

PUGET SOUND CIVIL WAR ROUND TABLE CONSTITUTION AND BYLAWS

ARTICLE I - NAME AND PURPOSE

SECTION 1: The name of this organization shall be the PUGET SOUND CIVIL WAR ROUND TABLE.

SECTION 2: The purpose of this organization shall be to promote education and stimulate interest among the public in all aspects of the Civil War period and to further the serious discussion and study of this cataclysmic American conflict.

ARTICLE II - OFFICERS AND DUTIES

SECTION 1: The organization shall have the following elected officers: President; Vice President-Successor; Vice President-Programming; Vice President- Editor; Vice President- Membership; Vice President - Social Media; Vice President - Reservations; Vice President – Partnerships; Vice President – Marketing; Secretary; and Treasurer who shall serve as the Board of Directors. Only the existing President or the Vice President-Successor shall be eligible to be elected President.

SECTION 2: *The President* shall be elected for a two year term or until his successor has been elected. Only the existing President or the Vice President-Successor shall be eligible to be elected President. It shall be the duty of the President to preside at all meetings of the organization and the Board of Directors. In the absence of the President, the senior officer shall assume the duties of the President. The senior officer shall be the office holder described in this Article with the smallest Section number.

Except as provided otherwise herein, the President shall, with the approval of the Board of Directors, appoint the Chairman and members of all committees from the members of the board. The President may assign special duties to other members of the Board, or to members of the organization in general, with the approval of the Board. In the event that any vote of the Board of Directors is tied, the President, or presiding senior officer, shall cast the deciding vote.

The President and Treasurer shall be responsible to prepare annual tax returns to insure compliance with IRS regulations regarding 501(c)3 status.

SECTION 3: The *Vice President-Successor* shall be elected for a term of two years or until a successor has been elected. The Vice President-Successor, by agreeing to serve as such also agrees to serve at least two years as President and two years as Past President.

SECTION 4: The *Vice President-Programming* shall be elected for a term of two years or until a successor has been elected. The duties of the Vice President-Programming shall be to arrange for the speaker(s) for each meeting of the membership and all matters related thereto.

SECTION 5: The *Vice President-Editor* shall be elected for a term of two years or until a successor shall be elected. The duties of the Vice President-Editor include preparing the bulletin and all matters relating thereto.

SECTION 6: The *Vice President – Membership* shall be elected for a term of two years or until a successor shall be elected. The duties of the office include recruitment, retention and continuous recording the names and contact information of all members.

SECTION 7: The *Vice President – Social Media* shall be elected for a term of two years or until a successor shall be elected. The duties of the office include development and maintenance of the website, developing and maintaining associate relationships with vendors and developing and maintaining a social media presence to assist with membership recruitment and retention.

SECTION 8: The *Vice President – Reservations* shall be elected for a term of two years or until a successor shall be elected. The duties of the office include collecting and reporting information about dinner meeting reservations.

SECTION 9: The *Vice President – Partnerships* shall be elected for a term of two years or until a successor shall be elected. The duties of the office include seeking relationships with other organizations interested in public education about the American Civil War.

SECTION 10: The *Vice President – Marketing* shall be elected for a term of two years or until a successor shall be elected. The duties of the office include developing marketing strategies and channels that assist in membership recruitment and partnership opportunities.

SECTION 10: The *Secretary* shall be elected for a term of two years or until a successor has been elected. The secretary shall keep complete and correct minutes of the Board Meetings and the meetings of the General Membership as shall be called by the Board of Directors.

The Secretary shall maintain a file of all corporate documents, excluding financial records maintained by the Treasurer.

SECTION 11: The *Treasurer* shall be elected for a term of two years or until such time as a successor has been elected. The Treasurer shall keep records of all financial transactions, receipts and disbursements collect all dues and assessments and make payment of all expenses approved by the Board of Directors. The

Treasurer shall present financial reports to the Board of Directors at their meetings or quarterly.

The Treasurer and President shall be responsible to prepare annual tax returns to insure compliance with IRS regulations regarding 501(c)3 status.

SECTION 12: The Past President is the most recent President who has completed the term of office and shall serve on the Board of Directors until the current President completes the term of office. At that point the latter shall become the Past President.

SECTION 13: Succession: Should the President leave office for any reason before the term expires, the Vice President-Successor shall become President. Should the President leave office and cannot or will not serve as Past President then the previous Past President shall continue to serve as such. Should the Vice President-Successor leave office for any reason before the term expires, the President, with the approval of the Board, shall appoint a successor from the membership of the Board. Should the Past President leave office for any reason before the term expires, the office shall remain vacant until the following election. Should any other office become vacant before the expiration of the incumbent's term, the President, with the approval of the Board, shall appoint a successor. Should both the offices of the President and Vice President-Successor be vacant at the same time, the next senior officer eligible to be President shall become President. The senior officer shall be the officer described in the section of ARTICLE II with the smallest number, and then the Directors by date of first election should none of the ARTICLE II officers be available. No person shall hold more than one elective office at a time.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall consist of the elected officers, as noted in Article II, Section 1.

SECTION 2: The Board of Directors shall meet at least annually on the call of the President, or the senior presiding officer or at anytime upon a call of the majority of the Board of Directors membership. Notice of such meetings shall be given by whoever calls it. A majority of its members shall constitute a quorum for the transaction of business, for this purpose if there is an even number of Board members, a majority shall be one-half plus one. It shall arrange all meetings of the organization, approve all financial transactions, and perform all other acts necessary for the preservation, prestige and well being of the organization.

ARTICLE IV - NOMINATIONS AND ELECTIONS

SECTION 1: The President shall appoint a nominating committee whose sole duty shall be to submit nominations for officers, including the Board of Directors, prior to

the election meeting. Members may be notified of nominations by mail prior to the election meeting.

SECTION 2: In addition to the nominees presented by the nominating committee, nominations for all officers, except Past President, and for the members of the Board of Directors may be made from the floor.

SECTION 3: Election shall be held at the May meeting of each year, and the officers and Board of Directors shall take office at the beginning of the next fiscal year.

SECTION 4: Any person nominated shall affirmatively indicate a willingness to serve. If such person fails to do so the individual's candidacy shall not be allowed.

SECTION 5: The President may call for a special election whenever there is a vacancy on the Board.

ARTICLE V - SPECIAL COMMITTEES

SECTION 1: Special committees appointed by the President shall function until cessation of his term of office or relieved by him. Members of the special committees shall be appointed from among the membership or the Board of Directors.

ARTICLE VI - FISCAL YEAR

SECTION 1: The fiscal year shall begin on the first day of July in each year and shall end on the last day of June next following.

ARTICLE VII - MEMBERSHIP, DUES AND INITIATION FEES

SECTION 1: Membership shall be open to all interested persons. Membership in this organization shall consist of all persons whose dues are paid for the current fiscal year. An individual need not be a member to attend meetings, lectures of other events sponsored by the group, and attendance by students or other interested members of the public is to be encouraged.

SECTION 2: Membership shall comprise of the following classes: (a.) *Active Members*; (b.) *Honorary Members*: The title of Honorary Member in this organization may be conferred upon such persons rendering services on behalf of the organization upon their approval by a majority vote of the Board of Directors. Honorary members shall pay no dues but shall otherwise enjoy the full benefits and privileges of membership. (The conferring of honorary memberships of persons for prestige purposes shall be discouraged.); and (c.) *Associate Members*: Associate Members in this organization may be conferred upon such persons who formerly may have been active members and who, because of circumstances beyond their control, can no longer maintain active membership. (The practice of granting

associate membership to persons for prestige purposes only should be discouraged.) Associate membership may be conferred by a majority vote of the Board of Directors.

SECTION 3: An initiation fee of \$5.00 for an individual or \$10.00 for a husband/wife/partners combination shall be payable upon application for membership. This amount may be adjusted from time to time at the discretion of the Board of Directors.

SECTION 4: Dues shall be set by action of the Board of Directors and shall be based on 12 months payable on a calendar year basis, provided that any increase must be approved by a two-thirds majority of the active members present at the meeting at which a vote is taken.

SECTION 5: Honorary and Associate Members shall be excused from the payment of annual dues.

SECTION 6: A member shall be expelled from membership for the following reasons: (a.) Nonpayment of dues; (b.) Conduct detrimental to the prestige or the general welfare of the organization as determined by a majority vote of the Board of Directors; or (c.) Violation of any other policies that shall be properly adopted by the Board of Directors.

ARTICLE VIII - POLICIES AND PROCEDURES

SECTION 1: The Board of Directors shall determine all policies and procedures of the organization.

SECTION 2: Robert's Rules of Order shall be the basis of conducting meetings of the organization and the Board of Directors, and meetings of the Board of Directors, although all meetings shall be conducted as informally as proper decorum permits.

SECTION 3: Membership and access to programs shall be made available to the general public on a nondiscriminatory basis.

SECTION 4: Active members present at a regular meeting of the membership shall constitute a quorum and a majority vote of the active membership present shall govern, unless this constitution specifies otherwise.

SECTION 5: The organization is prohibited from entering into any contractual arrangements, relationships or transactions which constitute a conflict of interest unless specifically approved by the Board of Directors.

SECTION 6: Wherever appropriate in this Constitution, the masculine shall include the feminine and neuter, and the singular shall include the plural, and vice versa.

ARTICLE IX - AMENDMENTS

SECTION 1: This Constitution may be amended or substituted for in its entirety by a two-thirds majority vote of all active members present at any meeting, provided that written notice of the proposed changes have been furnished to the membership in the newsletter announcing the meeting at which the changes are to be acted upon.

ARTICLE X - PROCEDURES FOR DISSOLVING THE ORGANIZATION

SECTION 1: In the event that the Puget Sound Civil War Round Table is unable to sustain itself as a viable, functioning entity unable to serve the membership the Treasurer will be directed by the Board of Trustees to settle all outstanding financial claims within thirty (30) days of the decision to dissolve the organization and to report this completed action to the Board of Trustees.

SECTION 2: Each year, the Board of Trustees shall determine the amount to be donated and oversee the distribution of funds to the Civil War Trust, 1156 15th Street NW, Suite 900, Washington, DC 20005 or its successor organization provided such organization continues to qualify as a 501(c)(3) nonprofit organization. The Civil War Trust is dedicated to the preservation of Civil War battlefield sites. If The Civil War Trust does not qualify as a 501(c)(3) organization at the time of dissolution, then any available funds shall be paid to a qualified 501(c)(3) organization with a mission similar to that of The Civil War Trust.

ARTICLE XI - MISSION STATEMENT

"The mission of the Puget sound Civil War Round Table is to educate the public, and one another, on the history, traditions, heroism and sometime folly of the six million Americans who fought in the Civil War, 1861-1865."

"Equally important is the mission to help preserve the monuments and battlefields of that seminal conflict in which it was not uncommon for brother to fight brother and fathers and sons to oppose one another. The blood they shed was the agent that bound this land, north and south, into a great and just nation."

AMENDMENTS:

Bylaws and mission statement approved by voice vote of general membership on March 8, 2001. - John W. Hinds, President

Amended: January 12, 2012 – by voice vote of the general membership.
– Dick Miller, President

Amended: September 12, 2013 – by voice vote of the general membership.
– David Palmer, President

Amended: May 12, 2016 – by voice vote of the general membership.
- Rick Solomon, President

Amended: November 8, 2018 – by voice vote of the general membership. –
Jeff Rombauer, President