

# **BYLAWS OF The 12<sup>th</sup> Regiment U.S. Infantry Co. A, Inc.**

## **ARTICLE I - DEFINITION**

The name of the Corporation shall be the 12<sup>th</sup> Regiment U.S. Infantry Co. A, Inc. Within these bylaws and in other documents the organization may be referred to as the 12<sup>th</sup> US. The corporate headquarters shall be located in Onondaga County, New York.

## **ARTICLE II - PURPOSES**

This Corporation has been formed for the purpose of promoting charitable and educational aspects of the American Civil War; to teach the historical significance through activities, programs, and living history demonstrations; to authentically portray both Union soldiers from the 12<sup>th</sup> US and Northern civilians - their life, clothing, equipment, actions, and battles; and to encourage family participation and the friendship of all who hold the same interest.

## **ARTICLE III - MEMBERS**

### **Section 1. Members:**

Any person may apply for membership with the Corporation. A person under the age of 18 must have written permission from a parent or legal guardian whom is already a member of the corporation or has also applied for membership. Any person under the age of 16 must have a parent or legal guardian present at any event or activity in which he or she participates. Individuals who have been convicted of a felony shall not be eligible for membership. A prospective member must furnish references for investigation by the Board of Directors. All applicants for membership will be reviewed, approved, and status recommended by the Board of Directors.

### **Section 2. Types of Membership:**

There are two types of membership: Full and Probationary. Both memberships must pay dues. Only those members in good standing will be allowed to participate in unit activities such as living history presentations, reenactments, or other public demonstrations.

**a. Full Members:**

Full Members are those persons twelve (12) years of age or over who have been accepted by the Board of Directors and who have completed a term of Probationary membership and have met the training requirements of the Board of Directors and are suitably equipped to do field presentations. Further requirements to maintain Full Membership are: Attendance at a minimum of forty percent (40%) of available maximum effort events as voted by the corporation, taking part in these events fully as a member of the 12<sup>th</sup> US; attendance at a minimum of two (2) unit meetings, excluding the general election meeting and the Christmas party. Exemplary service such as chairing a committee, holding corporate office, or performing numerous presentations, may count towards the event totals at the discretion of the Board of Directors. The Board of Directors may take individual cases into account to allow continued Full membership under unusual circumstances. Request for such exemptions must be made in writing to the Board of Directors or the Unit Commander. In the case that a member does not meet the requirements of Full membership, the Board of Directors will review the status of his or her membership.

**b. Probationary Members:**

A new member shall complete a Probationary membership before being eligible for Full membership. The term of this Probationary membership shall be one year from the date of application. If a Probationary member has completed nine (9) months or more of Probationary membership at the time of the annual election meeting, the Board of Directors based upon participation and training during the previous season may waive the remaining time. If after a full year the member has not completed the requirements of Full membership, the Board of Directors will review the status of his or her membership.

**Section 3. Voting Rights:**

Each Full Member shall be entitled to one vote on each matter submitted to a vote of the general membership by the Board of Directors. No member shall be permitted to authorize another person to act for him or her by proxy. Except as otherwise provided by law or elsewhere in these Bylaws, all motions shall be decided by the vote of the simple majority of the delegates present at the time of the vote.

#### **Section 4. Conduct of Members:**

All members must follow the direction of the Board of Directors. Those in military dress must obey the reasonable order of all field officers holding a superior rank. Those in civilian period attire must cooperate with the Civilian Coordinator and any Military Commanders. All members must obey all local, state, and federal laws, as well as duly elected or appointed officials of hosting organizations at events. All Full members must conform to the established authenticity standards unless the Board of Directors grants a temporary waiver.

#### **Section 5. Termination of Membership:**

Any member may be terminated because of 1) failure to pay the dues and/or 2) failure to conduct himself/herself according to the rules and regulations set out in these Bylaws or other authorized documents. Any member shall be given written notice of the grounds of termination and given the opportunity to appeal the situation. The Board of Directors shall effect any termination and only after the member has had the opportunity to defend himself/herself either in writing or in person. Response to notice of termination of membership must be made within 30 days of notice. The member has the right to appeal the decision of the Board of Directors to the full membership. The Board's decisions can be overruled by a 2/3 vote of the all Full Members in good standing.

#### **Section 6. Dues:**

Dues shall be set by resolution of the Full Members at a regularly scheduled business meeting and shall be payable on March 1 of each fiscal year.

#### **Section 7. Dual / Multiple Memberships:**

Dual or multiple unit memberships will be tolerated in so far as they do not conflict with the interests of the 12<sup>th</sup> Regiment U. S. Infantry Co. A, Inc. The Board of Directors will evaluate such memberships as needed.

## **ARTICLE IV - BOARD OF DIRECTORS**

#### **Section 1. Board of Directors Membership:**

The Board of Directors shall be made up of 1) all Military Officers; 2) all Corporate Officers; 3) the Civilian Coordinator and 4) all Standing Committee Chairpersons. All Board of Directors members must be Full Members and must be at least 18 years of age.

## **Section 2. Military Officers:**

The Military Officers shall be the Unit Commander and other military Commissioned and Non-Commissioned Officers according to Civil War era military rank. Any member who holds an honorary rank shall not be considered to be a Military Officer. Election by ballot for all Military Officers by Full Members in good standing shall be held in February; commencement of duties shall start the following March. Term of office shall be 12 months.

### **a. Unit Commander:**

The Unit Commander commands the military arm of the Corporation and, as such, must execute his duties accordingly in a military fashion; develops and promulgates the battle plans for events that the Corporation hosts; reports to the Board of Directors on the progress of Probationary members who wish to do a military portrayal; coordinates instruction of the military scenario of the Civil War to the members; is responsible for the conduct and authenticity of impressions (both military and civilian) within the confines of the military camp; is responsible for the safe use of all military weapons; must be knowledgeable in military science of the Civil War; holds highest military rank in the Corporation as determined in Article V. In the absence of the Unit Commander, a qualified person may be appointed to fill this position.

The Unit Commander presides at meetings; oversees all unit activities; and is responsible for all correspondence regarding any event. The Unit Commander will, in cooperation with the President and the Board of Directors, insure that there is sufficient and appropriate communications with and between all Members.

In the desire to maintain the authenticity of the 1860s time period, the Unit Commander must be a male Full Member. The Unit Commander shall be determined annually by general election.

### **b. Commissioned and Non-Commissioned Officers:**

Commissioned and Non-Commissioned Officers are persons functioning with military rank according to Civil War era military structure. The number and ranks of these officers must be reasonably consistent with historic ratios in accordance with Article IV, Section 2, Part d.

Commissioned and Non-Commissioned Officers shall be determined annually by general election. The Board of Directors will establish and

maintain a certification process for the purpose of determining that individuals are qualified to perform the required duties of each rank. All candidates for positions of rank must have been certified for the position being sought.

The Unit Commander or Acting Commander may make brevet promotions when needed to meet functional requirements at an event. Such a promotion shall remain in effect only for the duration of that event. A vacancy may be filled by brevet promotion for the unexpired term. The Unit Commander shall nominate a candidate to be promoted and present said candidate to the Board of Directors for approval. All Commissioned and Non-Commissioned Officers must retain the uniform and equipment necessary to return to the rank of Private.

**c. Honorary Rank:**

Honorary rank may be extended to individuals in recognition of service at the discretion of the Board of Directors. Individuals holding honorary rank will not be members of the Board of Directors.

**d. Authorized Strength of Officers and Non-Commissioned Officers:**

The numbers and Ranks of military Officers and Non-Commissioned Officer shall be set prior to elections at the annual meeting as follows:

<b>RANK</b>	<b>&lt;10 PVTS</b>	<b>10 PVTS</b>	<b>14 PVTS</b>	<b>16 PVTS</b>	<b>20 PVTS</b>	<b>28 PVTS</b>	<b>32+ PVTS</b>
CAPT	1	1	1	1	1	1	1
1 <sup>ST</sup> LT	0	0	0	0	0	0	1
2 <sup>ND</sup> LT	0	0	0	0	1	1	1
1 <sup>ST</sup> SGT	1	1	1	1	1/1*	1	1
SGT	0/1*	1	1	2	2	3	4
CPL	2	3	4	4	4	5	8

\* The number of authorized NCO's for the Musician section will be consistent with the above table except as noted by asterisk. Ranks above Sgt are Company level ranks and are not authorized specifically for the musician section, except that a 1st Sgt may be authorized for 20 or more Musician Privates due to administrative requirements.

### **Section 3. Corporate Officers**

The Corporate Officers shall be the Corporate President, Secretary and Financial Officer. All Corporate Officers must be Full Members and must be at least 18 years of age. The same person may hold the Secretary and Financial Officer positions.

#### **a. Election and Term of Office:**

Election by ballot for Corporate Officers by all Full Members in good standing shall be held in February; commencement of duties shall start the following March. Term of office shall be 12 months.

#### **b. Corporate President:**

The Corporate President presides at the annual corporate meeting and signs any contracts, notes, deeds, or other papers requiring a signature.

#### **c. Secretary:**

The Secretary keeps minutes of all meetings; furnishes a copy to the all members of the Board of Directors and the newsletter Editor; and reads preceding minutes at the beginning of each meeting. The Secretary is also responsible for maintaining all Bylaws and Policy documents, which are to be kept in a book, dedicated to this purpose.

#### **d. Financial Officer:**

The Financial Officer has general supervision of all finances such as money, bills, notes, deeds, leases, mortgages, insurance policies, and similar property of the Corporation; keeps accurate accounts of all business transactions; makes an annual report to the members in February or whenever any Full Member requires it; and turns over all property to the succeeding Financial Officer.

### **Section 4. Civilian Coordinator:**

The Civilian Coordinator coordinates the civilian activities of the Corporation and is responsible for the organization and promulgation of civilian events hosted by the Corporation; reports to the Board of Directors on the progress of Probationary members who wish to portray civilians of the Civil War era; is responsible for the education, conduct, and authenticity of those doing a civilian impression; is responsible for the safety of all civilians within the civilian camp; must be

knowledgeable about the lifestyles, politics, clothing, mannerisms, etc, of Upstate New York during the 1860s. In the absence of the Civilian Coordinator, a qualified person may be appointed to fill this position.

### **Section 5. Standing Committee Chairpersons.**

The Board of Directors shall establish standing committees as needed and appoint by vote the Committee Chairperson. The term of office shall be 12 months. The Committee Chairperson appoints committee members representing both civilian and military personnel; reports to the Board of Directors on the progress on committee goals; is responsible for the implementation of those goals in a timely manner. The Board of Directors will review the need for each standing committee annually.

### **Section 6.**

Other positions may be established and appointed by the Board of Directors as needed or as circumstances warrant.

### **Section 7. Vacancies:**

Any vacancy among the Board of Directors arising at any time and from any cause may be filled for the unexpired term. The Unit Commander shall nominate a candidate to fill the position and present said candidate to the Board of Directors for approval.

## **ARTICLE V - FIELD STRUCTURE**

### **Section 1. Commissioned and Non-Commissioned Officers:**

The Commissioned and Non-Commissioned Officers shall consist of Unit Commander, who holds the highest military rank, and such other positions as deemed necessary by the Board of Directors. Full military members only can fill these positions. The Unit Commander will assign their duties.

## **ARTICLE VI - REMOVAL OF MILITARY OFFICERS**

### **Section 1.**

Any Military Officer may be removed for cause by a two-thirds vote of the Board of Directors.

**Section 2.**

A motion for a vote to remove a Military Officer must be submitted and approved by a simple majority of the Board of Directors. The vote to remove the officer will take place at the next Board of Directors meeting.

**Section 3.**

A Military Officer shall be given prior written notice by registered mail of the intent and the grounds of removal and provided the opportunity to present a defense and to appeal if necessary.

**Section 4.**

A vote on removal of a Military Officer cannot take place unless the Board of Directors membership has been given prior written notice that such action will be taken at the meeting.

**Section 5.**

Removal from office does not terminate membership in the Corporation

**ARTICLE VI - REMOVAL OF CORPORATE OFFICERS**

**Section 1.**

Any officer of the Corporation may be removed for cause by a two-thirds vote of the membership.

**Section 2.**

A motion for a vote to remove a Corporate Officer must be submitted and approved by a simple majority of the Full membership. The vote to remove the officer will take place at the next business meeting.

**Section 3.**

A Corporate Officer shall be given prior written notice by registered mail of the intent and the grounds of removal and provided the opportunity to present a defense and to appeal if necessary.

#### **Section 4.**

A vote on removal of an officer cannot take place unless the Full membership has been given prior written notice that such action will be taken at the meeting.

#### **Section 5.**

Removal from office does not terminate membership in the Corporation

### **ARTICLE VII - MEETINGS**

#### **Section 1. Fiscal Year:**

The fiscal year of the Corporation shall be from the first day in March to the last day in February.

#### **Section 2. Annual Meeting:**

The annual meeting of the Corporation shall be held in February of each year. Each Corporate Officer will present a status report to the membership. Elections will also be held.

#### **Section 3. Monthly Meetings:**

The monthly meetings of the Corporation shall be held as set by the members. The monthly meeting may be used to vote on Corporation policy issues after due notice is given to the membership.

#### **Section 4. Special Meetings:**

A special meeting may be called by the Unit Commander or by a written petition from the majority of the Full Members and submitted to any Board of Directors member.

#### **Section 5. Notice of Meetings:**

The date, time, and place of the meetings shall be given in the Corporation's newsletter or by special mailing at least 7 days before the meeting.

#### **Section 6. Place of Meetings:**

Any place or site may be used to hold a meeting.

### **Section 7. Agenda:**

All issues to be presented for consideration at a general meeting must be submitted to the Unit Commander at least 2 days before the meeting.

### **Section 8. Quorum:**

25% of the full membership plus one Board of Directors member shall constitute a quorum.

### **Section 9. Voting:**

At any meeting of the membership, each Full Member present shall be entitled to one vote except as otherwise provided by law or elsewhere in these Bylaws. All matters shall be decided by the vote of the majority of the members present at the time of the vote, if a quorum is present at such time.

### **Section 10. Action Without a Meeting:**

Any action, which could be taken by the members at a meeting, may be taken without a meeting through a phone or mail vote. Non-returned ballots will be considered as abstention. Such issue or election, not including Bylaw amendments or removal of officers, shall be decided by a simple majority of those members returning their ballots or giving a reply by phone on or before the announced deadline. The resolution or the results shall be presented at the next regularly scheduled meeting and filed with the minutes thereof.

## **ARTICLE VIII - BOOKS AND ASSETS**

### **Section 1. Custody of Funds:**

The Financial Officer shall have custody of all funds and assets of the Corporation.

### **Section 2. Disbursement of Funds:**

The Board of Directors may expend, or be reimbursed for expenditures, on behalf of the Corporation up to \$25 per item without approval. Expenditures over \$25 will require approval of the majority of the Board of Directors. All bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, documents, requests for payments, and other disbursements shall be in writing.

### **Section 3. Management of Funds:**

The funds of the Corporation shall be managed in accordance with generally accepted accounting practices and procedures.

### **Section 4. Investments:**

The Board of Directors is authorized to select such depositories, as it shall deem proper for the funds of the Corporation. Such funds may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, as the Board of Directors in their discretion may deem desirable.

### **Section 5. Books:**

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the members and the Board of Directors.

### **Section 6. Auditing:**

The financial books shall be audited once a year by two members (not Board of Directors) of the Corporation elected by a majority vote of the Full Members.

## **ARTICLE IX- INDEMNIFICATION**

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator, or intestate was a member, officer, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

## **ARTICLE X - AMENDMENT PROCEDURE**

The Bylaws of the Corporation may be amended by a 2/3 majority of the full membership present at a duly called meeting; provided, however, that notice of such proposed amendment, setting forth the text and effect of the amendment, must be included in the notice of meeting.

## **Appendix A – History of Amendments**

- 5-1-04: Initial adoption by vote of the general membership. (Vote unanimous)
- 6-12-04: All instances of “Executive Board” changed to “Board of Directors” as required for incorporation. (26 members present / Vote unanimous)
- 6-12-04: Article III. - Members, Section 2. – Types of Membership, a. – Full Members was amended as follows: Insert “persons twelve (12) years of age or over” into the first sentence after “Full Members are those”. (26 members present / Vote unanimous)
- 10-23-10 Article III – Section 7 added  
General elections established for all NCO’s and Officers with 12-month term.  
Provisions for Brevet Promotions added  
NCO/Officer Certification Process requirement added  
Article IV - Section 2 - Part d added to establish unit NCO/Officer strength.  
(18 members present / Vote unanimous)