

# By-Laws of The American Civil War Association

## Article I: The Organization

**Section 1:1 Name:** The name of this organization shall be The American Civil War Association. A California Non-Profit Corporation hereafter referred to in these by-laws as the ACWA.

**Section 1:2 Purpose:** The purpose of this organization is to educate the public, promote awareness and understanding of the American Civil War through the avocation of re-enacting that period in American history.

## Article II: Membership

**Section 2:1 Members:** This non-profit public benefit corporation shall have members who possess the rights further described in these by-laws.

**Section 2:2 Membership:** Membership in this organization shall be open to any person eighteen (18) or above, who has paid their annual dues (which shall be set by the Board of Directors), who has passed their annual safety test, and who has not been convicted of a felony.

**Section 2:3 Classes of Membership:** There shall be four (4) classes of membership in this organization. The classes shall be (a) Student: Any person that is a full-time student and can provide a student I.D. as proof. (b) Single: Any sole (1) person. (c) Couple: Any two (2) people that are in a domestic relationship. (d) Family: Any family group that resides in the same household.

**Section 2:4 Dues:** Each member shall pay yearly dues. The dues shall be set for each class of membership by the Board of Directors. Annual membership dues shall be paid no later than March 15<sup>th</sup> of the current calendar year, for a member to be in good standing.



**Section 2:5 Membership Policies:** The Board of Directors of the ACWA shall, from time to time, adopt policies governing the privileges of membership.

**Section 2:6 Non-Discrimination Covenant:** The ACWA shall not discriminate on the basis of race, creed, color, national origin, physical ability, or sex, in establishing the criteria for membership. This organization does retain the right as a private non-profit organization to accept or reject applicants for membership on all any grounds not stated herein above.

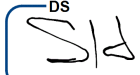

## Article III Membership Meetings

**Section 3:1 Membership Meetings:** An annual meeting of the membership of the ACWA shall be held, at such date, time, and location determined by the Board of Directors, for the purpose of conducting business as may properly come before the Board. All members shall be notified in writing (by U.S. postal service or email) of such meetings at least seven (7) days prior to said meeting.

**Section 3:2 Quorum:** A quorum at any membership meeting shall consist of a majority of the voting power of this organization present at the meeting, as voting power is defined in Article IV Sec. 1:1

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**Article IV Voting Privileges**

**Section 4:1 Voting Privileges:** Voting privileges shall be extended to all members in good standing, i.e. are at least 18 years of age, have not been convicted of a felony, who have paid their annual membership dues, and have passed their annual safety test.

**Article V Board of Directors**

**Section 5:1 Board of Directors:** The Board of Directors shall govern this corporation, shall set policy, admit members, and manage the business and property of the organization.

**Section 5:2 Composition of the Board:** The Board of Directors shall consist of a voting body seven (7) members; the President, Vice-President, Secretary, Treasurer, Federal Brigade Commander, Confederate Brigade Commander, and Civilian Corps Commander.

**Section 5:3 Election of Officers:** All Officers and Directors shall be elected by the membership by mail in ballot, in the month of November each calendar year (to take office in the month of January of the new calendar year).

**Section 5:4 Terms of Officers:** All Officers and Directors shall serve a term of one (1) year.

**Section 5:5 Dismissal for Misconduct or Excessive Absences:** Any Board Member may be removed from the Board for misconduct, or by being absent without excuse; from three (3) consecutive meetings. Whether misconduct has been committed shall be determined by a majority vote of the other voting members of the Board of Directors.

**Section 5:6 Vacancy or Vacancies on the Board of Directors:** Until a special election of the membership can be held, any vacancy/vacancies deemed to exist in the case of death, resignation, or dismissal of any Board Member will be filled with an interim Board Member who is appointed by the majority vote of the remaining voting members of the Board of Directors.

**Article VI Powers of Board Directors**

**Section 6:1 Powers of the Board of Directors:** The Board shall conduct, manage, and control the affairs and business of the organization, shall make such rules and regulations not inconsistent with the by-laws and the Articles of Incorporation, and possess all powers granted to Corporate Directors by section 300 of the California Corporations Code or any later amendment.

**Section 6:2 Additional Powers of the Board:** The Board at its absolute discretion, may change the principal office for the transaction of business of this corporation, from one location to another within the State of California.

**Section 6:3 Voting:** Every act or decision done or made by a majority of the voting members of the Board of Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the By-laws or California Non-Profit Corporation Law.

**Section 6:4 Right to Admit or Deny Membership:** Subject to the non-discrimination covenant set forth above, the Board of Directors shall possess the absolute and unfettered authority to admit or deny membership to any person.



**Article VII Meetings of the Board of Directors**

**Section 7:1 Meetings of the Board of Directors:** There shall be regular meetings of the Board of Directors held at a date, time and location to be decided by the Board of Directors. Notice (mailed, emailed, telephonic or faxed) of such meetings shall be communicated to each Board Member at least seven (7) days prior to the scheduled date of the meeting by the Secretary of the Board. Meetings will be held at intervals not to exceed two months.

**Section 7:2 Quorum of the Board of Directors:** A quorum at all meetings of the Board of Directors shall be four (4).

**Section 7:3 Annual Meeting of the Board Directors:** An Annual meeting of the Board of Directors will be held in month of January of each calendar year at a day, time and location to be decided by the Board. Notice of such meeting shall be communicated, as described above, by the Secretary of the Board at least seven (7) days prior to the meeting.

**Section 7:4 Special Meetings of the Board:** A special meeting of the Board of Directors may be called by the President or by not less than three (3) Board Members currently serving on the Board. Notice of such meetings shall be communicated, (as described above) to each Board Member with not less than 24-hours notice, and shall identify date, time, location and purpose of the meeting. Only matters identified in the notice of special meeting may be voted upon at the special meeting.

**Section 7:5 Location of Meetings:** Meetings of the Board of Directors shall be held at any location within the State of California, taking into consideration the ability of the members to travel to such meeting locations.

**Section 7:6 Action Without A Meeting:** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing (email or USPS postal mail) to the adoption of the resolution.

**Section 7:7 Meeting by Telecommunication:** Any member of the Board of Directors or all members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.

**Article VIII Officers of the Board**

**Section 8:1 The Officers of this Corporation:** The officers of the ACWA shall be the President, Vice President, Secretary and Treasurer. Said officers shall be elected by the membership at the annual membership elections.

**Section 8:2 Duties of the President:** The President of this corporation shall be the Chief Executive Officer (CEO) of this corporation and shall preside over all meetings of the Board of Directors and the General Membership. The President shall have the general powers and duties of the management usually vested in the office of the president of a corporation, and shall have other such powers and duties, as may be prescribed by the Board of Directors and these by-laws. In the absence or disability of the President, the Vice-President shall perform all duties of the President, and when so acting shall have all the powers and be subject to all the restrictions of the President.

**Section 8:3 Duties of the Vice-President:** The Vice-President shall assume the duties and role of the President in the absence or disability of the President. The Vice-President shall be an intermediary between all committees and the Board of Directors and shall perform any other duties as assigned by the Board of Directors.



**Section 8:4 Duties of the Secretary:** The Secretary shall keep or cause to be kept the minutes of all meetings of the Directors and Members, with date, time and location held, whether regular or special, and if special, how authorized and notice thereof given. The names of those present and absent, the number of those present or represented at the annual membership meeting and proceedings therefrom shall be recorded. The Secretary shall keep a membership book or roster containing the name and addresses of all members. The Secretary shall cause or cause to be given, notice of all meetings to members and Board of Directors and the membership as required by these by-laws. The Secretary shall prepare and disseminate all correspondence to and from the organization. Perform any other duties as assigned by the Board of Directors.

**Section 8:5 Duties of the Treasurer:** The Treasurer of the Board shall maintain, or cause to be maintained correct books of account showing all monies received by the corporation to include all donations, income and assessments if any, and all disbursements and expenditures paid therefrom. The Treasurer shall deposit all money and other valuables, in the name of, and to the credit of this corporation, with such depositories as may be designated by the Board of Directors. The Treasurer shall file all required tax forms with all State and Federal Tax Agencies as required under California and Federal Law. The Treasurer shall be responsible for the filings/e-filings of all required forms to the State of California Attorney General. The Treasurer of the Board shall prepare an annual budget for approval by the Board of Directors. The Treasurer shall inventory or cause to be inventoried all property of the organization and submit an annual report to the Board of Directors. The Treasurer shall exercise all such powers as are regularly exercised by a Treasurer, which are not inconsistent with the Articles of Incorporation or these by-laws. Authority to sign checks shall be vested in the Treasurer of the Board of Directors and not less than one other Director chosen by the Board of Directors.

**Article IX General Provisions**

**Section 9:1 Protection of Non-Profit Status:** No part of the assets or income of this non-profit organization, shall inure to the benefit of, or be distributable to its members, except that, the organization shall be authorized and empowered to pay reasonable compensation for certain services rendered by members after the contract for such services has been approved by a majority vote of the Board of Directors with the interested parties abstaining from voting. All compensation must have been voted on by the Board of Directors prior to services and any or all receipts must have been submitted prior to reimbursement.

**Section 9:2 No Political Activity:** This organization shall not engage, participate, or intervene in (including publishing or distributing of statements) any political campaign or on behalf of any candidate for public office. This organization may assist in supporting public measures intended to advance the health and education of children, the protection of animals and the environment.

**Section 9:3 Adherence to Internal Revenue Codes:** The organization shall not carry on any activity not permitted to be carried on; (a) by organization exempt from federal income tax under section 501c (3); or by an organization contribution, which are deductible under section 170c (2) of the Internal Revenue and Taxation code of the State of California.

**Section 9:4 Robert’s Rules of Order:** All meetings of this organization shall be conducted in strict accordance with the most recent edition of “Robert’s Rules of Order” and those sections of the California Corporations Code applicable to California Non-Profit public benefit corporations.

**Section 9:5 Notices:** Notices of all meetings required to be given in accordance with the provisions of these by-laws, may be given by email, facsimile transmission, or United States First Class Mail. Any notices shall be deemed given for the purpose of compliance with the notice of requirements specified herein upon deposit of the mailed notice in the Federal Post Office depository or sent and date stamped by an electronic transmission vehicle.

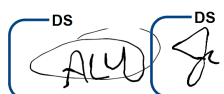


**Article X Amendments to By-Laws**

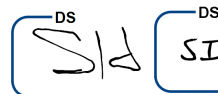
**Section 10:1 Amendments to By-Laws:** These by-laws may be amended at any membership meeting or special meeting, a quorum being present. The notice of such meeting to amend the by-laws shall be given at least seven (7) days in advance of the meeting date and shall include a copy of the by-laws proposed amendments or deletion. The Board of Directors will review these by-laws periodically for compliance with current law and for possible revisions.

**Article XI Dissolution of Organization**

**Section 11:1 Dissolution of Organization:** This corporation may be dissolved in accordance with California law upon a majority vote of the membership. Upon dissolution of this organization, any assets remaining, after payment of the debts and obligations of this organization, shall be distributed upon a majority vote of the Board of Directors to one or more non-profit organizations exempt from taxation pursuant to section 501c of the Internal Revenue Code or corresponding section of any future Federal Income Tax Code and California Revenue and Taxation Code.

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Witness that these By-Laws of the American Civil War Association are amended this  
12/31/2020  
\_\_\_\_\_ day of \_\_\_\_\_ 2020

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*Charles Henry*  
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President Signature

12/31/2020  
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*Lisa*  
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Vice-President Signature

12/5/2020  
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*Shawnee Iacono*  
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Secretary Signature

12/6/2020  
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Treasurer Signature

12/5/2020  
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Date

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*Mace Gjerman*  
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Federal Brigade Commander Signature

12/8/2020  
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Date

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Confederate Brigade Commander Signature

12/8/2020  
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*Alana Young*  
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Civilian Coordinator Signature

12/5/2020  
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Date