

1. BY-LAWS OF THE CIVIL WAR ROUND TABLE OF KANSAS CITY

REVISED – OCTOBER 2020

ARTICLE 1 – NAME, PURPOSES, AND LIMITATIONS

SECTION 1.01: The name of this corporation is “The Civil War Round Table of Kansas City.”

SECTION 1.02: The purpose for which this corporation is organized is to promote historical, educational, literary, and preservation activities related to the history of the United States known as “The Civil War,” including events and circumstances related to the cause and effects of the war. In order to accomplish this purpose The Civil War Round Table of Kansas City will:

- A. Provide educational and social meeting and event opportunities for students of this period.
- B. Create and encourage publications of literary and historical value dealing with persons and events associated with this period.
- C. Promote the preservation and/or restoration of physical sites related to persons and/or events of this period especially those found in Missouri and Kansas.
- D. Encourage and promote public interest in The Civil War and its study.
- E. Recognize individuals or organizations that have made meritorious contributions in preservation and/or study of this period.
- F. Support the Monnett Battle of Westport Fund, Inc. in its mission.

ARTICLE 2 – BOARD OF DIRECTORS

SECTION 2.01: The Board of Directors shall consist of three members of the corporation serving a three-year term. One Director shall be elected at each annual meeting of the members of the corporation. If a vacancy occurs in the Board of Directors, the President may fill the vacant position, which shall be approved by the Executive Committee. Any member of the corporation including officers or members of the Executive Committee shall be eligible to serve as a Director of the Corporation.

SECTION 2.02: The Board of Directors shall exercise only those powers required by the laws of the State of Missouri or the United States.

ARTICLE 3 – MEMBERSHIP

SECTION 3.01: Membership of the Civil War Round Table of Kansas City shall be open to those with an interest in the Civil War and this period and upon payment of dues.

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Annual membership dues for couples are reduced by one-half for the spouse's membership. A non-voting membership and a subscription to the newsletter is available for people that live out-of-area. Annual dues to be reduced by half if paid after June 30 of the first year of their membership.

SECTION 3.02: Dues shall be payable beginning at the regular December meeting for the coming year. Dues not paid by March 31 will be considered in arrears and the membership suspended.

ARTICLE 4 – EXECUTIVE COMMITTEE

SECTION 4.01: The management of the affairs and business of the corporation shall be vested in the Executive Committee, consisting of:

- A. All current Officers;
- B. All current Directors and Past Presidents of the last three terms who are still members in good standing;
- C. The Executive Committee will also include the Chairman of the Monnett Battle of Westport Fund as an ex-officio member; and
- D. The editor(s) of the newsletter as an ex-officio member(s).

SECTION 4.02: The Executive Committee shall have the power to:

- A. Set the dues of membership;
- B. Create standing, sub, and ad hoc committees necessary to fulfill the purposes of the Round Table;
- C. Designate a Missouri resident as registered agent for the corporate business and registration of the Round Table (P.O. Box unacceptable);
- D. Contract for the services of an auditor for an annual audit or review; and
- E. Do all other acts not prohibited by law, except as specifically limited by the By-laws.
- F. Schedule speakers for monthly meetings, working as a group.
- G. Authorize reimbursements and/or payments to speakers.

SECTION 4.03: The Executive Committee shall meet at such reasonable times and places as the President shall designate.

SECTION 4.04: Two-thirds of the Executive Committee shall constitute a quorum for the transaction of business.

SECTION 4.05: If a vacancy occurs in the membership of Past President(s), the President may fill the vacant position by appointing a Past President not presently serving on the Executive Committee or a past Executive Committee member not presently serving. The term of office for the vacant appointment shall be the length of the resigned and/or replaced Past President. All replacements shall be approved by the Executive Committee.

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SECTION 4.06: The term “good standing” for Executive Committee members is defined as attending two-thirds of regular monthly meetings, two-thirds of Executive Committee meetings, and having paid annual dues. The President may request the removal of Executive Committee members that have not met the “good standing” criteria. Removal of an Executive Committee member shall require the approval of two-thirds of the Executive Committee.

ARTICLE 5 – MEETINGS

SECTION 5.01: The full membership of the corporation shall meet in person or virtually at least annually for a business meeting, and shall, when practicable, meet once each month for social and educational purposes. Those members who attend the annual business meeting shall constitute a quorum for the transaction of any required business.

SECTION 5.02: The Annual business meeting of the Corporation shall be held each November, at which time the election of Officers and Directors shall take place.

ARTICLE 6 – ELECTIONS

SECTION 6.01: Election of Officers and Directors shall take place at the annual business meeting of the full membership.

SECTION 6.02: Each member shall have one vote and election shall be by a simple majority of those present and voting, physically or virtually.

SECTION 6.03: Nomination shall be made either from the floor or by presentation of a slate of officers by the Chairman of the Nominating committee at any monthly meeting prior to the election.

SECTION 6.04: The Nominating Committee shall consist of the Executive Committee *in toto* and chaired by the current president. It shall select and present a slate of officers at the October regular membership meeting, to be voted upon in November. Nominations will be accepted from the floor.

SECTION 6.05: In the event that the membership cannot meet in November, the Executive Committee will submit to the membership via email in October a slate of officers to be voted on by the fourth Tuesday of November in the same fashion. Nominations from individual members will be accepted during this interim, and communicated to the overall membership in a timely fashion to be considered along with the slate of officers presented by the Executive Committee.

A simple majority of those voting will determine the outcome of the election. Ballots will allow for “vote to accept the candidates recommended by the Executive Committee” or “vote to accept the candidates recommended by the Executive Committee with the following exceptions”. Sufficient space will be provided for insertion of names.

ARTICLE 7 – ELECTED OFFICERS

SECTION 7.01: The Elected Officers of the Corporation shall consist of a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Assistant Treasurer, and Director of Preservation, all of whom must be, and remain, members in good standing.

SECTION 7.02: All terms of Office shall be for two years, and shall commence 1 January following the elections.

SECTION 7.03: The First Vice-President shall automatically accede to the Office of President if said Office becomes vacant. All other vacancies shall be filled by the Executive Committee.

SECTION 7.04: Any two offices may be held by the same person, except for the offices of President and Secretary. A person that holds more than one office shall have only one vote at the Executive Committee meetings.

ARTICLE 8– DUTIES OF ELECTED OFFICERS

SECTION 8.01: The President shall be the chief executive officer of the corporation, shall preside at all meetings, shall have active and general charge of the affairs of the corporation, subject to the mandate of the Executive Committee, and shall execute all instructions on behalf of the corporation.

SECTION 8.02: The First Vice-President and Second Vice-President shall assist the President as required.

SECTION 8.03 Duties of the First Vice President

- A. The First Vice President (1VP) shall be Membership Chair. This will entail:
 1. Receiving and responding to new membership applications received through the website or at monthly meetings.
 2. Sitting at the desk at monthly meetings to greet any new members or guests and ensure they are introduced to a dinner companion for that evening and are introduced.
 3. Recruiting new members in whatever fashion he/she deems effective, with the support of the Executive Committee
 4. Forwarding any membership and dues payments to the treasurer

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SECTION 8.04: Duties of Secretary:

- A. The Secretary shall keep the minutes of all meetings of the Executive Committee. If unable to attend a meeting the President will appoint a member in attendance at that meeting to record the minutes.
- B. The Secretary shall issue a draft of the meeting minutes to the members of the Executive Committee, for their review and comment, within two weeks of the meeting.
- C. The Secretary shall receive and maintain all communications or publications directed to the corporation and correspond according to the direction of the President or the Executive Committee.
- D. The Secretary may extend appropriate message to members or families of members due to illness or death, at the President's direction.
- E. The Secretary shall be the custodian of all the non-financial records of the corporation. This can include, but is not limited to, the correspondence of officers; issues of "The Border Bugle"; the listing of all past directors and officers; a record of all recipients of the Harry S Truman Award, the Valiant Service Award, and the Steve Treaster Civil War Preservation Award; and the other significant historical documents and shall transmit such records to the Historian.
- F. The Secretary shall send get well cards, sympathy cards and flowers to members as appropriate, as well as prepare a thank you card for the speaker for the president to sign and present, along with any reimbursement or honorarium. Reimbursement for such activities will be provided by the Treasurer.

SECTION 8.05: Duties of Treasurer:

- A. The Treasurer shall have custody of the corporation's current financial records, shall keep full and accurate books of the account, shall receive Funds and make disbursements, and shall furnish financial reports as requested by the Executive Committee.
- B. The treasurer is responsible, by the first meeting following election of new officers, to update all checking and/or savings accounts signature cards, with the signature of the Treasurer, Assistant Treasurer and President, at all financial institutions that maintain funds for the Round Table.
- C. The Treasurer shall submit a typed financial statement reflecting current itemized statements of expenditures and revenues at each Executive Committee meeting and explain such statements to the satisfaction of the Committee.
- D. The Treasurer will assist any outside auditor designated by the Executive Committee to review the financial records of the Round Table
- E. The Treasurer will submit financial records to the Historian at the end of each year.
- F. The Treasurer will be the primary contact between the Round Table and the meeting venue regarding meals, attendee count, table placement, general room setup, payment, and any other issues which may arise with the venue.

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- G. The Treasurer will record monthly meeting reservations, and notify the venue of the number of attendees as prescribed in the contract with the venue.

SECTION 8.06: The Assistant Treasurer shall carry out the duties of the Treasurer in the event the Treasurer is unable to perform the designated duties.

Additionally, the Assistant Treasurer will:

- A. Collect meeting payments at the door or as otherwise decided upon by the Executive Committee and remit to the Treasurer.
- B. Notify any member who has made a monthly reservation and failed to attend that meeting of their obligation to pay for such reservation by or at the next meeting.

SECTION 8.07: The Director of Preservation shall have the special responsibility for matters pertaining to local, regional, and/or national preservation efforts. The Director of Preservation shall identify battlefield and/or site preservation projects that the Civil War Round Table should assist in protecting and bring these projects to the attention of the Executive Committee for action.

SECTION 8.08: All officers and committee personnel shall have such further duties and responsibilities as may be assigned or delegated to them by the Executive Committee or by the President.

ARTICLE 9 – APPOINTED OFFICERS

SECTION 9.01: The following officers shall be appointed by the President: Newsletter Editor(s), Sergeant of Arms, Chaplain, Historian, Book Sales Coordinator and such additional officers as approved by the Executive Committee.

SECTION 9.02: All terms of Office shall be for one year and will be automatically renewed each year unless an officer should resign or otherwise be replaced by a newly appointed officer.

ARTICLE 10 – DUTIES OF APPOINTED OFFICERS

SECTION 10.01: The Newsletter Editor(s) shall be responsible for the preparation of “The Border Bugle” newsletter, which normally is issued 12 months of each year to coincide with scheduled dinner meetings.

SECTION 10.02: The Sergeant of Arms shall:

- A. Be responsible for the physical security of the meetings.
- B. Secure the plastic seal of the Civil War Round Table;
- C. Ensure that the colors are displayed and the seal mounted on the lectern by fifteen minutes prior to regular scheduled meetings or events; and

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- D. Carry out such other duties regarding the colors and/or duties as the President may direct.

SECTION 10.03: The Chaplain shall be responsible for the spiritual leadership of the membership. This shall include giving the invocation at each dinner meeting and other duties as may be assigned or as requested by the members.

SECTION 10.04: The Historian shall be responsible for collecting records and operating files from the President, Secretary, and Treasurer and Assistant Treasurer and turning the files over to the Kansas City Public Library, for storage at the Central Library, Missouri Valley Room, located at 14 West 10th Street, Kansas City MO.

SECTION 10.05: The Book Sales Coordinator Shall:

- A. Collect payments for books and other articles sold at the monthly meetings of the Round Table
- B. Record amount of each sale and remit proceeds to the Treasurer at the conclusion of the meeting.

ARTICLE 11 – AMENDMENTS

SECTION 11.01: The Articles of Incorporation of the Corporation may be amended from time to time by a two-thirds (2/3) vote of all members present and voting at a regular meeting of the full membership. No such change shall become effective until filed with the Missouri Secretary of State.

SECTION 11.02: The By-laws of the Corporation may be altered, modified, or amended by the Executive Committee. No such alternation, modification, or amendment shall become effective until a copy of the text thereof is communicated to the members of the Corporation and a monthly meeting of the members shall have taken place.

ARTICLE 12 – DISSOLUTION

SECTION 13.01: No part of the net earnings of this corporation shall inure to the benefit of any private member or individual with the meaning of § 501 (c) of the Internal Revenue Code as now in effect or afterwards amended. Upon dissolution of this corporation, its remaining assets, if any, shall be distributed to one or more organizations organized and operated exclusively for charitable or educational purposes within the mean of § 501 (c) (3) of the Internal Revenue Code as now in effect or afterwards amended, as the Directors of this corporation shall determine.

SECTION 13.02: This Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in § 513 of the Internal Revenue Code as now in force or afterwards amended.

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ARTICLE 13 – PARLIAMENTARY AUTHORITY

SECTION 14.01: The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern this Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any Special Rules of Order this Corporation may adopt.

STANDING RULES

The Standing Rules of the Civil War Round Table of Kansas City may be altered, modified or amended at any regular meeting of the Executive Committee at which a quorum is present. Changes are effective immediately and do not require the notification of the Round Table membership.

The purpose of the Standing Rules is to provide rationale, clarification, and continuity to the Executive Committee in the operation and work of the Civil War Round Table of Kansas City.

1. It is recommended that the Executive Committee meet quarterly in March, June, September, and December but not less than three times per year, February, June, and October.
2. The Regular Meetings of the Civil War Round Table of Kansas City are held monthly. These meetings are to include a dinner and a speaker.
3. The President shall be responsible for keeping records and operating files throughout his/her term of office. At the end of said President’s term all such files shall be passed to the Historian.
4. The secretary shall send the speaker a thank you card or letter from the Civil War Round Table of Kansas City.
5. When the By-Laws of the Corporation are altered, modified, or amended by the Executive Committee with a majority vote, the alterations, modifications, or amendments will be published to the membership in the next edition of the “Border Bugle” following the vote by the Executive Committee. No vote of the membership regarding the alterations, modifications, or amendments will be taken.
6. A website administrator shall be appointed to keep the Civil War Round Table’s website updated. The website administrator shall post the latest edition of the newsletter on the website each month.
7. A Facebook page administrator shall be appointed to keep the Civil War Round Table’s Facebook page updated.