

ByLaws

of the

Third Excelsior Association, Inc

Revised August 12, 2012

Article I Name

Section 1 – Name

The name of this organization shall be known as the Third Excelsior Association, Incorporated, and hereinafter called T.E.A.

Section 2 – Purpose

The purpose of this nonprofit educational organization is expressed in what is known as the T.E.A. Vision Statement:

“The Third Excelsior Association is dedicated to furthering education about the American Civil War and all aspects of United States history. It seeks to promote further understanding about United States history through living history, the collection and distribution of information and the collection, preservation and interpretation of historically significant artifacts and seeks to support, through donations of money and labor, those groups which share like goals.”

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 at the association annual business meeting referred to as Day of the Soldier unless 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 T.E.A. 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 three 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 T.E.A. shall be comprised of a President, Secretary, and Treasurer.

Section 4 Authority of Board Members

- .1 Each member shall have one equal vote and voice.
- .2 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, courtmartial or by appointment, the Board of Directors shall have the authority to appoint a qualified T.E.A. 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. "The Monitor" newsletter or T.E.A. webpage).
- .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 and Treasurer, are open to all members of the T.E.A. who are in good standing for at least one year immediately prior to nomination and are over the age of **21**

.1 President (also known as "Captain") Responsibilities

- A** The responsibilities of the President shall include but be not limited to; Captain of Company C, 72nd New York Volunteer Infantry (the DBA of the T.E.A.), commanding the unit in the field and in camp at all living history events where T.E.A. functions as a military unit, preside over all T.E.A.. Board and military unit staff meetings and the annual General Membership meeting.
- B** Accept responsibility for the overseeing of all T.E.A. sponsored events, appoint an event coordinator when necessary, finalize contracts of events already authorized, confer with local, state or federal officials on behalf of T.E.A. business, preside over all T.E.A. courts of inquiry and courts martial.
- C** The president has the authority to delegate various tasks and responsibilities to qualified members of the T.E.A.

.2 Secretary Responsibilities

- A** The Secretary shall take minutes of every duly called T.E.A. 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 and/or web page.
- E** The Secretary shall assume any other responsibilities delegated by the President.

.3 Treasurer Responsibilities

- A** The Treasurer is responsible for maintaining complete bookkeeping records showing all income and expenses of the T.E.A.
- B** The Treasurer will prepare accounting books for yearly audits, submit forms to the State and Federal Authorities and prepare yearly budgets to be approved by the Board of Directors.
- C** The Treasurer will receive all monies due to the T.E.A. and deposit into T.E.A. bank accounts.
- D** The Treasurer will keep master files on each member of the T.E.A. including membership application with liability release and payment of dues in coordination with the RACW.
- E** The Treasurer will, with authorization from the Board, disperse money from the T.E.A. accounts for expenses of the T.E.A.
- F** The Treasurer will assume any other responsibility, which may be delegated by the President or Board of Directors.

Section 2 Executive Staff

- .1 T.E.A. may have an executive staff comprised of Captain, 1st Sergeant, 2nd Sergeant and all Corporals of Company C, 72nd New York Volunteer Infantry
- .2 The executive staff is responsible for determining policies & procedures for functioning of Company C, 72nd New York Volunteer Infantry as a military unit during all events.

Section 3 Term of Initial Board of Directors

The term of service for the initial set of board of directors shall be for two years.

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 T.E.A. 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 T.E.A. will be bound by and expected to adhere to the safety rules of the Reenactors of the American Civil War, Inc and Pacific American Civil War Reenactors, Inc. (P.A.C.W.R.). They are expected to read and be familiar with these rules before engaging in any event or activity. They must pass and sign an annual test demonstrating knowledge and proficiency of these rules. 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

Section 1 - The T.E.A. will hold annual elections every year for T.E.A. Board of Directors. See Policies and Procedures Manual for complete election details.

Section 2 – The term of service for the initial set of board of directors shall be for two years.

Article VIII Enforcement of T.E.A. Rules

Section 1 – Summary Power The Board of Directors of T.E.A. 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 bylaws 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 T.E.A. shall not be denied on the basis of sex, race, or religion.
- .2 All T.E.A. members must agree to being dues-paying members in good standing of the non-profit organization known as Reenactors of the American Civil War, Inc. and to abide by the bylaws of that organization as well as to the bylaws of T.E.A.
- .3 Additional membership policies will be set forth in Policies and Procedures.

Article X – Budget and Donations

Section 1 – Budget The Treasurer of the T.E.A. 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 T.E.A. members must be made directly to the Third Excelsior Association, Inc. See Policies and Procedures Manual for further details.

Article XI Amendments at Board of Directors' Meetings

This document of T.E.A. organization (known as the T.E.A. 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 August 12, 2012