

By-Laws of the Atlanta World War II Round Table



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By-Laws of the Atlanta World War II Round Table

PREAMBLE

These By-Laws of the Atlanta World War II Round Table have been approved by the Board with an Effective Date of January 1, 2023, and hereby amends and replaces in their entirety all previous By-Laws of the Organization.

ARTICLE I. NAME OF ORGANIZATION

The name of the Organization is Atlanta World War II Round Table, Inc.

ARTICLE II. PURPOSE OF ORGANIZATION

Section 1. Specific Purpose

The Atlanta World War II Round Table is a non-profit 501(c)(7) organization (“**Organization**”) dedicated to preserving and discussing World War II history among the Organization’s membership and guests.

The primary objectives and activities of the Organization shall be:

- a. to meet no less than ten times a year and be a recreational platform for discussion, deliberation, and education on the causes, events, and impacts of World War II.
- b. to provide opportunities to its members and guests to share their perspectives, experiences, and research, and to give talks and presentations on World War II.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Eligibility for membership in the Organization shall be open to any person 17 years of age and older that supports the purpose statement in Article II, Section 1. Membership is accepted after receipt of a membership application and payment of annual dues. A person’s race, sex, religion, or national origin shall not be a qualification or disqualification for membership.

Section 2. Annual Membership Dues

The amount required for annual dues shall be \$35 unless changed by a simple majority vote of the Board at the Annual Board Meeting. Annual membership shall be effective on the date of payment of membership dues and expire one (1) year later. Continued membership is contingent upon being up to date on membership dues. Each new member shall be provided with a name tag to wear at meetings and events. Members delinquent in dues for twenty-four (24) months may be dropped from membership by a simple majority vote of the Board.

Section 3. Rights of Members

Each member of the Organization shall be eligible to vote in person or appoint one voting surrogate to cast the member’s vote in Organization elections. All issues to be voted on under the purview of the membership of the Organization, including but not limited to the election of the Board, shall be decided by a simple majority of the members of the Organization present at the meeting or election in which the vote takes place.

Section 4. Resignation and Termination

Any member of the Organization may resign by filing a written resignation with the Commander. Resignation shall not entitle a member to a refund of paid dues. A member can have their membership Terminated for Cause by a simple majority vote of the Board.

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Section 5. Non-voting Membership

The Board shall have the authority to establish and define non-voting categories of membership, and such non-voting categories may include but shall not be limited to honorary members.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

- a. **Regular Membership Meetings:** regular meetings of the members of the Organization shall be held monthly, at least ten months of the year, at a time and place designated by the Commander. The Board shall have the authority to determine price of admission for any meeting to cover facility rent costs and/or the cost of meals served.
- b. **Annual Board Meeting:** a meeting of the Board shall occur in August of each year at a time and place designated by the Commander.
- c. **Election of Directors:** members of the Organization shall vote in the election of the Board at the June Regular Membership Meeting.
- d. **Annual Banquet:** a time and location shall be determined by the Board for an Annual Banquet for the members of the Organization.

Section 2. Special Meetings

Special Meetings may be called by the Commander or a simple majority of the Board. A petition signed by five percent (5%) of members of the Organization may also call a Special Meeting.

Section 3. Emergency Meetings

The Commander shall call an Emergency Meeting of the Board and/or Staff as the Commander deems necessary or on the recommendation of the Board.

Section 4. Regular Membership Meetings Quorum

A quorum for a meeting of the members of the Organization shall consist of at least twenty percent (20%) of the membership.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Organization shall be managed by the Board of Directors ("**Board**"). The Board shall have control of and be responsible for the operation and welfare of the Organization.

Section 2. Minimum and Maximum Number of Directors

The number of Directors shall be fixed from time-to-time by the Board but shall consist of no less than three (3) and no more than eight (8) Directors and must include the following offices defined in Article VI: the Commander, the Adjutant, and the Corporate Secretary and Chief Financial Officer.

Section 3. Qualifications

Each Director of the Board shall be a member of the Organization whose membership dues are current and paid in full. A person's race, sex, religion, or national origin shall not be a qualification or a disqualification for any office on the Board.

Section 4. Election of Directors

The Board shall appoint a Nominating Committee whose duty shall be to nominate candidates for the Board at the May Regular Membership Meeting.

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- a. The Nominating Committee should consist of at least three (3) past Commanders, if achievable, who are willing to participate, and a minimum of two (2) long-standing members of the Organization.
- b. Members of the Organization present at the June Regular Membership Meeting's election of Directors shall constitute a quorum and a simple majority vote of such members shall govern.
- c. Nominations may be made from the floor at the time of the nominations at the May Regular Membership Meeting.
- d. Newly elected Directors shall take office at the beginning of the Fiscal Year.
- e. No election of Directors shall be held unless a quorum of current Directors is present as defined in Section 6 of this Article.
- f. No Director shall hold more than one office during a Fiscal Year, except in extreme emergency.

Section 5. Term and Term Limits

Directors shall, upon election, commence with the performance of their office effective at the start of the Fiscal Year.

Each Director shall serve a one (1)-year Term ("**Term**"). Directors may serve three (3) additional, consecutive one (1)-year Terms, for an aggregate Term limit of four (4) consecutive one (1)-year Terms ("**Term Limit**") or until his or her successor is elected. Any Director who has served four (4) consecutive Terms in any combination of elected Board offices must wait one (1) year before being eligible for candidacy for any office of the Board.

Section 6. Board of Directors Quorum

The presence, in person of a simple majority of Directors on the Board, shall be necessary at any meeting to constitute a quorum to transact business or vote on matters and decisions under the purview of the Board, but a lesser number of Directors shall have the power to adjourn to a specified later date. The act of a present simple majority of the Directors on the Board at a meeting at which a quorum is present shall constitute an act of the Board unless a greater number of Directors is required by these By-Laws.

Section 7. Forfeiture

Any Director who fails to fulfill any of the duties of his or her office as set forth in Article VI as determined by a majority vote of the other Directors shall be removed from office. The Commander shall notify the Director in writing that his or her office has been declared vacant and the Board may forthwith immediately proceed to fill the vacancy.

Section 8. Removal

Any Director of the Board or member of the Advisory Council may be removed with or without cause, at any time, by a simple majority vote of the Directors if in their judgment the best interest of the Organization will be served thereby. Each Director and Advisory Council member must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. Removal shall be effective immediately following the vote.

Section 9. Vacancies

When any vacancy occurs on the Board it shall be filled with an interim appointment without undue delay by a simple majority vote of the Board. Newly appointed interim Directors on the Board shall have the right to vote on matters and decisions under the purview of the Board.

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Only in an extreme emergency may an elected Director hold an interim office, and only until a new person is appointed to such interim office.

Section 10. Compensation

Directors on the Board shall not receive any compensation, directly or indirectly, including through a third party, for their services on the Board and/or to the Organization.

Section 11. Advisory Council to the Board

An Advisory Council to the Board may be appointed by the Commander, and such Advisory Council members may consist of one or more past Commanders of the Organization, and any such past Commander shall be given the title Commander Emeritus and shall have voting privileges on matters and decisions under the purview of the Board. Members of the Advisory Council shall possess the desire to support the work of the Organization by providing expertise and professional knowledge to the Board.

ARTICLE VI. DIRECTORS AND OFFICERS

Section 1. President (“Commanding Officer” / “Commander”)

The Commander:

- a. shall preside at all Regular Membership Meetings, Board meetings, and Executive Committee meetings.
- b. shall have general superintendence and direction of all other Directors and Officers of the Organization and see that their duties are properly performed.
- c. shall have an expenditure authorization for up to \$300.00 on Organization related business. Imbursement for authorized expenditures shall require proper receipts and approval by the Financial Officer. If the Financial Officer believes the expenditure questionable then he or she shall confer with the Commander. If no decision can be made, the expenditure shall be sent to the Board for approval by a simple majority vote.
- d. may make non-elected appointments, temporary or interim, for the benefit of the Organization. Each appointment, if deemed necessary, shall be open for discussion by the Board.
- e. shall have the authority to permit the Deputy Commander to conduct Regular Membership Meetings.
- f. shall submit via email an outline or agenda of each Regular Membership Meeting to the Deputy Commander no later than 2 days before the meeting.

Section 2. Vice President (“Deputy Commanding Officer” / “Deputy Commander”)

The Deputy Commander shall be vested with all the powers and shall perform all the duties of the Commander during the absence of the latter. The Deputy Commander:

- a. shall assist the Commander as required by the Commander in Regular Membership Meetings, Board meetings, and Staff meetings.
- b. shall, unless emergencies or sickness prevails, be present at the Annual Board Meeting, the Annual Banquet, and at eight (8) of the ten (10) Regular Membership Meetings.
- c. may be appointed by the Commander to represent the Organization at external events beneficial to the Organization.

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Section 3. Adjutant

The Adjutant's responsibilities are critical to the operation of the Organization and may require support from other Directors on the Board. Notwithstanding Article V, Section 5, the Adjutant may succeed himself or herself as Adjutant with no Term Limit due to the tedious nature of record keeping and other responsibilities needed for the efficient operation of this office. The Adjutant:

- a. shall be the editor of the Organization's newsletter.
- b. shall send out meeting notices.
- c. shall update the contact information of the membership of the Organization.
- d. shall maintain records, important documents, and historical data of the Organization.
- e. shall appoint an interim assistant to the Adjutant in case of emergency.

Section 4. Corporate Secretary and Chief Financial Officer ("Treasurer")

The Treasurer should be prepared for questions about the Organization's income and expense tracking at all Board and Staff meetings. The Treasurer:

- a. shall be responsible for the collection of all admission fees during Regular Membership Meetings
- b. shall be responsible for developing and reviewing fiscal procedures, any fundraising plans, and the annual budget with other Directors and the Staff.
- c. shall submit the annual budget to the Board for approval.
- d. Must receive approval in advance from the Board for any major change in the budget.
- e. shall be responsible for maintaining accurate records and assisting in the audit of all financial transactions, collection of membership dues, and payments of all approved expenditures according to generally accepted accounting principles (GAAP).
- f. shall provide a detailed income/expense report during the Annual Board Meeting.
- g. shall make available financial records of the Organization, which are public information, to the membership, Board, and the public upon request.

Section 5. Senior Chaplin

The Senior Chaplin:

- a. shall, with input from the Board, have the authority to appoint Assistant Chaplains.
- b. shall keep the membership of the Organization informed of members in distress and inform the Adjutant of a member's passing and may appoint an Assistant Chaplin to fulfill this duty.
- c. may open the Regular Membership Meetings with an invocation and close such meetings with a benediction and may appoint an Assistant Chaplain to fulfill these duties.

Section 6. Sergeant at Arms

The Sergeant at Arms:

- a. shall be custodian of the national flag and ensure the flag is properly displayed in accordance with Chapter 5 of Title 4 of the United States Code and shall be responsible for any additional protocols as necessary.
- b. shall be aware of general seating and table placement at Regular Membership Meetings.
- c. shall be strategically seated during Regular Membership Meetings and shall be responsible for maintaining security and safety during the unlikely event of a disruption

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of normal business and may assign assistants to the Sergeant at Arms to assist with this duty.

- d. may be called upon to assist the Commander as necessary before and after Regular Membership Meetings.

Section 7. Director At Large

No more than two (2) Directors At Large may be elected by the membership of the Organization to serve on the Board and shall have voting privileges for matters and decisions under the purview of the Board. The Director At Large:

- a. shall not have any official duties or responsibilities other than to represent the best interests of the membership of the Organization.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed, such as for fundraising, public relations, special events, etc. The Commander shall appoint all committee chairs.

Section 2. Executive Committee

- a. The Directors on the Board shall serve as the Officers of the Executive Committee and the Commander shall chair the Executive Committee.
- b. Except for the power to amend the Articles of Incorporation, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the Board.
- c. Past Commanders of the Organization may serve on the Executive Committee in an advisory role, and any such past Commander shall be given the title Commander Emeritus and shall have voting privileges on matters and decisions under the purview of the Executive Committee.
- d. At Large members of the Board shall be members of the Executive Committee and shall have voting privileges on matters and decisions under the purview of the Executive Committee.
- e. Except for the Commander's limited expenditure authorization provided in Article VI, Section 1, c., the Executive Committee shall approve all financial expenditures.

ARTICLE VIII. APPOINTED STAFF POSITIONS

The Board shall have the authority to appoint non-elected assistants ("**Staff**") as deemed necessary to assist in the successful operation of the Organization. Staff, as unelected appointees, shall not have the authority to vote on matters and decisions under the purview of the Board or Executive Committee, and their appointments shall be subject to review and approval by the Board.

ARTICLE IX. FISCAL YEAR

The Fiscal Year of the Organization shall begin on the first day of July and shall end on the last day of June the following year.

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ARTICLE X. LIABILITY INSURANCE

The Board of Directors shall ensure that the owner of any facility or venue at which the Organization conducts any meeting or event and the owner of any transportation provider that provides chartered transportation for members or guests of the Organization to any meeting or event shall have sufficient liability insurance.

ARTICLE XI. PARLIAMENTARY PROCEDURE

Robert’s Rules of Order (reference Exhibit 1) shall govern at all meetings, including but not limited to Regular Membership Meetings, Board meetings, and committee meetings. However, it is the intention that all meetings be as informal as proper decorum permits.

Article XII. AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended by a two-thirds vote of the members of the Organization present during any Regular Membership Meeting provided that the amendment first passes a vote by the Board of Directors.

IN WITNESS WHEREOF, these By-Laws are certified to have been passed by a majority vote of the Board and are therefore executed by the authority of the Commander, Deputy Commander, and Corporate Secretary and Chief Financial Officer of the Organization by their signatures below.

PRESIDENT & COMMANDER

DocuSigned by:
Pete Mecca
EBB330D20F26489...

Name: Pete Mecca

Date Signed: 1/16/2023 | 11:47 AM PST

VICE PRESIDENT & DEPUTY COMMANDER

DocuSigned by:
Jeffery L. Johnson
51243180702A421...

Name: Jeffery L. Johnson

Date Signed: 1/16/2023 | 11:33 AM EST

CORPORATE SECRETARY & CHIEF FINANCIAL OFFICER

DocuSigned by:
Kim Ahmed
DA99445996DA408...

Name: Kim Ahmed

Date Signed: 1/16/2023 | 12:18 PM EST

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EXHIBIT 1: ROBERT'S RULES OF ORDER CHEAT SHEET

| Action | What to Say | Can interrupt speaker? | Need a Second? | Can be Debated? | Can be Amended? | Votes Needed |
|--|--|------------------------|----------------|-----------------|-----------------|----------------|
| Introduce main motion | "I move to..." | No | Yes | Yes | Yes | Majority |
| Amend a motion | "I move to amend the motion by...." (add or strike words or both) | No | Yes | Yes | Yes | Majority |
| Move item to committee | "I move that we refer the matter to committee." | No | Yes | Yes | No | Majority |
| Postpone item | "I move to postpone the matter until..." | No | Yes | Yes | No | Majority |
| End debate | "I move the previous question." | No | Yes | Yes | No | Majority |
| Object to procedure | "Point of order." | Yes | No | No | No | Chair decision |
| Recess the meeting | "I move that we recess until..." | No | Yes | No | No | Majority |
| Adjourn the meeting | "I move to adjourn the meeting." | No | Yes | No | No | Majority |
| Request information | "Point of information." | Yes | No | No | No | No vote |
| Overrule the chair's ruling | "I move to overrule the chair's ruling." | Yes | Yes | Yes | No | Majority |
| Extend the allotted time | "I move to extend the time by ____ minutes." | No | Yes | No | Yes | 2/3 |
| Enforce the rules or point out incorrect procedure | "Point of order." | Yes | No | No | No | No vote |
| Table a Motion | "I move to table..." | No | Yes | No | No | Majority |