

SACRAMENTO CWRT By-Laws  
Revised December 2008

ARTICLE I

PURPOSES

Section 1.

To perpetuate interest in the American Civil War by every appropriate means; to encourage travel to locations linked to the Civil War in any phase; to bring into the organization members, speakers, and lecturers who may share knowledge about the war, its causes, influences, and consequences; to encourage dramas and Living History activities which may feature the War or its participants; to promote all purposes which have a reasonable relation to the advancement of the knowledge of the Civil War.

Section 2.

To cooperate with other patriotic and civic organizations in patriotic endeavors, educational presentations, and community affairs.

Section 3.

To expand and promote organization and development of Civil War Round Table groups and any other groups with common interests.

ARTICLE II

MEETINGS, MEMBERSHIP, AND VOTING

Section 1. PLACE, SCHEDULING, AND NOTICE OF MEETINGS

All meetings shall be held at a place, date, and time to be announced to members by written notice to be mailed through postal channels or electronically to each member a reasonable time before each meeting.

## Section 2. PUBLIC MEETINGS

Each month, a meeting will be held at which Sacramento Civil War Round Table (SCWRT) members and the general public are welcome. At such meetings, there will be a short business meeting and a program consisting of a speaker or a panel/group discussion on subjects related to the Civil War.

## Section 3. ANNUAL MEETING

The regular October or November meeting will serve as the annual meeting for the purpose of electing new officers. The new officers will assume their positions on January 1 of the next year and will serve for two years.

## Section 4. SPECIAL MEETINGS

Special meetings may be called at any time by the President or upon written request of at least 25 percent of the members.

## Section 5. MEMBERSHIP

A member in good standing shall be any person whose dues have been paid for the appropriate calendar year. The membership may authorize up to three (3) scholarships for non-voting student members.

## Section 6. VOTING

At all meetings of the membership, all members present shall be entitled to one vote.

## Section 7. QUORUM

The members present at any properly noticed meeting of the Round Table shall constitute a quorum for all purposes except the removal of constitutional officers pursuant to Article IV, Section 5, of these By-Laws.

## ARTICLE III

### DIRECTORS

## Section 1. POWERS

All corporate powers shall be exercised by and under the authority of the Board of Directors subject to approval by the members, as may be provided in California Corporation Law without prejudice to such general powers, but subject to the same limitations.

It is hereby provided that the Directors shall have the following powers:

(a) To select and remove officers, agents, and employees of the corporation and prescribe their duties, except Constitutional Officers as noted in Article IV, Section 5, of these By-Laws.

(b) To conduct, manage, and control the business of the corporation and to make rules and regulations consistent with California Corporation law, the Articles of Incorporation, and these By-Laws.

(c) To change the principal address for transaction of business from one location to another within the County of Sacramento.

## Section 2. NUMBER AND QUALIFICATION OF DIRECTORS

The directors shall be elected at each regular October or November meeting of the members, but if any such meeting is not held or directors are not elected, the directors may be elected at a special meeting of the members. The authorized number of directors of the corporation shall be ten (10), and shall consist of the duly elected Constitutional Officers and Non-Constitutional Officers.

## Section 3. VACANCIES

Vacancies on the Board of Directors shall be deemed to exist in case of death, resignation, or removal pursuant to Article IV, Section 5, of these By-Laws. Vacancies shall be filled by a simple majority vote of the members present at any duly noticed meeting of the membership.

## Section 4. PLACE OF MEETINGS

Regular or special meetings of the Board of Directors shall be held at any date, time, or place within the State of California as designated by resolution of the Board.

#### Section 5. QUORUM

A majority (6) of the Directors shall be necessary to constitute a quorum for the transaction of business.

### ARTICLE IV

#### OFFICERS

##### Section 1. CONSTITUTIONAL OFFICERS

The Constitutional Officers shall be the President, the Vice-President, the Secretary, and the Treasurer. No Constitutional Officer may simultaneously hold more than one position.

##### Section 2. NON-CONSTITUTIONAL OFFICERS

The Non-Constitutional Officers shall be the Editor of the Newsletter, the Web Master, the Immediate Past President, the Program Director, and two Members-at-Large. No Non-Constitutional Officer may simultaneously hold more than one position.

##### Section 3. ELECTION

The officers shall be chosen by a simple majority vote of the members present at the annual meeting of the corporation, and shall hold office until resignation, removal, or until their successors shall be elected and installed. The new officers will assume their positions on January 1 of the next year and will serve for two years.

##### Section 4. SUBORDINATE OFFICERS/COMMITTEE CHAIRPERSONS

The Board of Directors may appoint such other officers, including chairpersons of standing and/or ad-hoc committees of the Round Table, as the business of the corporation may require.

#### Section 5. REMOVAL OR RESIGNATION

Any officer may be removed, either with or without cause, by a written petition signed by a simple majority of the members on the date of the petition. Any officer may resign at any time by giving written notice to the Board of Directors; such resignation to take effect upon receipt of said notice.

#### Section 6. PRESIDENT

The President shall preside at all meetings of the Board of Directors and of the membership, and shall exercise the usual powers attributed to the Office of President. The President shall, with the approval of a simple majority of members at any duly noticed meeting, have the authority to sign contracts or other agreements on behalf of the corporation and to have general supervision of its affairs subject to the control of the Board of Directors with respect to such matters requiring action by the Board. The President is a voting member of the Board of Directors.

#### Section 7. VICE PRESIDENT

The Vice President, in the absence of the President, shall exercise the powers and duties of the President. The Vice President is a voting member of the Board of Directors.

#### Section 8. SECRETARY

The Secretary or designee shall keep records of the proceedings of the Board of Directors and of the meetings of the membership. The Secretary or designee, in consultation with the Treasurer, shall maintain a roster of the members and perform such other duties incident to that of Secretary as may be directed by the Board of Directors or membership. The Secretary is a voting member of the Board of Directors.

## Section 9. TREASURER

The Treasurer shall keep and maintain (or cause to be maintained) adequate and correct accounts of the properties and business transactions of the corporation, including the accounts of its assets, liabilities, receipts, and disbursements. The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the corporation with such depository as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be approved or directed by the Board of Directors. The Treasurer shall submit to the Board of Directors or membership, annually or whenever so directed, an account of all of the transactions as Treasurer and the financial condition of the corporation. The Treasurer shall exercise such additional powers and duties as may be authorized by the Board of Directors. The Treasurer is a voting member of the Board of Directors.

## Section 10. EDITOR OF THE NEWSLETTER

The Editor shall prepare and print the Round Table newsletter monthly. The Editor shall include in the newsletter minutes of the previous meeting, announcements of upcoming events, programs, meetings, and such other information that conforms with the purposes of the Round Table. The Editor shall distribute the newsletter to the membership and to related Round Tables and associations by postal mail or electronically. The Editor may or may not be a voting member of the Board of Directors.

## Section 11. WEB MASTER

The Web Master shall maintain the Round Table web site in support of the SCWRT mission. The purposes of the web site include (1) providing information to SCWRT members and prospective members, (2) providing a national window to SCWRT activities, and (3) serving as a historical archive for Civil War research. The Web Master may or may not be a voting member of the Board of Directors.

## Section 12. IMMEDIATE PAST PRESIDENT

Upon the installation of a new President, the President leaving office shall be designated the Immediate Past President, whose counsel and advice will be available to the Directors, and who may perform such duties as may be assigned by the President. The Immediate Past President is a voting member of the Board of Directors.

#### Section 13. PROGRAM DIRECTOR

The Program Director shall arrange monthly programs that further the purposes of the SCWRT. All programs should be coordinated with the President before any commitments are made or invitations issued. The Program Director shall make no financial commitments to potential speakers without advance approvals by the Board of Directors. The Program Director is a voting member of the Board of Directors.

#### Section 14. MEMBERS-AT-LARGE

The Members-at-Large shall serve as liaison between the membership, the Board of Directors, and other organizations. The Members-at-Large shall assist members with the preparation of motions, amendments to the By-Laws, and other actions consistent with the purposes of this Round Table. The Members-at-Large will receive primary consideration for appointments under Article IV, Section 4, of these By-Laws. The Members-at-Large are voting members of the Board of Directors.

### ARTICLE V

#### DUES

Annual dues shall be collected each calendar year in an amount approved by a simple majority of members present at any properly noticed meeting. Dues are pro-rated for new members if they join from February to December.

### ARTICLE VI

#### AMENDMENTS

The By-Laws shall be adopted, and thenceforth may be amended or repealed, at any properly noticed meeting, by a simple majority of members present. Notice of proposed amendments and changes must be distributed to all members a reasonable amount of time prior to the meeting.