

01 January 2025

BY LAWS
OF
Company D, 99th New York Volunteer Infantry Regiment

ARTICLE I. Name and Address

The name of this corporation shall be Company D, 99th New York Volunteer Infantry Regiment (here after referred to as Company D, 99th New York or the club). The board of directors may designate other names for specific activities and programs as it deems appropriate. The principal office shall be located at the unit casemate in Fort Monroe, VA.

ARTICLE II. Objectives

The purpose of Co D 99th NY is to preserve the Civil War heritage and the historical landmarks of our country, and the historical role played by the ordinary soldier from 1861 to 1865. To achieve this purpose, Co D 99th NY will present to the public a historically accurate and educational picture of the average Union Army soldier. This is accomplished through participation in historical reenactments, living history events, and first-person educational demonstrations. Members of the Co D 99th NY will strive to recreate an accurate portrayal of the soldier's experience. Through this awareness we will promote the preservation and restoration of historical Civil War landmarks. The objective being to help the public understand the dedication and sacrifices our forefathers committed to the Union cause and the preservation of our national treasures.

ARTICLE III. Membership

General membership is open to all persons at least 18 years of age, or 16 years of age with parental consent, who have an interest in the goals and objectives of Co D 99th NY. Membership is maintained by submittal of an application or renewal, payment of dues and participating in a minimum of two business meetings and two events per year.

ARTICLE IV. Board of Directors

A. Composition of the Board of Directors. The number of board members shall be at least 5 and no more than 7. Directors shall be members in good standing with a minimum of two years as a general member in good standing per Article III.

B. Election. Candidates for membership shall be selected from among those nominated by the Nominating Committee and shall consist of three persons appointed by the President. A majority of members present may also nominate candidates for positions on the board of directors. Directors shall be elected by a majority vote of those members present.

C. Terms. Each director shall serve for a term of 1 year, or until a successor is selected. Any sitting board member may run for reelection. There shall be no term limits.

D. Removal. A director who has missed three or more consecutive board meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the members then sitting.

E. Vacancies. Vacancies may be filled at any time by a majority vote of members then sitting.

F. General Powers. The board of directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article II. The board may accept, on behalf of the corporation, any contribution, bequest, or devise.

G. Meetings. Meetings of the board of directors shall be held at least 4 times each year, at a reasonable time and place designated by the president. The president may designate additional meeting dates. One-third of the board members then sitting may, by written request, schedule additional meetings.

H. Annual Meeting. A meeting during the first quarter of the year shall be designated as the "Annual Meeting," at which new members are elected and other formal annual business conducted.

- I. Notice of Meetings. Board members shall receive ten day's notice of regularly scheduled meetings. This notice may be given in writing, in person, by telephone, or by any other reasonable method.
- J. Waiver of Notice of Meeting. A director may, in writing, waive notice of any meeting of the board of directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.
- K. Adjournment. A meeting of the board of directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.
- L. Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.
- M. Attendance by Telephone. If a member is not reasonably able to attend a meeting, a majority of the members present may authorize participation by telephone, so long as the absent member can hear, or be advised of the discussion of business, and other members can hear, or be advised of the absent member's votes or comments. A member participating by telephone may count toward a quorum.
- N. Resignations. Any director may resign at any time by giving notice of resignation to any officer of the board.
- O. Quorum. A quorum shall be a simple majority of the members of the directors then sitting.
- P. Proxy Voting. There shall be no proxy voting. Upon a vote of a majority members then sitting, the board may allow proxy voting on a specific resolution, provided that a copy of the resolution shall be distributed to members at least 30 days prior to the meeting at which proxy voting on the resolution is proposed.
- Q. Committees. The board of directors may appoint any committee it deems necessary to help fulfill its functions.

1. The following standing committees:
 - a. Executive
 - b. Scholarship
 - c. Audit

R. Compensation of Board Members. No member of the board of directors shall receive any salary or compensation for their services as director. No member shall receive any service or benefit not provided to the public. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

ARTICLE V. Officers

A. Officers. The board of directors shall have a president, a vice-president, a secretary, a treasurer and a First Board member at large. The board may appoint any member as a Trustee of the Board from any former board member. Any person may hold two or more offices except that the president shall not also be vice-president, secretary or treasurer.

B. Duties of Officers.

1. The president shall preside at all meetings of the board and executive committee. The president shall appoint members to standing and ad hoc committees. The president shall perform whatever duties the board of directors may from time-to-time assign.

2. The vice-president shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity; and shall perform whatever duties the board may from time-to-time assign.

3. The secretary shall have charge of such books, documents and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors; shall give, or cause to be given, notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as provided by law. The secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.

4. The treasurer shall have custody of all corporate funds, property and securities subject to such regulations as may be imposed by the board of directors. The treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the board of directors. Corporate funds may be deposited only in banks or institutions which are insured

by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation. The treasurer shall give to the president or board, whenever they require it, an account of transactions as treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors.

5. The First Board Member at Large shall avail himself to be current on matters that affect the corporation as it pertains to the mission of the corporation and the concerns of the general membership. He will attend all board meetings and general meetings in a steadfast and sober manner. He will chair the Scholarship committee.

6. Trustee shall be a nonvoting member of the board who shall be appointed by the board to assist in the directions of funds and policies of the club.

C. Executive Committee. The Executive Committee shall be composed of the officers of the board of directors and other board members as a majority of the board shall designate. They shall meet as needed to plan for the board's work and to fulfill tasks assigned to them by the board.

D. Election and Terms. The officers shall be elected by the general membership. The term of office shall be for one year or until the member's term as director expires.

ARTICLE VI. Staff/Field Company Officers

- A. The military organization of Co D 99th NY shall be determined at the first business meeting of each calendar year. Positions in the military organization are filled by election at that meeting. Members may hold an elected position as a Corporation Officer and a Staff / Field Company Officer at the same time. The military organization of Co D 99th NY shall closely conform to the Company organization of the United States Army, circa 1861. These positions shall be: Company Officer (Captain) and/or NCO's (First Sergeant or Sergeant) depending on the needs and size of the company.
- B. The company commander shall operate under the guidance of the organizations Standard Operating Policy (as amended).

ARTICLE VII. Finances

- A Fiscal Year. The board shall establish the corporation's fiscal year as being from 01 January to 31 December.

B Budget. The board of directors shall prepare and adopt a budget at its first meeting each year.

C Annual Financial Statement. The corporation shall prepare an annual financial statement for distribution to members.

D Fiscal Policy. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

E Seal. The corporation will not use a common seal. The signature of the name of the corporation by an authorized person shall be legal and binding.

F Prohibited commitment of company funds that require pre-approval from the board of directors will include, but are not limited to, furniture, pictures, maps, paintings, new company tentage, donations, leases or rentals, books, media, firearms, flags, maintenance or upgrades to the Fort Monroe Casemate.

G Authorized commitment of company funds must not exceed the board's annual approved budget. The following authorized purchases do not require pre-approval, unless said purchases will exceed pre-determined spending limits established by the board.

- i Authorized purchases will be deemed necessary for the maintenance and repair of existing company property. This may include repair to existing company tentage, repair of company tin and mess property, replacement of company tin and mess property, repair of company loan equipment, repair of company firearms, repair to company flags.

ARTICLE VIII. Parliamentary Procedures

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE IX. Amendments of the Charter and Bylaws

The charter and these bylaws may be amended, supplemented, or repealed by a two thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the board, and in no case less than 30 days before the amendment is to be considered. These bylaws shall become effective upon approval by the board of directors.

ARTICLE X. Statement of Nondiscrimination

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, based on race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

Approved: CPT Marty Coffman (04 January 2025)