

MULTI LAKES ASSOCIATION FOR CIVIL WAR STUDIES ORGANIZATIONAL BYLAWS

Adopted: 1996
Amended: MAY 2016

Article I Name

Section 1:

The name of the organization shall be known as Multi Lakes Association for Civil War Studies.

Section 2:

The name will be used in its short form for internal communication as "MLACWS".

Section 3:

The full name of this organization shall be used for all external communications.

Article II Purpose

Section 1:

The objectives of this organization shall be as follows:

1. To research and study the lives and events of Americans during the Civil War era and share that information within the group, interested parties, and general public.
2. To provide a forum for families to experience the significance of living history through but not limited to:
 - Period encampments
 - Arts and crafts
 - Period clothing standards
 - Reenactments
 - Cooking
 - Musket skills development
 - Period communication skills and demonstrations
3. To engage in providing lectures and demonstrations to interested organizations and the general public for the purpose of enhancing the community's understanding of the Civil War.
4. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be in the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not

carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III Organization

Section 1:

The organization shall be incorporated as a nonprofit organization. It shall be governed by a board of directors elected by the membership. The board of directors will be the President, Vice President, Secretary, and Treasurer. The members of said organization, by majority vote, shall have the power to assess dues and issue publications.

Section 2:

The organization shall consist of but not limited to the following subgroups:

- A. 4th Texas Co. E "Lone Star Guards" and 16th Michigan Co. B – Military component
- B. Citizens for Independence – Civilian component
- C. Historical Preservation Society – Research and preservation component

The above subgroups shall follow the MLACWS bylaws and their own independent operating procedures, if applicable.

Article IV Membership

Section 1: Qualifications

A regular voting member shall be, and continue to be in agreement with the purpose of the organization, and shall not be delinquent in payment of dues. Failure to pay dues within three months of the January meeting shall constitute a delinquency, if not paid, member shall no longer receive official organization newsletter, and after one year shall be dropped from roster. No member in arrears for dues, shall be eligible to hold office, or entitled to vote. No restrictions to membership regarding age, sex, race, religion, or national origin shall ever exist. No member shall engage in personal pursuits, sale or purchase of anything related or non-related to our activities on his or her own behalf in the name of MLACWS.

Section 2: Conduct of Members

While involved in activities of the corporation, all members are expected to obey bylaws of the organization. Each person is responsible for their own conduct and should present themselves in such a manner as to not jeopardize the integrity of this organization.

Section 3: Termination of Membership

Membership shall be terminated on the event that the general membership, by a vote of three-fourths, upon recommendation of a Conduct Committee which shall consist of one member of each sub group as appointed by the president, determines that the member has failed to conduct him/her self in accordance with Section 2 of Article IV. A member shall be entitled to receive at least 15 days prior notice stating that the termination of his/her membership is to be considered by the general membership and setting forth the reasons that such termination is to be considered, and such member shall be given the opportunity to appear before the general membership and respond thereto.

Section 4: Guests

All meetings are open to the general public. However, individuals or groups, who are not members of the corporation wishing to participate, must first be classified as approved guests. Board members shall have the authority to approve all guests.

Article V Dissolution

Upon dissolution of the corporation, the Board shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the propose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of future United States Internal Revenue Law), as the Board shall determine.

Article VI Government

Section 1: NOMINATIONS AND ELECTIONS

A. An election committee shall be formed on or before the September meeting each year, to determine officers of the MLACWS. The election committee shall consist of organization members selected from each subgroup by that subgroup's membership. These representatives shall number no more than 1 person from each subgroup. An election chairperson shall be selected from within the committee. This committee shall submit names of candidates for office by the October meeting of each year. Insofar as practicable, two or more candidates shall be nominated for office.

B. The election committee, if provided in subgroup operating procedures, shall oversee elections within each subgroup.

C. Corporation board elections shall be done under the supervision of the election committee at the November meeting of each year. Procedure will be as follows:

- 1) Candidates' names for office shall be published in the official newsletter of the MLACWS before the November election meeting. Nominations will also be accepted from the floor at the November meeting.
- 2) At the November election meeting, the nominating committee shall read the names of candidates before the general membership in order of, Treasurer, Secretary, Vice- President, and President.

3) Official ballots shall be distributed, collected, and tabulated by the nominating committee at the November election meeting. Any person nominated from the floor shall be considered a "write in" candidate.

4) Results shall be announced at the November election meeting and posted in the official newsletter afterwards.

5) In the event there are no candidates for any one position, the incoming board shall have the authority to request the incumbent officer to retain that office. If incumbent refuses, the incoming board shall appoint from within the general membership to fill that position.

D. The officers and terms of office - The officers shall consist of a President, Vice-President, Secretary, and Treasurer. Each office shall be voted for and awarded by a majority vote of membership present at the meeting established for voting. Each officer shall hold office for the term of one year. No person shall serve in the same office for more than three consecutive years, unless the position has received no other candidates. No person shall serve as officer or an appointed director while his/her dues are delinquent.

Article VII Duties of Officers

A. PRESIDENT

The president will conduct the business at general membership meetings, and has the overall responsibility of the board's duties. The president, along with one other officer, shall sign all agreements and contracts made by the MLACWS, upon approval of board.

B. VICE-PRESIDENT

The vice-president will assume the responsibilities of the president in his/her absence, or any additional duties assigned by the president.

C. TREASURER

The treasurer has responsibility for collecting and depositing all MLACWS funds into a depository approved by the board. All MLACWS incoming and outgoing finances will pass through the treasurer's hands and be recorded as such. The treasurer shall keep an official roster of paid members, and shall notify the appropriate person in charge of each subgroup, and the editor of the newsletter of any changes. The treasurer shall give a written report at each business meeting. The treasurer shall render a detailed written quarterly report to be published in the MLACWS newsletter. All disbursements shall be made on a draft from the MLACWS accounts.

D. SECRETARY

The secretary is responsible for taking minutes at all membership meetings. The secretary shall maintain all records and minutes for future reference. The secretary shall be custodian of all records of corporate business.

E. VACANCIES

The unexpired term of all vacancies shall be filled by special election as otherwise provided in this constitution.

F. REMOVAL OF OFFICERS

1. A Board member may be removed by a majority (51%) of the voting members present at a meeting of the members, providing that a member is entitled to vote in the election of such Board member, if such removal is first recommended in writing by at least 20% of the total number of VOTING MEMBERS. Any such Officer shall be entitled to receive at least 15 days prior notice stating that his removal is to be considered by the VOTING MEMBERS, and any such officer shall be given the

- opportunity to appear before the members and respond thereto.
2. If any Officer resigns from office, the officer next in line of office shall assume the responsibilities of the vacated office until a special election is held.

Article VIII Meetings

Section 1: General membership meeting schedule for the calendar year shall be determined at the annual fall meeting. There will be a minimum of one (1) meeting per calendar year.

Section 2: Special meetings may be called by the board members and communicated to the membership. The leaders of the organization subgroups (or their designated reps) must be in attendance. Special meeting minutes must be communicated to the membership at the next meeting of the organization.

Section 3: Any meeting of the membership may be held at such place within or without the State of Michigan as is specified in the communication of such meetings.

Section 4: All meetings shall follow agenda items communicated to the membership immediately prior to stated meeting. No action shall take place upon any item not on agenda.

Article IX Quorums

Section 1: A quorum will exist at every meeting that is called in accordance with Article VIII. The majority vote shall consist of 51% of the voting members present at any given meeting. If a vote for a motion is tied, the motion shall not pass. Debate on such a motion should continue and another vote placed on the agenda for the next scheduled meeting.

Article X Gifts and Grants-in-Aid

The organization shall have the power to accept gifts of money, property, grants-in-aid, or other monies offered from whatever source.

Article XI Corporate Funds

The Board shall have the discretion to approve reasonable expenditures not to exceed \$150. Amounts exceeding \$150 must be brought before the membership at a meeting of the members. The expenditure must be approved in the same manner as provided for in section 1 of Article IX.

Article XII Bylaw and Amendments

Section 1: PROPOSED AMENDMENT

An active member of the MLACWS may present an amendment(s) to the bylaws to be published

in the MLACWS newsletter. This shall be communicated electronically to the active voting members of the MLACWS, no less than ten days before the next stated meeting. The proposed bylaw change must contain the exact wording of the proposed change, along with the existing wording to be changed when applicable. The bylaws shall be amended by an affirmative vote of the majority of active members present and entitled to vote at the next stated meeting.

Section 2: BYLAW COMMITTEE

Due to the changing needs of the MLACWS, it shall be the duty of the corporate board to organize a bylaws committee, for the purpose of reviewing these bylaws, and bringing before the membership any changes that may be deemed necessary. This committee shall be formed every three (3) years beginning in 1996. This will not prevent individual members from proposing bylaw changes in accordance with Section 1 of this article.

**Article XIII
Precedence**

At such time as the corporation becomes affiliated with another National or Local organization, the corporation shall abide by the laws and respect the ideas of the other organization. If for any reason, a conflict arises between the rules or bylaws of the other organization and those of the corporation, the matter shall be resolved in a manner best suited to the interests of the corporation.