

BY-LAWS OF THE CWRT CONGRESS

ARTICLE 1 - NAME

Name: The name of the organization is the CWRT Congress.

ARTICLE 2 - PURPOSE

Purpose: It shall be the mission of the CWRT Congress to educate and stimulate Civil War Round Tables to become sustainable entities by providing Civil War Round Tables with resources and advice about marketing, member recruitment, fundraising, governance and/or other organizational development information.

ARTICLE 3 - MEETINGS

Meetings: The regular meeting of the CWRT Congress shall be in September of each year or at such a date and time and as may be announced by the President.

Quorum: A simple majority of members of the Board of Directors of any regular or called meeting shall constitute a quorum for purposes of transacting business. There shall be no proxy voting.

Minutes: At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be delivered to CWRT Congress to be placed on the website.

ARTICLE 4 - MEMBERSHIP

Membership: The CWRT Congress will not have memberships. Meetings shall be open to any person interested in sustaining the Civil War Round Table movement.

ARTICLE 5 - OFFICERS

Officers: The board of directors shall elect no more than six officers that may include the President; no more than three Vice Presidents; Secretary; and Treasurer. The initial terms shall be through December 31, 2024, and thereafter for a term of one year.

All officers must be willing and able to attend all board meetings. Failure to attend two consecutive Board meetings, except for health or other approved reason, may result in the board appointing a replacement.

ARTICLE 6 - BOARD OF DIRECTORS

Board of Directors: The Board shall consist of no more than six elected Officers, plus up to six additional members, appointed at large, for a total of up to twelve Directors. The President shall appoint the at-large members, with the advice and consent of the Officers and Directors. The at-large members shall serve a one-year term.

The Board shall conduct the business of the CWRT Congress. Meetings shall be scheduled at the call of the President. The Board will meet at least quarterly, unless otherwise determined. A simple majority of Officers and Directors shall constitute a quorum for transaction of business.

Resignation: Each Board member shall have the right to resign at any time upon written notice thereof to the President or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal: A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-third majority of then-serving Directors not including the director subject to removal. Notice to the Board shall be made 96-hours prior to the meeting. The removal decision shall be the only agenda of that meeting.

Vacancy: A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant.

ARTICLE 7 - DUTIES OF OFFICERS

Duties of the Officers:

President: The President shall preside at all regular meetings and Board meetings and shall generally coordinate and supervise the affairs of the CWRT Congress.

Vice Presidents: Vice Presidents will assist the president in matters as requested and shall preside in the absence of the President.

Secretary: The Secretary shall be responsible for recording the minutes of all Board meetings, all correspondence, as directed, and other administrative duties that may be assigned by the Board.

Treasurer: The Treasurer shall keep and maintain an accurate itemized accounting of all monies paid to the CWRT Congress treasury, and those monies paid out, and will provide to the Board a detailed report at its regular meetings, on the financial status of the CWRT Congress. The Treasurer will be responsible for paying all debts incurred and approved by the CWRT Congress.

ARTICLE 8 - COMMITTEES

Committee Chairs. The President may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member appointed by the President or, at the President's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the President.

Standing Committees: The Board shall maintain the following standing committees: Executive Committee, Finance Committee, Development Committee, Governance Committee, and Marketing Committee.

Executive Committee: The Executive Committee shall be composed of the officers of CWRT CONGRESS, the chairs of each of the Board committees and, at the President's discretion, two additional voting Board members. The Executive Committee shall be responsible for conducting Board affairs in the intervals between meetings, and dealing with matters of urgency that may arise between Board meetings. The Executive Committee shall meet at the discretion of the President.

Finance Committee: The Finance Committee shall be composed of three or more Board members, one of whom shall be the Treasurer. The Finance Committee shall oversee all financial operations of the organization, develop long-range fiscal plans, procure, and review all external audits, and prepare and recommend an annual operating budget to the Board.

Development Committee: The Development Committee shall be composed of three or more Board members. The Development Committee shall be responsible for the organization's fundraising activities and shall coordinate its fundraising goals with the Finance Committee and Marketing Committee.

Governance Committee: The Governance Committee shall be composed of three or more Board members. This committee shall recommend candidates to fill Board and officer vacancies and shall present a slate of candidates for officer and Board member positions to the Board before the regular Board meeting at which approval of recommended candidates will be sought. The Governance Committee shall also be responsible for overseeing Board governance which shall include orientation of new Board members, overseeing Board development tactics and programs, and using best efforts to review and update these Bylaws every two years.

Marketing Committee: The Marketing Committee shall be composed of three or more Board members. This committee shall focus on raising overall awareness about CWRT CONGRESS as well as supporting the Development Committee in furtherance of visibility and development goals.

Special Committees: The President may appoint special committees composed of Board members and/or non-Board members for purposes deemed appropriate by the President (i.e., special fundraising events, etc.). The term of such committees shall not be more than one year.

Vacancies: Vacancies in the membership of any committee or Advisory Council may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum: Manner of Acting. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Rules: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

Advisory Council: The Board may designate individuals recommended by the President to serve on an Advisory Council. Advisors may attend Board of Director meetings and participate in discussions but shall not have a vote. The mission of the Advisory Council is to assist the Board in determining the value of proposed initiatives, provide perspective on CWRT Congress operations and to assist with marketing. Notwithstanding the foregoing, it is not a requirement that an officer or director first serve as an Advisor.

ARTICLE 9 - OPERATIONS

Fiscal Year: The fiscal year of CWRT Congress shall be from January 1st to December 31st.

Annual Budget: The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

Books and Records: CWRT Congress shall keep correct and complete accounting records and shall also keep minutes of the proceedings of its Board.

Contracts and Grants: The Board may authorize any officer(s) or agent(s) of the CWRT Congress to enter contracts, leases, and agreements with and accept grants and loans; and may generally perform all acts necessary for a full exercise of the powers vested in it. The President shall have authority to enter such contracts and expend such funds on behalf of the organization as the Board may specify.

Checks, Drafts, or Orders for Payment: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the CWRT Congress shall be signed by such officer(s) or agent(s) of the CWRT Congress and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and co-signed by the Treasurer.

Fund Deposits: All funds received by the CWRT Congress shall be deposited in accounts at a bank selected by the Board. All checks for payment shall be prepared by the Treasurer and are to be signed by the President.

ARTICLE 10 - MICELLANEOUS

Captions: Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

Severability of Clauses: If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

Amendments: These articles may be amended, added to, or repealed, after a ten-day written notice has been given to the Board of Directors and approved by a two-thirds vote of Board present at any regular or special meeting.

These By-Laws were approved on March 29, 2023, by the Board of Directors.

Moved by: Bill Miller

Seconded by: Steve Raushkolb

Vote: 6 - YES 0 - NO

Signed:



President

Date: March 29, 2023