

SCOTTSDALE CIVIL WAR ROUNDTABLE, INC.

BYLAWS

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ARTICLE I. NAME

The name of the Corporation is Scottsdale Civil War Roundtable, Inc.

ARTICLE II. DEFINITIONS

Sec. 1. Whenever the initials SCWR are use in these Bylaws they shall mean Scottsdale Civil War Roundtable, Inc.

Sec. 2. Whenever the word Board is used in these Bylaws it shall mean the Board of Directors.

Sec. 3. Whenever the words Senior Board Member is used in these Bylaws it shall mean the most senior Board Member present in term of continuous service.

ARTICLE III. PURPOSES

Sec. 1 The purposes for which the Corporation is organized are:

(a) the study of United States of America Civil War history and related history;

(b) the education of the Corporation's members and of the public relating to United States of America Civil War history and related history;

(c) to apply a portion of the Corporation's membership and public program fees and/or donations toward the preservation and renewal of United States Civil War battlefields and related structures.

Sec. 2 The mission of the SCWR is to inform the public about the American Civil War, contribute to Civil War battlefield preservation and assist in the retention of Civil War memory.

ARTICLE IV. FEES

Sec. 1. The Board shall establish membership fees, which shall be applicable for the Corporation's fiscal year.

Sec. 2. The Board may establish such other fees as it deems appropriate.

ARTICLE V. MEMBERSHIP

Sec. 1. Membership in the Corporation shall be open to any legal or natural person, including firms, associations, partnerships and corporations, who share the Corporation's purposes and pay the membership fees for the current fiscal year. The Board may determine classifications of memberships.

Sec. 2. All memberships are subject to approval by the Board.

Sec. 3. Membership in this Corporation is not transferable or assignable.

Sec. 4. A membership may be terminated, suspended or otherwise restricted by a majority vote of the Board if a member promotes disharmony or behaves in a manner that is prejudicial to order and discipline.

Sec. 5. No membership shall be terminated, suspended or restricted without the member having the right to be heard, orally or in writing, by the Board at least five (5) days before the effective date of the termination, suspension or restriction. The member shall be provided written notice of the proposed termination, suspension or restriction at least fifteen (15) days before the effective date and the reason(s) therefor.

ARTICLE VI. BOARD OF DIRECTORS

Sec. 1. *Composition.* The Board of Directors shall consist of not fewer than three(3) nor more than fifteen (15) persons. The President, Vice President, Secretary and Treasurer of the Corporation are *ex officio* voting members of the Board of Directors. This means that when all four of these offices are filled, up to eleven (11) additional members of the Board of Directors may also be elected. The number of persons to serve may be fixed or changed within said range by the Board of Directors.

Sec. 2. *Term.* Each Board Member shall serve a term of two (2) years and until that Member's successor is elected and qualifies. One half of the Board shall be elected in alternate years as determined by the Board.

Sec. 3. *Vacancy.* When a Board vacancy occurs sufficient additions shall be made to bring the Board up to the then-established complement of Directors. Board vacancies may be filled by the President provided: (a) the proposed Director is a member of the Corporation; (b) a majority of the Board approves the appointment; (c) the names of all applicants are submitted to the Board; (d) a request for applicants has been made in writing to the members of the Corporation no later than such time before the meeting at which the vacancy is filled as is established by the Board. In filling a vacancy consideration is to be given to service as a member of the Advisory Board.

Sec. 4. A Board Member automatically resigns when he or she fails without sufficient cause to attend three consecutive Board meetings, provided such meetings are not scheduled within a period of thirty-three (33) calendar days.

Sec. 5. Each member of the Board is required to chair one committee or actively serve as a member of two committees. Serving as an officer is equivalent to chairing a committee and serving as an assistant officer is equivalent to serving on a committee. Failure to so serve shall be grounds for removal from the Board by a majority vote of the Board at a duly-called Special Meeting of the Board.

Sec. 6. Any director may be removed from the Board at any time, with or without cause, by an affirmative vote of two-thirds of all current members of the Board.

Sec. 7. *Compensation.* Directors as such shall not be entitled to compensation for their services as directors. This prohibition does not include reimbursement for expenses or compensation for work that is done by a director above and beyond his or her duties as a director, for which he or she may be

hired or contracted by the Board. A director who is under consideration for such a proposed arrangement shall not participate in voting to determine such compensation.

ARTICLE VII. BOARD DUTIES/QUORUM

Sec. 1. The affairs of the SCWR shall be managed by the Board of Directors, all of whom shall be members of the Corporation.

Sec. 2. The Board must meet at least once a year and such other times as determined by (a) the President or (b) twenty-five percent (25%) of the Board. Meeting dates shall be determined by the President or the President's designee. Notice of a regular meeting shall be given to all directors at least fourteen (14) days before the meeting. Notice of a special meeting shall be given to all directors at least twenty-four (24) hours before the meeting. Notice of a board meeting shall contain the date, time and place of the meeting and shall be delivered personally or by telephone, electronic mail or other similar means of communication. In the absence of the President and the Vice-President, the Senior Board Member present shall assume the chair. Notice to the directors of a special meeting of the Board may, but need not, identify the business to be transacted at, or the purpose of, the meeting so called, unless the purpose of the meeting is to consider the removal of a Board Member or principal officer.

Sec. 3. *Quorum.* One-third of the Board Members in attendance shall constitute a quorum. If a quorum is present at the start of a meeting, a quorum shall be deemed to continue to be present until adjournment notwithstanding the departure of one or more Board members.

Sec. 4. *Waiver of Notice.* Any or all directors may waive notice of any meeting in writing or by electronic mail, and attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened.

Sec. 5. *Telephonic Meeting.* One or more directors may participate in a meeting of the board by means of a conference telephone conversation or any similar communications equipment by means of which all persons participating in the meeting may hear each other, and participation in a meeting pursuant to this section 5 shall constitute attendance in person at such meeting.

Sec. 6. *Action Without a Meeting.* Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if written consent setting forth the action to be taken shall be signed by all of the directors.

Sec. 7. *Committees.* The Board may designate, dissolve or merge one or more committees, consisting of members of the Corporation, which shall exercise such powers as may be assigned to it by the Board. The chairperson of a committee must be a member of the Board, who will serve as a liaison between the committee and the Board and will report on the work of the committee to the Board.

Sec. 8. *Advisory Board.* The Board may designate members of the Corporation recommended by the President to serve on an Advisory Board to serve on committees, to assist the Board and officers and to serve as a source of future candidates for membership on the Board of Directors. Advisors may

attend Directors meetings and participate in discussions, but shall not have a vote. The mission of the Advisory Board is to develop members with varied backgrounds and skill sets who can be trained in roundtable administration for a smooth transition into the roles of officer and director. Notwithstanding the foregoing, it is not a requirement that an officer or director first serve as an Advisor.

ARTICLE VIII. OFFICERS/DUTIES

Sec. 1. The principal officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall exercise such powers and such duties as described in these Bylaws and as determined by the Board. Any two principal offices, other than President and Treasurer, may be held simultaneously by the same person, but in such case that person retains only one vote on the Board.

Sec. 2. *President* - The President, when present, shall preside at all meetings of the Board and of the SCWR. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board, shall have general charge of the business affairs and property of the Corporation and general supervision over its other officers and agents. In general, he or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board are carried into effect.

Sec. 3. *Vice President* - The Vice-President shall , in the absence of the President or during any period of the President's disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may be prescribed by the Board.

Sec. 4. Should both the President and Vice-President take leave of office, the Senior Board Member shall assume the duties of the President and shall call an Election Meeting within thirty (30) days of their leaving office.

Sec. 5. *Secretary* - The Secretary shall attend all meetings of the Board and record all votes and the proceedings of the meetings of the Board. The Secretary shall have custody of the records of the Corporation. The Secretary shall give, or cause to be given, notice of meetings of the directors and shall perform such other duties as may be prescribed by the Board or the President.

Sec. 6. *Treasurer* - The Treasurer shall have custody of corporate funds and other valuable effects, including securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the President. He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, whenever requested by the President or the Board, an account of his or her transactions as Treasurer and of the financial condition of the Corporation.

Sec. 7. *Other Officers* - The Board may appoint and remove such other officers or assistant officers as the Board deems appropriate, which offices may but need not be filled by Board members.

Sec. 8. Except as otherwise provided by the Board, the Treasurer and one other officer shall be authorized signatories to any SCWR bank account.

Sec. 9. Between Board meetings, the Executive officers (President, Vice-President, Secretary and Treasurer) , or a majority of them, are empowered to exercise the authority of the Board on matters deemed emergencies by the President, and the Executive officers shall promptly report to the Board any action taken pursuant to this section.

Sec. 10. *Removal*. Any officer may be removed from office at any time, with or without cause, by an affirmative vote of two-thirds of all the current members of the Board.

Sec. 11. *Vacancies*. A vacancy in any office may be filled by the Board and the officer so selected shall hold office until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

Sec. 12. *Compensation*. The officers of the Corporation shall not be entitled to compensation for their services as officers. This prohibition does not include reimbursement of expenses or compensation for work that is above and beyond his or her duties as an officer for which he or she may be hired or contracted by the Board. An officer who is under consideration for such a proposed arrangement shall not participate in voting to determine such compensation nor shall such officer chair that portion of the meeting of the Board during which such proposed arrangement is under discussion.

ARTICLE IX. MEETINGS

Sec. 1. *Board Meetings* - Board meetings shall be comprised of Board Members only and such members of the Advisory Board as may be invited by the President, but only Board Members shall have a vote on matters to be determined by the Board. Board meetings may be attended by SCWR members as and in accordance with Arizona statutes. The location of such meetings, if not set by the Board, may be determined by the President.

Sec. 2. *Membership Meetings* - An annual meeting of the general membership shall be held within the last month of the Corporation's fiscal year, at which meeting the President shall inform the membership of the state of the Corporation's affairs and the composition of the officers and directors for the following year. Other meetings of the membership may be held at such times as determined by the Board. Any such meeting, whether general or special, shall be noticed and held in accordance with Arizona statutes. The location of membership meetings shall be in Scottsdale if practicable and, if not, elsewhere in Maricopa County, Arizona.

Sec. 3. The order of business and proceedings at any meetings shall be according to Robert's Rules of Order Revised, except in the event of any conflict between such Rules and these Bylaws, the latter shall prevail.

ARTICLE X. ELECTIONS

Sec. 1. The officers and directors of the Corporation shall be elected by majority vote of the directors at the Board meeting immediately preceding the annual general membership meeting. Directorships expiring in 2019 shall be elected for terms expiring in 2021 and directorships expiring in 2020 shall be elected for terms expiring in 2022. All officers shall be elected in 2019 for terms expiring in 2021. Thereafter, one half of the Board shall be elected each year for two-year terms and all officers shall be elected in alternating years for two-year terms.

Sec. 2. For directors appointed by the Board to fill a vacancy or to augment the Board, their terms shall expire at the election in the second fiscal year following appointment. For officers appointed by the Board to fill a vacancy, their terms shall expire at election in the next odd-numbered fiscal year.

Sec. 3. Members of the Corporation who wish to be considered for election to the Board shall provide to the President a written statement committing to meet the service requirements of Article VI, Section 5, no later than April 1st and the President shall inform the Board of all such commitments received prior to that year's election and of each applicant's service on the Advisory Board, if any.

ARTICLE XI. CONTRACTS AND AGREEMENTS

Sec. 1. *Contracts.* The Board shall have authority to enter into contracts and agreements in the name of the Corporation and shall designate one or more officers or agents to sign written contracts on its behalf.

Sec. 2. *Gifts.* The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE XII. GENERAL

Sec. 1. *Amendments.* The Board shall have the power to make, alter and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of a majority of all of the directors; *provided* that notice of the proposal to make, alter or repeal these Bylaws, or to adopt new Bylaws, must be included in the notice to the directors of the meeting at which such action takes place.

Sec. 2. The fiscal year of the Corporation shall be begin on June 1st and end on the following May 31st.

Sec. 3. Any authority granted to the Board by law or by these Bylaws may be exercised by the Board from time to time.

Sec. 4. The principal office of the Corporation shall be in Maricopa County, Arizona. The Corporation may have such other offices, either within or without the State of Arizona, as the Board may determine.


Sec. 5. The SCWR shall not discriminate against any person on the basis of race, color, religion, national origin, sex, physical handicap or disability or any other characteristic that may jeopardize the Corporation's eligibility for tax-exempt status.

Sec. 6. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the members, directors, officers or any other person having a personal and private interest in the activities of the corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Bylaws. Upon dissolution of the Corporation the net assets shall not be distributed to the members of the Corporation, but shall be disposed of as provided in Article 5 of the Articles of Incorporation.

SECRETARY'S CERTIFICATE:

I, Hal Bliss, Secretary of the Scottsdale Civil War Roundtable, Inc. (the "Corporation"), do hereby certify that the foregoing is a true and correct copy of the Corporation's Bylaws, as adopted by the directors of the Corporation on the 2nd day of February, 2019.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of February, 2019.



Secretary