

Potomac Legion Bylaws

Adopted November 3, 2007

Revised and Approved April 17 and November 21, 2010

I. Article

1. Name: The name of this organization shall be *The Potomac Legion*, here-after referred to as *the Legion*.
2. The address where the principal office of the Corporation is to be located in
3. Purpose: The purpose of the Legion is to educate its members and the general public about the life and current events of the United States soldier during the American Civil War. This is accomplished through reenactments, demonstrations, interpretive programs, lectures, exhibits, and other appropriate means.
4. Voluntary Service: The Legion is a volunteer, not-for-profit organization consisting of recreated Civil War military units. Neither administrative nor military officers, nor ordinary members shall receive payment for service in the organization.
5. Fees: **The annual unit membership fee is \$30.00** per year, subject to discussion and change by at least a two-thirds vote of the board. The fee helps offset postage, communication, and meeting expenses incurred throughout the year.

II. Article

1. Authority and Power of the General Membership: The will and authority of the general membership of the Legion shall be invested in the representatives of each member unit, in meeting assembled. These representatives shall consist of 2 individuals appointed by each member unit in such manner as they see fit.
2. Administrative Officers: The Administrative Officers of the Legion shall be elected annually by a majority vote of the unit representatives in meeting assembled. These 7 officers shall make up the *Board of Directors*, and shall consist of the following:
 - A. President (Voting): To preside at all Legion meeting, and supervise the daily administration of the Legion.
 - B. Vice President (Voting): To assist the president in the daily administration of the Legion. He will also serve an insurance coordinator for the Legion. In the absence of the President he will preside at Legion meetings.
 - C. Treasurer (Voting):. Oversee all Legion finance and keep accurate records of the same. Works with vice-president and president regarding insurance.

- D. Secretary (Voting): To keep accurate minutes of all Legion meetings and ensures communications between Legion member units and the Board of Directors.
 - E. At large member #1 Artillery Representative? (Voting): To assist in the administration of the Legion as determined.
 - F. At large member #2 Cavalry Representative? (Voting): To assist in the administration of the Legion as determined.
 - G. At large member #3 (Voting): To assist in the administration of the Legion as determined¹
3. Nominations: Nominations for members of the Board of Directors may be submitted in writing or by e-mail two weeks prior to the Annual Business meeting. A short rationale shall accompany the nomination. Upon nominations being closed, the list of nominated individuals shall be communicated to Legion member units. The nominees shall then be required to submit a one- or two-paragraph statement regarding their background and what they hope to contribute to the well being of the organization. This is particularly important in the event two or more individuals seek election for the same position.
 4. Term Limits: There shall be a term limit of 3 one-year consecutive terms for each member of the Board of Directors.
 5. Unit Affiliation of Directors: No member unit of the Legion shall have more than 2 of its members serving on the Board of Directors at any one time.
 6. Removal or Replacement of Officers: A member of the Board of Directors may be removed from office prior to the completion of their term if, in the unanimous opinion of the remaining directors:
 - A. Failed to discharge the duties of their office.
 - B. Exhibited conduct unbecoming their office including conflict-of-interest or self-dealing activities
 - C. Are incapacitated by illness.
 7. Vacancies that occur by removal or resignation can be filled by individuals appointed by the Board. Legion member units will be notified of any such action within 30 days.
 8. Military Commander: The Military Commander of the Legion shall be appointed as follows:
 - A. The Military Commander of the Legion shall be appointed on an event basis, from a pool of qualified Potomac Legion or other members, by the Board of Directors, with the dates of command responsibility to be specified. This protocol also may carry insurance ramifications.

¹ The board votes on business matters regarding the Potomac Legion; the unit representatives vote approval of events.

- B. Upon appointment, the Military Commander will select subordinate officers and non-commissioned officers, whose names will be submitted to the Board of Directors for approval.
 - C. If a Legion event is sponsored by a Legion *member unit*, that unit shall be consulted in the fullest possible manner on the appointment of the Military Commander for the Legion members participating.
9. Meetings: There shall be 3 types of meetings:
- A. Annual Business Meeting: This will take place during the fall of each year, at a date and place selected by the Board of Directors, convenient to the majority of member units. It will be attended by the Board as well as representatives from each member unit. Each member unit, through its representatives, shall receive one vote. Notification shall be not less than 30 days.
 - B. General Membership Meeting: There will be at least 1 General Membership Meeting to be held at a Legion event, selected by the Board. It shall open to the rank and file of all Legion member units. For purposes of voting, a rule of one-person one vote shall apply.
 - C. Board of Directors Meeting: These shall take place in person or by telephone at such time(s) as deemed necessary by the President. A rule of one person one vote shall apply for these meetings.
Notification shall be not less than 30 days.
10. Voting: Unless otherwise specified, a simple majority vote will carry a motion at any Legion meeting.
11. Proxy Votes: Unit Representatives or Legion Directors unable to attend a Business or Board meeting, may send in a written proxy, indicating their vote on an issue in question, and/or assigning it to another person.
12. Secret Ballot: A secret ballot may be requested by any participant in a Legion meeting, prior to the question being called for a vote.
13. Minutes: Minutes of each meeting will kept by the Secretary or another Board member so designated. These minutes will be published and provided to each member unit, within 30 days following the meeting.

III. Article

- 1. Membership: Membership in the Legion is open to any unit that recreates the United States soldier during the period 1861-1865. Units applying for membership in the Legion must complete the following:
 - A. Submit a letter of intent, endorsing the Legion's bylaws, authenticity requirements, and safety guidelines.
 - B. Submit a roster containing the names of 12 individuals who are not already members of another Legion unit.

- C. Remit within 60 days, any full or prorated assessment for Legion insurance and/or expenses as indicated by the Board of Directors.
- 2. Probationary Status: Upon meeting the requirements in section 1, units applying for membership in the Legion, shall be granted probationary status by a simple majority vote. This probationary status shall continue until the next Annual Business Meeting.
- 3. Elevation to full membership: Elevation of a probationary unit to full membership status in the Legion shall require a two-thirds vote of the unit representatives. If not approved for full membership status, the probationary unit is to be informed of any reasons for the disapproval, and given the option to extend or terminate their probationary status.
- 4. Suspension or Expulsion of Member Units: Any unit that, in the view of the majority of the Board of Directors, has failed to fulfill the requirements of membership in the Legion, can be suspended or expelled by the two-third vote of the unit representatives in meeting assembled.
- 5. Causes for Suspension or Expulsion: Membership in the Legion can be suspended or revoked for the following reasons:
 - A. Gross or repeated safety violations.
 - B. Illegal drug or alcohol possession/use.
 - C. Any criminal act punishable by law.
 - D. Disruptive or inappropriate behavior at a Legion event.
 - E. Failure to support any Legion activities in a 365-day period.
 - F. Any activity, which in the view of two-thirds of the Board of Directors is inappropriate and unbecoming membership in the Potomac Legion.

IV. Article

- 1. Insurance: All member units of the Legion shall be required to maintain their own medical and liability insurance, or in lieu of subscribe to the Legion group insurance policy.
- 2. Individual Unit Insurance: If a member unit maintains its own insurance in lieu of subscribing to the Legion insurance, it is required to submit to the Board, on an annual basis, a copy of its certificate of insurance.

V. Article

- 1. Assessments: All Legion member units will be assessed on an annual basis for an appropriate share of the cost relating to insurance and/or other Legion expenses. The due date for any assessment will be 30 days, or as otherwise indicated by the Board of Directors. See Article I iv. In all likelihood, the assessment will be due at the same time as the insurance premium in December.

2. Donations: All monetary donations received by the Legion will be recorded by the Treasurer and deposited in a bank account for the use of the Legion as a whole. The secretary will acknowledge the receipt, and if in excess of \$250 include the statement: neither goods nor services were received in exchange of this donation. Note: the donation IS NOT technically tax deductible as the Legion IS NOT a 501 (c) 3 organization.
3. Reimbursement of Expenses: Expenses incurred by any Legion member or unit relating to operations sanctioned by the Board of Directors, shall be reimbursed upon presentation of the appropriate receipts.
4. Finical Statement: The Treasurer will publish annually a Legion financial statement that will be distributed to all member units, no later than April 1. This statement will include the previous calendar year's information. At other times, the Legion financial records will be available for inspection with 10 days notice.

VI. Article

1. Amendments to the bylaws: Amendments to the Legion bylaws shall be debated and voted on at the annual business meeting, or in an emergency, at an earlier meeting announced well in advance to the membership.
2. Publication of proposed amendments: Proposed amendments must be published and distributed to Legion member units at least 30 days in advance of the annual business meeting or emergency session stated above.
3. Approval of Amendments: Approval of amendments to the Legion bylaws will be by a vote of at least two-thirds of the representatives in attendance at an annual business meeting or emergency session as stated above.

VII. Article

EXEMPTION COMPLIANCE

No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the *organization* 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 Third hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

VIII. Article

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.²

IX. Appendices

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| 4. | Safety Standards | To be revised |
| 5. | Authenticity Standards | To be revised |
| 6. | Code of Conduct | To be revised |
| 7. | Military Structure | To be revised |
| 8. | Guest Policy | To be revised |
| 9. | Event Selection | To be revised |

² Be it resolved that should the above named organization dissolve, that all of its tangible assets will be liquidated at cost or, as a last resort, at auction. Funds raised from the liquidation will be donated to the Civil War Preservation Trust for the purpose of acquiring endangered Civil War battleground parcels.