



Missouri Civil War Reenactors Association, Inc.

By-Laws

Adopted August 5, 1984

Revised July 27, 1991

Revised July 27, 1991

Revised November 10, 2001

Proposed

Revised November 18, 2018

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...

- (1) to promote historical, educational and literary activities by its members;
- (2) 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".
- (3) to create and sponsor living history representation and the United States;
- (4) to bring together for mutual benefit students of history of the United States;
- (5) 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 amended, 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 by a two-thirds (2/3) vote of the full membership. 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 Executive Committee. No such alteration, modification, or amendment shall become effective until a copy of the text thereof is provided to the full membership of the corporation, 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 of Directors. The corporation may have such other offices permitted by law as the Board of Directors 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:

Section 1 Membership: Membership of the Missouri Civil War Reenactors' Association, Inc., shall be conferred upon a person solely upon 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 meeting of the general memberships and Board of Directors.

Section 2. The quarterly meeting of the members shall be held at a place and time designated by the board each quarter.

Section 3. Special Meeting. Special meetings of the members may be called at any time by the President, Vice-President, Secretary or Board of Directors.

Section 4. Any member or member unit being accused of violation of the by-laws, code of conduct and or 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.

Section 5. Place of meetings. All meetings of the members shall be held at such place within or without the State of Missouri as may be selected by the Board of Directors .

Section 6. 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.

Section 7. 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.

Section 8. Control of Meeting. Every meeting of the members, for whatever object, shall be convened by the President, or by the officer or any of the persons who called the meeting by notice as above provided, but said meeting shall be presided over by the President and Secretary unless the members at any meeting, by a majority vote of the shares there represented, selects some other person to act as Chairman and Secretary of such meeting, any other provision in these By-Laws to the contrary notwithstanding.

Section 9. 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.

Section 10. Voters. Any member age 16 years and 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.

Section 11. 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 or other identified organization. Units affiliated with the MCWRA must meet such criteria as may be established by the Board of Directors in order to maintain voting representation on the Board of Directors.

VI, BOARD OF DIRECTORS:

Section 1. Elections and Vacancies. The members of the Board of Directors shall consist of the President, Vice President, Secretary and Treasurer, plus nine members-at-large. Three members at large will be elected each year by secret written ballot of the entire membership, to serve three year terms.

The Board of Directors shall meet at least quarterly, at such reasonable times and places as the President shall designate. All duly elected Board members must attend a minimum of two meetings per year to maintain their seat. In the event this obligation is not fulfilled, a member protem may be appointed by the President and approved by the board to fulfil the remainder of the board member's term. This person may be chosen from prior board members or the membership at large.

The President-Elect shall be chosen by secret written ballot of the membership every 2 years in even years; he shall succeed to the Presidency, at the January meeting following the election. Board members shall take office at the January meeting of the membership following election. Effective 11/17/2018: In order to be eligible to run for the position of President they must be currently serving or have served previously on the Board of Directors.

The Vice-President shall be chosen by secret written ballot of the membership every 2 years in odd years; he shall succeed to the Vice-Presidency, at the January meeting following the election.

Vacancies may be filled by the Board of Directors. Any voting member of the corporation, including officers or any voting member shall be eligible to serve as a Director of the corporation. The Board of Directors 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 of Directors 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, said meeting may be held at any place within or without the State of Missouri, as may be designated by the directors adjourning said meeting. All regular and special meetings of the Board of Directors shall be held at the principal offices of the corporation, or at such other place within or without the State of Missouri as may be designated by the Board of Directors.

Section 3. Time of Meeting. The quarterly meeting of the Board of Directors shall be held immediately prior to the quarterly meeting of the members, except that if a quorum cannot then be assembled, said meeting shall be adjourned until a quorum is present, but in no event later than thirty (30) days after the quarterly meeting of the members. Regular meetings of the Board of Directors shall be held without notice as frequently and at such time and place as may from time to time be determined by the Board of Directors. Special meetings of the Board or Directors may be held at any time, upon call of the President or other officers of the corporation. Written or electronic means may be used to call such meetings.

Section 4. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors may be held upon three (3) days' written notice addressed to each director, United States mail postage prepaid or via electronic means if the board members have access to such means, or via phone notification. Neither the business to be transacted nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

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

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

ARTICLE VII, BOAED OF DIRECTORS & OFFICERS:

Section 1. Board of Directors. The management of the affairs and business of the corporation shall be vested in the Officers, and consisting of all members of the Board of Directors.

The Board of Directors 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 directors shall constitute a quorum for the transaction of business. The full 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. Officers. The officers of the corporation shall consist of a President, Vice-President, Secretary and a Treasurer.

The President and Vice-President, shall be elected as stated in Article VI, Section 1. The Secretary and Treasurer shall be selected by the Board of Directors from either among the Members-at-large of the Board or from the membership at large, and shall serve at the pleasure of the Board of Directors. If the Secretary, or the Treasurer, shall be from the membership at large, they shall have no voting privileges other than those of any other member at large. The Vice-President shall automatically accede to the office of President if said office becomes vacant. He shall serve the remainder of the term he acceded to and appoint either someone from the Board of Directors or from the membership at large to fulfill his duty as Vice President until the next election.

Section 3. The President. The President shall be the chief executive officer of the corporation, shall preside at all meetings, shall have active and general charge of the affairs of the corporation, subject to the mandate of the Board of Directors, 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 of Directors are carried into effect; subject, however, to the rights of the directors 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 4. The Vice-President. The Vice-President shall attend all meetings of the board . They 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 to fulfill his 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 5.

The Secretary. The Secretary may attend all meetings of the members and the Board of Directors and act as clerk thereof, and shall record all votes and the minutes of all proceedings in a minute book to be kept for that purpose. The Secretary shall keep the minutes of all meetings of the Executive Committee and of the full membership, shall be the custodian of all the non-financial records of the corporation and shall transmit such records to his successor. He shall perform such other duties as may be prescribed from time to time by the board or the President, under whose supervision he shall be. The Board of Directors, at any meeting, may designate any of their number to act as temporary Secretary in the absence of the Secretary.

Section 6. 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 Executive Committee.

Section 7. Subordinate Officers. The Board of Directors 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 of Directors may prescribe. The Board of Directors may, from time to time, authorize any officer to appoint subordinate officers and to prescribe the powers and duties thereof.

Section 8. Delegation of Duties by Board. If any officer of the 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 officer to any other officer, and to any other agent or employee of the corporation or other responsible person, provided a majority of the whole board of directors concur therein.

Section 9. Miscellaneous Duties. All officers and committee personnel shall have such further duties and responsibilities as may be assigned or delegated to them by the Board of Directors or by the President.

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.