

Missouri Civil War Reenactors Association, Inc.

By-Laws

Revised April 6, 2024

ARTICLE I

NAME: The name of this corporation is and shall be "The Missouri Civil War Reenactors' Association".

ARTICLE II

OBJECT & PURPOSE: The object for which the corporation is organized is...

- ❖ To promote historical, educational, and literary activities by its members.
- ❖ To emphasize and implement the study of persons and events associated with the history of the United States, and particularly that period referred to as "The Civil War".
- ❖ To create and sponsor living history representation and the United States.
- ❖ To bring together for mutual benefit students of history of the United States.
- ❖ And to carry on the work heretofore carried on under the name "Missouri Civil War Reenactors' Association".
- ❖ No part of the earnings of this corporation shall inure to the benefit of any private member or individual within the meaning of Section 501 (c) of the Internal Revenue Code as now in effect or afterwards amended. Upon dissolution of this corporation, its remaining assets, if any, shall be distributed to one or more charitable or educational purposes within the meaning of Sec. 501 (c)(3) of the Internal Revenue Code as now in effect or afterwards mended, as the directors of this corporation shall determine. This corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Sec. 513 of the Internal Revenue Code as now in force or afterwards amended.

ARTICLE III

AMENDMENTS: The Articles of incorporation of the corporation may be amended from time to time. No such change shall become effective until duly certified by the Missouri secretary of State. The By-Laws of the corporation may be altered or amended by the MCWRA Board of Directors. No such alteration, modification, or amendment shall become effective until a copy of the text thereof is included on the MCWRA website for members to review, and upon passage by a two-thirds (2/3) affirmative vote of the members present and voting at the next scheduled meeting.

ARTICLE IV

REGISTERED AGENT, AND OFFICES: The registered agent and office of the corporation shall be as set forth in the Articles of Incorporation, except as the same may be changed at any time by the Board. The corporation may have such other offices permitted by law as the Board may from time to time appoint and the business of the corporation may require. The principal office of the corporation shall be identical with the registered office of the corporation.

ARTICLE V

MEMBERSHIP: Membership of the Missouri Civil War Reenactors' Association, Inc., shall be conferred upon a person solely upon their (individual /family) payment of dues. Membership shall be withdrawn solely on failure of a member to pay required annual dues or upon two-thirds (2/3) vote of all members present and voting at a schedule meeting of the MCWRA.

1. Quarterly meeting of the members shall be held at a place and time designated by the Board at that previous meeting.
2. **Special Meeting:** Special meetings of the members may be called at any time by any member of the Board of Directors. This needs to comply with the state of Missouri guidelines and regulations.
3. **Notice:** Written or printed notice of each meeting of members whether quarterly or special, stating the place, day and hour of the meeting, and the purpose for purposes thereof, shall be provided to each member entitled to vote at said meeting, either by mail or by electronic means, not less than ten (10) days or more than fifty (50) days prior to the meeting, unless as to a particular matter, other or further notice is required by law, in which case such other or further notice shall be given. Any notice sent by mail shall be deemed to be delivered when deposited in the United State mail with postage thereon prepaid addressed to the member at his address as it appears on the records of the corporation. Electron notification shall be deemed delivered by electronic tracking.
4. **Waiver of Notice.** Any notice required by these By-Laws may be waived by the persons entitled thereto signing a waiver of notice before or after the time of said meeting and such waiver shall be deemed equivalent to the giving of said notice. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because it is not lawfully called or convened.
5. **Quorum.** A majority of the persons entitled to vote at any meeting, represented in person or by proxy, shall constitute a quorum at a meeting of the members, but less than such quorum shall have the right successively to adjourn the meeting to a specified date not longer than ninety (90) days after such adjournment and no notice need be given of such adjournment to members not present at the meetings. Every decision of a

majority of such quorum shall be valid as a corporate act unless a larger vote is required by these By-Laws or by the laws of the United States or the State of Missouri.

6. **Control of Meeting.** Every meeting of the members, for whatever object, shall be convened by the President, or Board member by notice as above provided, but said meeting shall be presided over by the President unless the members at any meeting, by a majority vote of the shares there represented, selects some other person to act as Chairman of such meeting, any other provision in these By-Laws to the contrary notwithstanding.
7. **Business Transacted.** Legal business may be transacted whether or not specified in the notice of the meeting unless said business is determined to be illegal by State or Federal law.
8. **Voters:** Any member aged 16 years or older shall be eligible to vote at elections or upon any question involving the finances or policies of this corporation. A member may vote either in person or by proxy executed in writing or electronic means, by the member to be exercised solely by another member. No proxy shall be valid after eleven months from the date of execution unless otherwise provided in the proxy.
9. **Unit Membership.** Units formed by members may affiliate with the corporation, a "unit" is defined as a group of reenactors who band together to portray a specific Infantry, Cavalry, Artillery, Guerrilla, Medical, Civilian, or other identified organization. Units affiliated with the MCWRA must meet such criteria as may be established by the MCWRA Board to maintain voting representation.

ARTILE VI

MCWRA BOARD:

Section 1. Elections and Vacancies. The members of the MCWRA Board shall consist of the President, Vice President, Secretary and Treasurer, plus nine members-at-large. President and vice president services two (2) two alternating years. Secretary and Treasurer are appointed annually, at last quarterly meeting. However, these positions are non-voting. Three board members at large will be elected each year by secret written ballot of the entire membership, to serve three-year terms. President can only serve a total of 2 terms (total of 4 years) at one time. They can again after they have been not president for a year after those 2 terms. Only two members from the same unit can serve on the board at any given time.

All duly elected Board members must physically attend a minimum of two meetings per year to maintain their seat. In the event this obligation is not fulfilled, a member may be appointed by the President and approved by the Board to fulfil the remainder of that year. This person may be chosen from prior board members or the membership at large. Then serve the remaining term until voted on at the next election.

The Board shall exercise only those powers required by the laws of the State of Missouri or the United States.

Section 2. Place of Meeting. The quarterly meeting of the Board shall be held at the same place as the quarterly meeting of the members. Except that in the event of an adjournment of said meeting, at any place within or without the State of Missouri, as may be designated by the adjourning said meeting.

All regular and special meetings of the Board shall be held at a designated location, time, and place.

Section 3. Time of Meeting. The quarterly meeting of the Board shall be held immediately prior to the quarterly meeting of the members. A quorum shall be a majority of those Board members present or electronically attending.

Meetings of the Board maybe held without notice as frequently and at such time and place as may from time to time be determined by the Board. Special meetings of the Board may be held at any time, upon a call of the President or other officers of the corporation. Written or electronic means may be used to call such meetings. Special meeting shall comply with State of Missouri regulations.

Section 4. Notice of Meetings. Regular meetings of the Board may be held without notice. Special meetings of the Board may be held upon four (4) days' written notice addressed to each Board members by United States mail postage prepaid or via electronic. Neither the business to be transacted nor the purpose of any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting. Special meeting shall comply with the State of Missouri regulations.

Section 5. Waiver. Attendance of a director at any meeting shall constitute a waiver of notice except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 6. Action by Board members Without Meeting. If all the Board members, severally or collectively, consent in writing to any action to be taken by the Board, such consents shall have the same force and effect as a unanimous vote of a board members at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Board.

Section 7. Removal. At a meeting called expressly for that purpose, board members may be removed. The entire Board may be removed, with or without cause, by the vote of voters then entitled to vote at any election. If less than the entire Board is to be removed, no one of the board members may be removed if the votes cast against his/her removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board. |

Any member or unit being accused of violation of the by-laws, code of conduct, safety code and are being considered for expulsion or any other disciplinary action from the MCWRA, must

receive 30 days written notice of potential action as well as meeting place and time. Written notice of perceived action shall be sent to the accused via registered, return receipt mail. The proposed offense shall clearly be stated in the letter received by the accused. The accused individual or unit will have from the receipt of the notice until set meeting to gather information and develop a defense. Both sides may present their case at the scheduled meeting. Action will be determined by vote of the membership. Regular voting rules apply. A letter will be sent to the accused as to action taken. All actions and determinations made are permanent.

ARTICLE VII

BOARD DUTIES:

Section 1. Board: The management of the affairs and business of the corporation shall be vested in the MCWRA Board. The Board shall have the power to set the dues of the membership, to delegate its powers to subcommittees as appropriate, and to do other acts not prohibited by law, except as specifically limited by the By-Laws.

A majority of the elected members shall constitute a quorum for the transaction of business. The Board and membership of the corporation shall meet at least quarterly for a business meeting, and shall, when practicable, meet from time to time for social and educational purposes.

Section 2. The President. The President shall preside at all meetings, shall have active and general charge of the affairs of the corporation, subject to the mandate of the Board, and shall execute all instruments, on behalf of the corporation. The President shall preside at all meetings of the members and board and shall have general supervision of the business and finances of the company and shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the rights of the Board to delegate any specific powers to any other officer or officers of the corporation except such as may be by statute exclusively conferred upon the President. The President shall execute all bonds and other contracts.

Section 3. The Vice-President. The Vice-President shall attend all meetings of the Board any shall fill in for the President at a meeting in the event the President is unable to attend or fulfill his duties. In the event the President is removed from the board for whatever reason, the Vice-President shall ascend to the position of President and fulfill the remainder of the current President's term. The Vice-President shall appoint a Board member or an individual from the general membership as approved by the Board to fulfill his/her role until a new President is elected via the usual election process. If the Vice-President still has time left on his term following the election of a new President, he will then resume his duties as Vice-President until the next election.

Section 4. The Secretary. The Secretary shall attend all meetings (Board/Members) and act as clerk thereof and shall record all votes and the minutes of all proceedings. The Secretary shall be the custodian of all the non-financial records of the corporation and shall transmit such

records to his successor. They shall perform such other duties as may be prescribed from time to time by the Board or the President, under whose supervision they shall be. The Board at any meeting, may designate any member to act as temporary Secretary in the absence of the Secretary.

Section 5. The Treasurer. The Treasurer shall have custody of the corporation's financial records, shall keep full and accurate books of account, shall accept receipts of funds, and make disbursements, and shall furnish periodic financial reports as requested by the Board.

Section 6. Subordinate Officers. The Board may elect such subordinate officers as it may deem desirable. Each officer shall hold office for such period and shall have such authority and perform such duties as the Board may prescribe. The Board may, from time to time, authorize any officer to appoint subordinate officers and to prescribe the powers and duties thereof.

Section 7. Delegation of Duties by Board. If any Board member of this corporation be absent or unable to act, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being some or all of the functions, duties, powers and responsibilities of any other board member, and to any other agent or employee of the corporation or other responsible person, provided a majority of the whole board occurred within.

Section 8. Miscellaneous Duties. All committee personnel shall have such further duties and responsibilities as may be assigned or delegated to them by the Board.

ARTICLE VIII

AMENDMENTS: The By-Laws of the corporation may from time to time be suspended, repealed, amended, or altered, or new By-Laws adopted, in the manner provided by law.