director of the Organization, or to his or her agent or attorney, on request therefore,
- render to the President and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Organization,
- prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, shall prepare a written report of the financial condition of the Organization to be presented at the monthly meetings,
- assume the responsibilities of membership record keeping and the membership list,
- in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

Past President - The Past President shall:

- serve as a member of the Board of Directors (Executive Board) representing the wishes of the membership of CWCS,
- serve as an advisor to the Officers of the Organization,
- be entitled to all the rights and responsibilities of a full member of the Board of Directors.

Organizing Director - The Organizing Director (Elaine Sturgeon) shall:

- maintain this designation as long as fidelity to CWCS is maintained,
- serve as a member of the Board of Directors representing the wishes of the general membership of CWCS,
- serve as an advisor to the Officers of the Organization.,
- be entitled to all the rights and responsibilities of a full member of the Board of Directors.

ARTICLE IV MEETINGS

Section 1: The regular meetings of CWCS shall be held monthly on a Sunday which shall have been previously designated. The membership shall be notified of the designated Sunday at least one week prior to the meeting by process of electronic notification.

Section 2: Five regular members plus at least one member of the Board of Directors, physically present, shall constitute a quorum. Business is conducted by majority vote. On all matters other than election of officers, voting may be by written ballot, voice vote, or show of hands, as appropriate to the situation. In any voting situation, if any member objects to any procedure other than a written ballot, a written ballot shall be used. The presiding officer does not have a vote except in the case of a breaking tie vote should that occur. No meeting or vote is legal or binding in the absence of a quorum.

Section 3: The regular meeting in January shall be known as the Annual General Meeting and shall be for the purpose of electing officers, receiving reports of the past officers and committees, and for any other business that may arise.

Section 4: Special meetings may be called by the President, by the Board of Directors, or shall be called upon the written request of seven members of the Organization. The purpose of the meeting shall be stated in the call. Only the stated business may be addressed at a special meeting. Except in cases of emergency, at least three days' notice shall be given.

ARTICLE V BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the Officers, the Past President, and the Organizing Director. The Board of Directors shall perform any and all duties imposed on them collectively, or individually, by law, by the Articles of Incorporation, or by these By-laws.

Section 2: The Board of Directors shall appoint a replacement to any vacant office, except the President for the remainder of the term.

ARTICLE VI COMMITTEES

Section 1: Committees shall be established by the President or the Board of Directors. Committee chairpersons shall appoint their committee members and report to the President.

Section 2: Standing Committees shall include but are not limited to:

- **Education Committee:** historical research and development, period standards, workshops and other internal educational and training programs to support CWCS' purpose.
- **Events Committee:** shall review and consider opportunities for participation in period events and activities.
- **Media Committee:** shall be responsible for written communication, website, newsletter, etc.
- **Physical Assets Committee:** shall be responsible for management of CWCS assets.

Section 3: Special Committees will be appointed as necessary.

ARTICLE VII NOMINATIONS AND ELECTIONS

Section 1: A nominating committee, consisting of at least three members to include the Vice-President, shall be organized no later than the October meeting. The Vice-President shall be the chair of the nominating committee. The nominating committee shall prepare a slate of nominees to be voted on by the membership at the Annual; General Meeting. The general membership shall be notified of the slate of candidates no later than thirty (30) days prior to the election.

Section 2: Officers shall be elected each year by a majority vote of CWCS members present at the Annual General Meeting. The term of each officer shall be one year beginning at the close of the meeting at which they are elected.

Section 3: To be eligible for office, a member shall have been a member in good standing for not less than six months.

Section 4: Nominations may be made from the floor provided the prior consent of the nominee has been obtained.

Section 5: Election of officers will be by written ballot unless there is only one nomination for each office, in which case a voice vote or show of hands may be used. If the slate as presented is affirmed, the Secretary may be instructed to enter a single vote for the slate, which will then be duly elected.

Section 6: If an officer is found to be unable or unwilling to perform the duties and responsibilities of office, he or she may be removed by a majority vote of the members at a monthly or special meeting.

Section 7: There shall be no usage of absentee or proxy balloting. Only those members present at the time of the vote shall be able to cast votes at any meeting.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Organization may adopt.

ARTICLE IX AMENDMENT OF BY-LAWS

These By-laws may be amended at any monthly meeting, by two-thirds (2/3) vote of the members present; provided that the amendment has been submitted in writing at least by the previous monthly meeting and conveyed to any members not present at that meeting. In order to amend these By-laws, written request shall be submitted to the Board for consideration. The Board will then:

- (1) Accept the proposal as submitted and present to the membership for a vote; or
- (2) Reject the proposal with explanation to the membership, with prior notification to the submitter; or
- (3) Modify the proposal, with the submitter's approval, and present to the membership for a vote.

ARTICLE X DISSOLUTION

The organization may be dissolved by resolution adopted by two-thirds (2/3) vote of the members present at a meeting duly called for this purpose. Upon dissolution of the organization, the Board of Directors shall, after paying all liabilities of the organization, dispose of all assets in accordance with the Articles of Incorporation.

RATIFICATION

These By-laws become effective upon ratification by a two-thirds (2/3) majority of the members at a monthly meeting.

RATIFIED AT: _____ ON _____, 20____