

GENERAL SOCIETY SONS OF THE REVOLUTION

BY-LAWS

As Amended and Revised at General Board of Managers Meeting

Williamsburg, VA, October 11, 2014

Richmond, VA, October 5, 2019

Boston, MA, October 1, 2021

Philadelphia, PA, October 4, 2024

ARTICLE I: GENERAL BOARD OF MANAGERS

- SECTION 1.** **COMPOSITION.** There shall be a Board of Managers which shall be composed of the General Officers, the General Presidents Emeriti, and a member of the Board of Managers from each State Society being that the state society delegate be a member of the state's Board of Managers.
- SECTION 2.** **SELECTION OF STATE SOCIETY MEMBER.** Each State Society may designate its member in such manner as it may determine.
- SECTION 3.** **POWERS.** Between meetings of the General Society, to which it shall regularly report its transactions, the General Board of Managers may exercise the powers of the General Society, except the power to amend the Constitution.
- SECTION 4.** **MEETINGS.** Meetings of the General Board of Managers shall be held yearly in the two years between regular meetings of the General Society, the date and place of the meeting at all times to be determined by the General President.
- SECTION 5.** **QUORUM.** Members of the General Board of Managers from or representing five State Societies, of whom three are General Officers, shall constitute a quorum for the transaction of business.
- SECTION 6.** **REPORTS.** Reports of activities required by these By-laws to be rendered at each regular meeting of the General Society by a General Officer or a chairman of a committee shall be similarly rendered at meetings of the General Board of Managers, such reports to cover the fiscal year then ended.
- SECTION 7.** **ENTITLEMENT.** State Societies delinquent in the payment to the General Treasurer of the annual per capita dues shall not be entitled to have a member on the General Board of Managers.
- SECTION 8.** **REIMBURSEMENT OF EXPENSES.** There shall be no reimbursement of expenses to members from funds of the General Society for attendance by members at a meeting of the General Board of Managers.

ARTICLE II: EXECUTIVE COMMITTEE

- SECTION 1.** **COMPOSITION.** There shall be an Executive Committee which shall be composed of the General President, the General Vice-President, the General Secretary, the General Treasurer, the General Registrar, the General Solicitor, and two other members of the General Board of Managers appointed by the General President.
- SECTION 2.** **POWERS.** Between meetings of the General Board of Managers, to which it shall report its transactions, the Executive Committee may exercise the powers of the General Board of Managers except the powers to amend or repeal any action of the General board of Managers, to admit new State Societies, or to amend these By-laws.
- SECTION 3.** **MEETINGS.** The Executive Committee shall meet at the call of the General President or at the request of any three of its members. The General Secretary shall give notice at least two weeks in advance of all meetings. The Executive Committee may meet in person or by conference telephone call, or it may take action without a meeting by the unanimous written action of all members who compose it.
- SECTION 4.** **QUORUM.** Five members of the Executive Committee shall constitute a quorum for the transaction of business. An Assistant General Officer shall substitute for his principal at any meeting if the latter is unable to participate.
- SECTION 5.** **REIMBURSEMENT OF EXPENSES.** There shall be no reimbursement of expenses to members from funds of the General Society for attendance by members at a meeting of the Executive Committee.

ARTICLE III: GENERAL OFFICERS

- SECTION 1.** **GENERAL PRESIDENT.** The General President shall:
- a. Call and preside at all meetings of the General Society, the General Board of Managers and the Executive Committee.
 - b. Represent the Society at all public functions and have the power to appoint another to represent him.
 - c. Seek in every way to promote the interests and extend the usefulness of the Society.
- SECTION 2.** **GENERAL VICE-PRESIDENT.** The General Vice-President shall:
- a. Preside at any meeting of the General Society, the General Board of Managers or the Executive Committee at which the General President is unable to preside.
 - b. Represent the General President, as directed.

SECTION 3. REGIONAL VICE PRESIDENTS. The Regional Vice Presidents in their respective regions shall:

- a. Represent the General President, as directed, at functions sponsored by the State Societies.
- b. Coordinate and facilitate activities between and among the State Societies and the General Society to further the goals of each.
- c. Upon the request of a State Society, he shall assist in membership development and educational projects.

SECTION 4. GENERAL SECRETARY. The General Secretary shall:

- a. Be responsible for the efficient management of the headquarters office of the General Society
- b. Conduct the correspondence of the General Society.
- c. Record the minutes of all meetings of the General Society, the General Board of Managers and the Executive Committee, appending therein all reports present at such meetings.
- d. Publish a report triennially containing an account of all meetings of the General Society.
- e. Inform promptly the General Board of Managers of all actions taken at a meeting of the Executive Committee, and likewise the General Society of all actions taken at a meeting of the General Board of Managers.
- f. Notify the General Officers and committee members of their election or appointment.
- g. Advise the State Societies of all resolutions adopted at meetings of the General Society which require their action.
- h. Publish such other matters as may be deemed necessary or advisable to alert the State Societies.
- i. Maintain and furnish to the General Officers all standard administrative supplies.
- j. Maintain a cumulative record of rules adopted by the General Society and the General Board of Managers which shall be known as the Standing Rules of the Society.

SECTION 5. GENERAL TREASURER. The General Treasurer shall:

- a. Be responsible for the care of the financial assets of the General Society.
- b. Maintain an account of the same and render a report thereon at each regular meeting of the General Society.
- c. Prepare special reports as may be requested by the General President
- d. Collect an annual per capita payment from each of the State Societies.
- e. Assure the accurate and timely submission of tax returns.

SECTION 6. GENERAL REGISTRAR. The General Registrar shall:

- a. Be responsible for the design of application blanks for membership in the respective State Societies, in such official form as may be prescribed from time to time by the General Board of Managers or the Executive Committee. State Societies may provide their own application blanks if they so prefer, provided they conform with the official form and also have been submitted to and approved by the General Registrar.
- b. Assign a General Society number to each properly completed application received from State Societies covering the new members of their Societies and maintain a record of the member to whom the number is assigned.
- c. Maintain on file a complete set of all applications for membership in the Society, after they have been acted upon and forwarded to him by the State Societies.
- d. Maintain a record of all applications received from the State Societies in a format that will easily allow access by General Society number, State Society number, member name, and ancestor service record. Copies of State Society information may be furnished to the individual State Society upon request.
- e. Render a report of the transactions of his office at each regular meeting of the General Society.

SECTION 7. GENERAL SOLICITOR. The General Solicitor shall:

- a. Provide legal opinion in matters affecting the General Society.
- b. Have supervision over legal matters pertaining to the General Society.
- c. Render a report thereon at each regular meeting of the General Society.

SECTION 8. GENERAL HISTORIAN The General Historian shall:

- a. Be responsible for the care and custody of the archives and records, except the completed applications for membership, of the General Society.
- b. Maintain an inventory of books, files, office equipment and relics of the General Society, including their coverage by insurance and circumstances of maintenance.
- c. Prepare memorials for deceased General Officers and present the same at the regular meeting of the General Society following the death of the General Officer.
- d. Obtain yearly, from each State Society, information concerning its historical activities.
- e. Render a report thereon at each regular meeting of the General Society.

SECTION 9. GENERAL SURGEON . The General Surgeon shall:

- a. Consult on such medical matters and principles as the General and State Societies shall refer to him.
- b. Provide such emergency medical advice and assistance as may be necessary at such places and times as may be reasonably asked.
- c. Render a report thereon at each regular meeting of the General Society.

SECTION 10. GENERAL CHAPLAIN. The General Chaplain shall:

- a. Perform customary chaplaincy services and such other duties as ordinarily appertain to such office.
- b. Render a report thereon at each regular meeting of the General Society.

SECTION 11. GENERAL CAPTAIN OF THE COLOR GUARD. The General Captain of the Color Guard shall:

- a. Be responsible for the care and custody of the flags and standards of the General Society.
- b. Assure their proper display on parade and ceremonial occasions.
- c. Act as commander of a color guard when appropriate.
- c. Render a report thereon at each regular meeting of the General Society.

SECTION 12. **ASSISTANT GENERAL OFFICERS.** The Assistant General Officers shall discharge the duties of the General Officer to whom they are assistants in case of their absence, death or inability to act or when especially authorized.

SECTION 13. **ASSISTANT GENERAL SECRETARY.** The Assistant Secretary shall, in addition to the duties contained in Section 12:

- a. Act as custodian of the insignia of the Society.
- b. Act as custodian of the membership certificates of the Society.
- c. Maintain and issue to the State Societies, if requested, application blanks for membership and other paraphernalia.
- d. Render a report thereon at each regular meeting of the General Society.

SECTION 14. **LIMITATION OF LIABILITY.** A General Society Officer shall not be personally liable for monetary damages for any action taken, or failure to take any action (which action was taken, or omitted after January 1987), unless: (1) the officer has breached or failed to perform the duties of his office, including membership on any committee of the General Society, under 15 Pa. C.S.A. Section 5712 (relating to standard of care and justifiable reliance), and any amendments or successor provisions thereto; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of this paragraph shall not apply to (1) the responsibility or liability of an officer pursuant to any criminal statute; or (2) the liability of an officer for payment of taxes pursuant to Federal, State or local law.

SECTION 15. **INDEMNIFICATION**
The General Society shall have the power to provide indemnification and to purchase insurance in accordance with Pa. C.S.A. Sections 5741-5750 and any amendments or successor provisions thereto.

ARTICLE IV: FINANCES

SECTION 1. **FISCAL YEAR.** The fiscal year of the General Society shall end on June 30.

SECTION 2. **TRANSACTIONS.** Acting upon the advice of the Investment Committee, any two of the General President, the General Treasurer and the Assistant General Treasurer may jointly purchase, sell, transfer, convey or acquire financial assets of the General Society at such times as they deem such transactions to be advisable and in the best interest of the General Society.

SECTION 3.

FUNDS DEPOSITORY.

The funds of the General Society shall be deposited in such financial institutions, mutual funds or prudent investment. The funds statement-grade securities as are jointly chosen by the General Treasurer and the General President in accordance with a duly adopted investment policy statement and shall be in the name of the “General Society, Sons of the Revolution”, which account(s) shall be drawn upon by the General Treasurer, the Assistant General Treasurer or the General President for expenditures of the General Society.

SECTION 4.

PERMANENT FUND.

1. The Permanent Investment Funds shall be comprised of three (3) funds:
 - a. Permanent Unrestricted Fund
 - b. Permanent Restricted Fund
 - c. Society of '83 Charitable / Educational Unrestricted Fund
2. The Permanent Unrestricted and Restricted Funds are investment accounts. The Society of '83 Charitable / Educational Fund is a cash account.
3. The following restrictions to the yearly withdrawal amounts from each fund are as follows:
 - a. The Permanent Unrestricted Fund – Withdrawals shall not exceed five percent (5.0%) of the market value of the account balance calculated on an annual basis as of the fiscal year end of the General Society and applying a rolling average of the preceding five (5) years. These funds are unrestricted and can be used for any purpose including supplementing the yearly operation budget.
 - b. The Permanent Restricted Fund – Withdrawals can be up to 100% of the market value of the account balance at the time of withdrawal so long as the expenditures are for the restricted purpose as stated by the donor(s).
 - c. The Society of '83 Charitable / Educational Fund – Withdrawals can be up to 100% of the account balance at the time of withdrawal so long as the expenditures are for charitable and education purposes as defined by the IRS as being “tax deductible” to the donor(s).
4. All withdrawals from any of the three (3) funds shall be proposed by the General Society Treasurer to the standing Finance Committee for their review and approval by a majority of that Committee.
5. Any income or dividends generated by donations to the Permanent Restricted Fund or the Society of '83 Charitable / Educational Fund may be transferred to the Permanent Unrestricted Fund unless specifically prohibited by the donor(s).

6. Any “Board Restricted” monies within the Permanent Restricted Fund may be made unrestricted and transferred to the Permanent Unrestricted Fund by a two thirds (2/3rds) majority vote by the delegates present and voting at a meeting of the General Society per Article X: Amendments, Section 2.

7. In years where there is a surplus of funds in the operating account, those funds shall be transferred into the Permanent Unrestricted Fund.

8. Any funds remaining in The Society of '83 Charitable / Educational Fund at the end of the Society's fiscal year may be carried over year after year.

SECTION 5.

PER CAPITA DUES.

For each member, as defined by the first paragraph of Article XI of the Constitution, per capita dues shall be raised to thirty-five dollars commencing on January 1, 2025, for the 2024 – 2025 fiscal year. The per capita dues shall be increased annually at a rate equal to the Federal Governments Cost of Living Adjustment (COLA) or 2% whichever is higher, rounded up to the nearest fifty cents. This adjustment is determined in the fourth quarter annually by the U.S. Bureau of Labor Statistics (BLS) who determines the CPI-W, which the Social Security Administration (SSA) uses to compute any increase or decrease in the COLA.

The General Treasurer will calculate the annual increase in dues and notify each State Society of the revised amount for their budgeting and planning purposes on an annual basis.

Per capita dues shall be paid on or before the first day of April in each year for the ensuing year by the State Society of which he is a member.

The total amount of per capita dues shall be determined by the number of members enrolled on the first day of January of each year, which number shall also determine the number of delegates at the meetings of the General Society as stipulated by Article VII of the Constitution.

Per capita dues shall be used to defray the expenses of the General Society including the cost of issuance and distribution to the membership of a national publication (Drumbeat or successor titles) and to secure representation at the meeting of the General Society or of the General Board of Managers. If, however, per capita arrearage is paid by or on the date of such meeting, the qualified representation assembled may by majority vote and without notice given in advance admit representation from State Societies making such delayed payments.

SECTION 6.

REGISTRATION FEE: Upon approval of an applicant's application by the State Society and simultaneous with the transmittal of said application by the State Society to the General Society for assignment of a General Society number or submission of an applicant's approved supplemental application, the State Societies shall submit the registration fee in a sum sufficient to

defray the cost to The General Society associated with the new member during the first year and as determined by the Treasurer of The General Society in consultation with President of The General Society, which sum shall not exceed Twenty-Five Dollars (\$25.00).

ARTICLE V: COMMITTEES

- SECTION 1.** **GENERAL:** Other than the Nominating Committee and the ex-officiis members of the Executive Committee, the General President shall appoint an Auditing Committee, an Investment Committee, a Publications Committee, a Resolutions Committee and a Membership and New Societies Committee and may appoint such other committees as he deems suitable.
- SECTION 2.** **AUDITING COMMITTEE.** An Auditing Committee shall be appointed to review the financial accounts of the General Society and certify to their condition. It shall be composed of three or more members, none of whom shall be the General Treasurer or the Assistant General Treasurer. The committee shall present its report at each regular meeting of the General Society.
- SECTION 3.** **INVESTMENT COMMITTEE.** An Investment Committee shall be appointed to oversee the financial assets of the General Society. It shall be composed of three or more members, two of whom may be the General Treasurer and the Assistant General Treasurer. The committee shall present its report at each regular meeting of the General Society.
- SECTION 4.** **PUBLICATION COMMITTEE.** A Publication Committee shall be appointed to produce the national publication of the General Society to be issued a minimum of four times per year, and to be mailed by March 1, June 1, September, and December 1. The committee shall be composed of three or more members, one of whom may be the managing editor; the committee shall present its report at each regular meeting of the General Society.
- SECTION 5.** **RESOLUTIONS COMMITTEE.** A Resolutions Committee shall be appointed to receive suggestions and make recommendations on resolutions related to the educational, historical and patriotic purposes of the Society to be considered at a regular meeting of the General Society. Becoming statements of policy of the Society, such resolutions shall be non-partisan, non-political and not used with substantial funds of the Society to influence legislation and shall be submitted sixty days prior to such meeting by a State Society or over the signature of five members of the Society. The committee shall be comprised of three or more members, one of whom shall be the General Solicitor. The committee shall present its report at each regular meeting of the General Society.
- SECTION 6.** **NOMINATING COMMITTEE.** The Nominating Committee shall be composed of six (6) members plus the immediate Past General President who shall be a member ex-officio. The other members of the Nominating Committee shall be nominated and elected at the general meeting of the

Society for a three-year term. The Nominating Committee shall make its report to the General Secretary by January 1st of the year in which the election is to be held. The General Secretary shall forward this report to the State Society Secretaries within thirty (30) days after receipt.

SECTION 7. MEMBERSHIP AND NEW SOCIETIES COMMITTEE. A Membership and New Societies Committee shall be appointed to oversee the establishment of new State Societies and re-establishment of State Societies that have disbanded. This Committee shall receive all applications for Member-at-Large status and, upon approval of the genealogical proofs establishing a true blood lineage to a qualifying ancestor, shall recommend approval of such applications to the General President, General Secretary and General Registrar, as required by Article IX, Section 2 of these By-Laws.

ARTICLE VI: STATE OFFICERS

SECTION 1. STATE SECRETARIES. The State Secretaries shall:

- a. Report to the General Secretary immediately after the annual meetings of their Societies, giving a record of their transactions, information concerning any changes in their officers and all the activities of their Society, the social functions and their action upon the resolutions submitted to them from the General Society.
- b. Forward all applications from their members for insignia or membership certificates to the Assistant General Secretary after having verified the fact of membership in good standing and endorsed the application.
- c. Furnish the General Historian with information upon his request.

SECTION 2. STATE TREASURERS. The State Treasurers shall remit to the General Treasurer the per capita dues owing from their State Society in timely fashion to meet the due date required by these Bylaws.

SECTION 3. STATE REGISTRARS. The State Registrar shall:

- a. Send duplicate copies of all approved applications and supplemental applications for membership in the Society to the General Registrar shortly after election by the State Society.
- b. Preserve and securely maintain on file all original applications with the proofs of eligibility attached hereto. These forms may be bound if deemed advisable.
- c. Maintain a record of all approved applications and supplemental applications with State Society number, General Society number, name of member, name of ancestor and ancestor service record. Such record may be maintained either as a card catalogue or an electronic

database or spreadsheet. The record may be shared with the General Registrar.

- d. Record each General Society number assigned on the appropriate application.

ARTICLE VII: INSIGNIA

SECTION 1. **AVAILABILITY.** The insignia of the Society may be obtained from the Assistant General Secretary, under proper rules as may be formulated by the General Society, upon the request of any member of the State Societies made through their Secretaries.

SECTION 2. **SUPPLEMENTAL STAR.** Members who have filed one but less than five approved supplemental applications may so indicate by affixing a small gold star in the middle of the ribbon of the insignia, provided the duplicate supplemental applications have been filed with the General Registrar. A small silver star may be substituted for the gold star when a member has filed five or more approved supplemental applications. The stars may be obtained from the Assistant General Secretary upon request, made through the State Secretary, together with payment covering the cost.

SECTION 3. **ROSETTE.** The undress insignia shall be a rosette made of silk similar to the ribbon of the insignia or a metal lapel button of the size now in use. On ordinary occasions members may wear the rosette or metal lapel button in the upper buttonhole of the left lapel of the coat. It shall never be worn at the same time with any other insignia of the Society.

SECTION 4. **RECORDS.** The Assistant General Secretary shall keep a record of such issues and of funds received, an account of which he shall render at each regular meeting of the General Society.

ARTICLE VIII: MEMBERSHIP CERTIFICATES

SECTION 1. **AVAILABILITY.** The Society shall have a certificate of membership of dignified character which may be obtained from the Assistant General Secretary, under proper rules as may be formulated by the General Society, upon the request of any member of the State Societies made through their Secretaries, provided a duplicate membership application is on file with the General Registrar.

SECTION 2. **AUTHENTICATION.** The certificate shall be signed by the General President, the General Secretary and the President, the Secretary and the Registrar of the respective State Society.

SECTION 3. **RECORDS.** The Assistant General Secretary shall keep a record of such issues and of funds received, an account of which he shall render at each regular meeting of the General Society.

ARTICLE IX: MEMBERS-AT-LARGE

- SECTION 1.** **ELIGIBILITY.** Eligibility for Member-at-Large shall be considered for approval in circumstances where the applicant resides in a State where there is no State Society, the applicant cannot share in the activities of a State Society, or a State Society is unable to service its membership responsibility adequately and the applicant would thereby be deprived of membership in the Society of Sons of the Revolution.
- SECTION 2.** **APPLICATION.** Applications shall be handled initially by the Membership and New Societies Committee. An applicant shall be sponsored by two members of the Society of the Sons of the Revolution who are personally acquainted with him. A Member-at-Large shall be admitted upon approval by the General President, the General Secretary and the General Registrar, jointly. Applications may also be approved or reconsidered by the General Society or by the General Board of Managers.
- SECTION 3.** **FEES AND DUES:** Dues for Members-at-Large shall be fixed jointly by the General President and the General Registrar.
- SECTION 4.** **TRANSFER** A Member-at-Large may transfer to a State Society if such Society approves. Copies of his application and proof shall be forwarded to the accepting State Society by the General Society. The receiving Society shall append evidence of local sponsorship and approval and process the applications as prescribed elsewhere herein except that the General Society number shall remain unchanged.
- SECTION 5.** **ACCOUTERMENTS.** All accouterments obtainable from the General Society by members of State Societies shall be available to a Member-at-Large.

ARTICLE X: AMENDMENTS

- SECTION 1.** **PROPOSAL.** Any amendment to the By-laws shall be proposed by the General Board of Managers or by a State Society. It shall then be submitted in writing to the General Secretary, with a copy to the General President, at least seven months before the meeting of the General Society or of the General Board of Managers at which such amendment is to be considered, and the General Secretary shall mail a copy of all proposed amendments to the By-laws to the Secretary of each State Society at least six months before such meeting.
- SECTION 2.** **ADOPTION.** A two-thirds vote of the delegates present and voting at a meeting of the General Society or of the members of the General Board of Managers present and voting at a meeting of the General Board of Managers shall be required for the adoption of any amendment to the By-laws.