

# By-Laws

## of the Re-Enactors of the American Civil War, Inc

Revised September 24, 2011

### Article I - Name

#### Section 1 – Name

The name of this organization shall be known as the Re-Enactors of the American Civil War, Incorporated, and hereinafter called R.A.C.W.

#### Section 2 – Purpose

The purpose of this non-profit educational organization is expressed in what is known as the R.A.C.W. Vision Statement:

*“Our goal is to perpetuate public awareness of, and stimulate interest in, the historical significance of the period in United States history termed “the War between the States” and commonly called the American Civil War.”*

### Article II - Meetings

#### Section 1 – Place of Meetings

All meetings of the Board of Directors shall be held from time to time as directed by the members of the respective Boards. All members of the Board shall be notified in writing at least two weeks prior to the duly scheduled meeting of the board.

#### Section 2 - Annual Meetings

- .1 The meeting of the General Membership shall be held on the Saturday evening of the last reenactment event of the year during an election year, or as otherwise directed by the Board of Directors.
- .2 A quorum (Article III, Section 5) of Board Members must be present at any General Membership meeting in order to conduct general membership business.

#### Section 3 – Meetings

All meetings will follow Robert's Rules of Order.

### Article III - Directors

#### Section 1 – Powers

- .1 Subject to any limitations in the Bylaws of the R.A.C.W. and to the provisions of the State of California, the business and affairs of the organization shall be managed and all corporate powers shall be exercised by, or under the direction of, the board of directors known as the Board of Directors.
- .2 Directors shall serve without compensation, except their actual expenses.
- .3 The Board of Directors may appoint an executive committee of such Board, and may grant to such committee any of the powers and authority of the Board of Directors, and shall act only in the intervals between meetings of the Board of Directors, and shall be subject at all times to the control of the Board of Directors.
- .4 The Board of Directors shall maintain a written “***Policies and Procedures Manual***” that specifies the details of managing the corporate powers via its various

rules and regulations. The Board of Directors shall have sole power to add, delete, modify, or otherwise control the contents of this “Policies and Procedures” manual.

### **Section 2 – Number**

The authorized number of directors shall be nine until changed by amendment to this article of these bylaws.

### **Section 3 - Titles of Board of Directors**

The governing board, known, as the Board of Directors of the R.A.C.W. shall be comprised of a President, Vice-President, Secretary, Treasurer, Public Relations Representative, Education Representative, Confederate Brigade Commander, Union Brigade Commander, and Noncombatant Corps Representative.

### **Section 4 - Authority of Board Members**

- .1 Each member shall have one equal vote and voice.
- .2 In such case as it becomes necessary that the President, Vice-President, Secretary or Treasurer must serve as the Brigade Commander of either the Confederate or Union forces, or the Noncombatant Corps Representative, than a proxy must be appointed to serve as the voice of the Brigade Commander or Representative during board meetings.
- .3 If any elected officer of the Board of Directors must be absent from a Board meeting, he/she may select a temporary replacement to represent him/her at the meeting. The temporary replacement shall have the full authority of the absent Board member. The temporary replacement shall serve in this position for no more than two (2) meetings of the Board.

### **Section 5 - Quorum and Board of Directors Action**

- .1 A quorum for all meetings of the board of directors shall consist of a majority of the whole number of Board Members elected.
- .2 Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board, subject to the provisions of these bylaws and provisions of the State of California.

### **Section 6 - Filling Vacancies**

- .1 When a vacancy is created on the Board of Directors, either by reason of death, resignation, court-martial or by appointment, the Board of Directors shall have the authority to appoint a qualified RACW member to fill the vacancy of office.
- .2 This position will be considered pro temp for such period as will allow adequate opportunity for the vacancy to be announced publicly to the general membership via an official mode of communication (i.e. Shoulder Arms).
- .3 The Board will call for nominations or letters of intent to run, from the general membership, so that a duly called election may be conducted in order to fill the vacant office within 90 days of becoming vacant. If the vacancy occurs within six months of the annual board elections, then the office shall be filled pro temp until the end of the official term.
- .4 The pro temp officer shall be selected from duly qualified candidates by a majority vote of the board of directors.

## **Article IV - Job Descriptions**

### **Section 1 - Board Members**

Qualifications for Board of Directors: Candidates for the positions of President, Vice President, Secretary, Treasurer, Public Relations Representative and Educational

Representative are open to all members of the RACW who are in good standing for at least one year immediately prior to nomination and are over the age of 21. Positions of Brigade Commanders and Noncombatant Corps Leader may only be held by a member of the represented corps.

**.1 President Responsibilities**

- A The responsibilities of the President shall include but be not limited to; preside over all R.A.C.W. General Staff Meetings and the annual General Membership meeting.
- B Accept responsibility for the overseeing of all R.A.C.W. sponsored events, appoint an event coordinator when necessary, finalize contracts of events already authorized, confer with local, state or federal officials on behalf of R.A.C.W. business, preside over all R.A.C.W. courts of inquiry and courts martial.
- C The president has the authority to delegate various tasks and responsibilities to qualified members of the R.A.C.W.

**.2 Vice President Responsibilities**

- A The Vice-President shall assist the President in any business or matters directly related to the R.A.C.W.
- B The Vice-President shall assume all duties of the President in the case of absence, appointment or death.
- C The Vice-President shall preside over event planning and report to the Board of Directors.

**.3 Secretary Responsibilities**

- A The Secretary shall take minutes of every duly called R.A.C.W. Board of Directors and General Membership Meetings.
- B The Secretary shall be responsible for handling the various forms used within the organization.
- C The Secretary shall type and mail any and all correspondence delegated by the board.
- D The Secretary will maintain membership database and record updated rules and regulations in a timely manner, and the notification of membership via the newsletter.
- E The Secretary shall assume any other responsibilities delegated by the President.

**.4 Treasurer Responsibilities**

- A The Treasurer is responsible for maintaining complete bookkeeping records showing all income and expenses of the R.A.C.W.
- B The Treasurer will prepare accounting books for yearly tax personnel to be audited and statements submitted to the State and Federal tax authorities and to prepare yearly budgets to be approved by the Board of Directors.
- C The Treasurer will receive all monies due the R.A.C.W. and deposit into R.A.C.W. bank accounts.
- D The Treasurer will keep master files on each member of the R.A.C.W. including membership application with liability release and payment of dues.
- E The Treasurer will, with authorization from the General Staff, disperse money from the R.A.C.W. accounts for expenses of the R.A.C.W.
- F The Treasurer will assume any other responsibility, which may be delegated by the President or Board of Directors.

**.5 Brigade Commander Qualifications & Responsibilities**

The Brigade Commander must be elected by the Brigade membership with a majority vote in a duly called election meeting. The Brigade Commander must be a member in good standing with either the Confederate or Union Brigade he has been elected to represent.

- A** Plan and implement all Brigade activities for R.A.C.W. sponsored events.
- B** Coordinate battlefield reenactment scenarios with the respective R.A.C.W. Brigade Commander's counter part.
- C** Act as the Brigade's liaison at events with the Administrative Board representatives and the event coordinator.
- D** Between events and throughout the year, the Brigade Commander is the representative to the Board of Directors from the Brigade.
- E** The Brigade Commander may delegate to his staff members the authority to represent the Brigade at board meetings in his absence.
- F** Coordinate Brigade activities with the Board of Directors, event coordinator or event committee.
- G** Principle spokesperson for the Brigade.
- H** Enforce the rules and regulations of the R.A.C.W. and support the decisions and directives from the Board of Directors.
- I** Communicate with such Brigade Commander's R.A.C.W. counterpart in a manner to maintain friendly relations between Brigades.
- J** Appoint staff positions of Brigade Sergeant Major and Brigade Provost Marshal.
- K** The Brigade Commander is ultimately responsible for all that occurs within the Brigade.
- L** The rank of the R.A.C.W. Brigade Commander shall be that of Lieutenant Colonel, except in certain scenarios that the Board of Directors may dictate the need for a higher rank or until changed by amendment to these bylaws.

#### **.6 Noncombatant Corps Representative Qualifications & Responsibilities**

Noncombatant Corps Representative must be elected by the Noncombatant/Civilian membership with a majority vote in a duly called election meeting. The Noncombatant Corps Representative must be a member in good standing with the Noncombatant/Civilian membership. The terms “noncombatant member” or “civilian” are used interchangeably. A civilian is defined as any R.A.C.W. member who is not otherwise qualified to carry a loaded weapon onto the battlefield and/or is not a member of any military unit. This specifically includes all members under the age of 14 and all members, male or female, who do not wear a military uniform. Civilians will not carry loaded weapons at any time.

- A** Plan and implement all Civilian Corps activities for R.A.C.W. sponsored events.
- B** Act as the Noncombatant Corps's liaison at events with the Board representatives and the event coordinator.
- C** Between events and throughout the year, the Noncombatant Corps Representative is the representative to the Board and the Combined Citizen Board from the Noncombatant Corps.
- D** Maintains census of noncombatant corps.
- E** Maintains records, assists the Treasurer in collecting dues from noncombatant membership.
- F** The Noncombatant Corps Representative may delegate to his/her staff members, the authority to represent the noncombatant corps at board meetings.

- G** Enforce the rules and regulations of the R.A.C.W. and support the decisions and directives from the Board of Directors.
- H** Insures the orderly encampment of noncombatants not authorized to camp with military units.
- I** Serves as spokesperson for the non-combatant corps at events.
- J** Appoint necessary staff positions in keeping with authorizations contained in the rules of the association.
- K** The Noncombatant Corps Representative is ultimately responsible for all that occurs within the Noncombatant Corps (all civilian entities).

**.7 Public Relations Representative Responsibilities:**

- A** Coordinate advertising and media coverage for all RACW events and activities.
- B** Responsible for the printing of the programs at RACW events, therefore must work closely with event coordinator regarding the schedule to be printed.
- C** Liaison between RACW Board of Directors and media in publicity related matters.
- D** May be the Editor in Chief of RACW newsletter.
- E** Sanctions usage of RACW logo for promotional advertising with Board approval.
- F** Determines new ways of promoting and publicizing RACW events and activities for optimum benefit of the organization.

**.8 Educational Representative Responsibilities**

- A** Liaison between the educational community and the pool of educational/school presenters (speaker's bureau). To wit, learning institutions will contact the Educational Rep in order to schedule school presentations and displays.
- B** The Educational Rep. will then notify RACW members who have made themselves available for school presentations in order to coordinate a Civil War presentation program for the inquiring institution.
- C** The Educational Rep. will endeavor to seek new ways and means to reach out to the educational institutions in the RACW's geographic region to assist with enhancing classroom learning of the American Civil War.
- D** The Educational Representative will endeavor to standardize school presentation programs and assist the RACW members interested in being a part of said programs, by making available, if possible, an outline and materials that will be useful in the program.

**Section 2 - Executive Staff**

- .1** Each Brigade/Civilian Corps may have an executive staff comprised of staff officers and the commanding officers of the units in the Brigade.
- .2** The Noncombatant Corps may have an executive staff comprised of the representatives of their choosing.
- .3** The executive staff is responsible for determining policies & procedures within the Brigades and Noncombatant Corps and creating input and feedback regarding event planning for the board representatives to bring to the R.A.C.W. Board of Directors.

**Article V - Recall Procedure**

Any Director(s) elected by the members may be subject to recall upon filing with a director a recall petition signed by at least ten (10) percent of the then current members in good

standing of the R.A.C.W. The Director must submit this petition to the next meeting of the Board of directors. See Policies and Procedures Manual for further details.

## **Article VI - Safety Rules**

All members of the RACW will be expected to read and be familiar with these rules before engaging in any event or activity. Any member violating these safety rules and regulations is subject to disciplinary action and/or Court Martial. See Policies and Procedures Manual for complete safety details.

## **Article VII - Elections**

The R.A.C.W. will hold annual elections every year for R.A.C.W. Board officers. See Policies and Procedures Manual for complete election details.

## **Article VIII - Enforcement of R.A.C.W. Rules**

### **Section 1 – Summary Power**

The Board of Directors shall have the summary power by vote of a majority of its members, to suspend, or to expel and terminate the membership of any member of said corporation for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely, in its opinion, to endanger the welfare, safety, interests, or character of the organization, or for any conduct in violation of these by-laws or the policies and procedures of the corporation, which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such board upon the initiative of any member of the said corporation. The Proceedings of the Board of Directors in such matters shall be final and conclusive.

### **Section 2 - Court of Inquiry/Court Martial**

Alternatively, the Board may elect at its sole discretion to hold a court of inquiry or a court martial as detailed in the Policies and Procedure Manual.

## **Article IX – Membership**

### **Section 1 – General Membership**

- .1 Membership in the RACW shall not be denied on the basis of sex, race, or religion.
- .2 Additional membership policies will be set forth in Policies and Procedures.

## **Article X – Budget and Donations**

### **Section 1 – Budget**

The Treasurer of the R.A.C.W shall prepare the budget annually. It shall be presented to the Board at the annual budget meeting, or at the first meeting of the year.

### **Section 2 – Donations**

All monies or donations collected by RACW members must be made directly to the Reenactors of the American Civil War, Inc. The RACW Treasurer will then forward onto the individual units, companies, Brigades, or civilian corps the monies or donations that the donor had specified for a specific person or unit. Individual members, companies, Brigades, or civilian corps may NOT collect donations directly to them. See Policies and Procedures Manual for further details.

## **Article XI - Amendments at Board of Directors' Meetings**

This document of R.A.C.W. organization (known as the R.A.C.W. Bylaws) may be amended by a majority vote on the Board then sent to the general membership for approval.

Ratification shall be by 2/3 majority of those voting.

**Revised September 24, 2011**