

BYLAWS OF THE BULL RUN CIVIL WAR ROUND TABLE

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ARTICLE I -NAME AND PURPOSE

SECTION 1. ORGANIZATION NAME. The Name of the Organization will be **THE BULL RUN CIVIL WAR ROUND TABLE (BRCWRT)**.

SECTION 2. PURPOSE OF ORGANIZATION. The purpose of the Organization will be to stimulate interest in the American Civil War by educating its members and the public about the military, political, economic, diplomatic, and social history of the United States of America and the Confederate States of America, including Antebellum and Reconstruction topics of interest. Educational topics may include preservation and interpretation of sites, buildings, artifacts, and memorials connected with that war.

ARTICLE II - OFFICERS AND DUTIES

SECTION 1. OFFICERS OF ORGANIZATION. The Organization will have the following elected officers: President, Vice-President, Secretary, and Treasurer. Each officer will be elected at the December meeting by vote of the General Membership to serve for a term of one (1) year commencing on the first day of January of the following year. Candidates for the four (4) elected positions cited above must receive at least a simple majority of the votes cast to be elected.

SECTION 2. DUTIES OF ELECTED OFFICERS.

A. President. The President will preside at all meetings of the Organization and of the Executive Committee. The President will have the power to appoint the chair and members of all committees. The President is responsible for all programs and the overall management of the Organization. Each year the President will appoint, as necessary, the chair of the following Standing Committees: Newsletter, Website, Field Trip, and Preservation. In addition, the President can appoint up to three at-large members of the Executive Committee. All of these appointees are subject to the approval of a majority of the Elected Officers plus the Immediate Past President. The President will serve as the de facto Chair of the

Preservation Committee unless another appointment is made. In the event that the office of the Vice President, the Secretary, or the Treasurer should become vacant for any reason, the President shall appoint a successor from the membership who will complete the unexpired term.

2B. Vice-President. The Vice-President will assume and perform the duties of the President in the absence or disability of the President for the unexpired term. The Vice-President will be thoroughly familiar with the Bylaws of the Organization and the rules of parliamentary procedure. The Vice-President will work with the President regarding the development of the Organization's programs and will assume such additional responsibilities as assigned by the President.

C. Secretary. The Secretary will maintain the records of the Organization. The Secretary will cooperate with the Treasurer and the Editor of the Newsletter in the updating of the mailing list. The Secretary will issue notices of the meetings of the Executive Committee, keep the minutes of that body's meetings, and perform such other duties as assigned by the President.

D. Treasurer. The Treasurer will be responsible for the following:

1. Opening of bank accounts on behalf of the BRCWRT and designating the Signatories required therefore.
2. Keeping the Organization's financial records with detailed accounts in chronological order of the receipts and expenditures affecting the administration of the BRCWRT.
3. Presenting a report to the Executive Committee at each of that body's meetings. Such reports will show the previous Balance of the Organization's funds, the amount and source of all moneys received, the amount and purpose of all disbursements made, and the resulting current balance of the funds.
4. Presenting each year prior to 31 December a budget for the next year containing an estimate of the projected income and expenses associated with the BRCWRT. The budget will be approved by a majority vote of the incoming Executive Committee, subject to the majority approval of the attending General Membership at the first meeting of the new year.
5. Making available to the General Membership during the first quarter of each new calendar year an Income & Expense Summary Report for the previous year. The accounting method to be used for the Income & Expense Summary Report is 'Cash Basis'.
6. Preparing the annual Federal & State Corporation tax return forms.
7. Reviewing the Organization's finances with the exiting President and incoming President no later than one month after the elected President assumes the leadership position.

8. Collecting membership dues.

9. Maintaining or arranging for the maintenance of the Organization's mailing list, which will include all current members and such individuals and groups as are designated by the President. The mailing list will be updated on a regular basis.

SECTION 3. SUCCESSION IN OFFICES. Each elected officer, at the conclusion of the term, will cooperate fully in transferring responsibilities to the successor in that office.

ARTICLE III -EXECUTIVE COMMITTEE

SECTION 1. MEMBERSHIP DEFINED. Membership in the Executive Committee will consist of the following: the four Elected Officers, the Immediate Past President, the Chairs of the Standing Committees, and no more than three (3) At-Large Members.

SECTION 2. TENURE. The Immediate Past President will serve on the Executive Committee, and all other appointed members of the Executive Committee will serve at the pleasure of the President commencing on January 1. An elected officer can hold an appointed position. An individual who is an appointed officer may hold more than one appointed office.

SECTION 3. QUORUM. A quorum of the Executive Committee will consist of no less than five voting members, including at least two elected officers.

SECTION 4. MEETINGS. The Executive Committee will conduct a planning meeting as soon as practicable in the new year. The Executive Committee will meet thereafter at the call of the President or upon call of the majority of its members, but in any case a minimum of five (5) times during the year. A majority vote is required for any decision by the Executive Committee.

SECTION 5. DUTIES. The duties of the Executive Committee will be to plan for regular or special meetings of the Organization, to supervise all financial transactions, and to perform any act with the objective of preservation, prestige and well-being of the Organization. The Executive Committee may delegate any duty, except those dealing with financial matters, to any standing or special committee. The Executive Committee may aid and support in any way it deems appropriate other groups or organizations with similar or like interests in the American Civil War.

ARTICLE IV - FINANCES

SECTION 1. NON-BUDGETED DISBURSEMENTS OVER \$500. No allotment of funds exceeding \$500, not otherwise approved in the budget, will be made without first receiving the approval of the Executive Committee (See Article III, Section 5) and approval of members attending the next General Membership meeting. An announcement of the proposal for such a disbursement will be published once in the newsletter and presented for approval at the next General Membership meeting.

SECTION 2. NON-BUDGETED DISBURSEMENTS OF \$500 OR LESS. Before consideration of any proposed disbursement of \$500 or less not included in the approved budget, the members of the Executive Committee will review the funding request, make changes as necessary, and provide recommendations. The members of the Executive Committee must approve the proposed expenditure by a majority vote.

SECTION 3. FINANCIAL REVIEW. The current President and the incoming President will review the Treasurer's financial reports no later than one month after the elected President assumes office.

ARTICLE V -STANDING AND SPECIAL COMMITTEES

SECTION 1. THE FOLLOWING COMMITTEES SHALL BE CONSIDERED STANDING COMMITTEES OF THE ORGANIZATION:

A. Newsletter Committee. This committee will prepare and distribute to those individuals and groups on the Organization's mailing list a newsletter carrying notice of the Organization's meetings, activities, and news of interest to the Membership. The goal of the Committee will be to publish a newsletter prior to each regular meeting of the Organization and not less than six (6) times per year. The Committee will consist of the Chair, who will be Editor of the Newsletter, and an indefinite number of members of the Organization as determined by the President and the Editor.

B. Preservation Committee. This committee will prepare and disseminate to the Membership a list of sites, buildings, or memorials connected to the Civil War that are in need of protection, preservation, or restoration. The Committee will inform the Membership and the Executive Committee of the significance of each site, building, or memorial as well as the threat each faces. The committee will recommend to the Membership and the Executive Committee what action the Organization should take in relation to the site, building or memorial. The Committee should, to the best of its ability, keep abreast of the Civil War preservation efforts and report frequently to the Membership on such efforts in writing whenever possible. The Committee will regularly deliver a report on Civil War preservation efforts to the Newsletter Editor for publication in the Newsletter.

C. Field Trip Committee. This committee will plan, organize, and publicize no less than two (2) field trips for the Organization each year. The committee will make provision for the required funds.

D. Website Committee. The Chair will be responsible for keeping track of the Host Server usage, maintaining the website, and reporting to the Executive Committee on a regular basis the changes made to the site. In addition, the Chair is responsible for requesting additional funds for site expansion and re-licensing of the Domain Name (BullRunCwrt.org) and will coordinate with the Newsletter Editor the proper time for uploading the previous month's newsletter. At least two (2) Executive Committee members will have the log-on and password for the site and know how to access the set-up page.

E. Committee Structure. Chairs will be responsible for the appointment of an appropriate number of members to serve on their committees.

SECTION 2. SPECIAL COMMITTEES.

A. Membership Committee. The Vice-President will chair this committee. This committee will provide applications for potential new members of the Organization. The committee will also assist the President and Vice-President in promoting membership.

B. Nominating Committee. The chair of this Committee will be chosen by the President. The Committee, consisting of no more than three (3) members of the Executive Committee and chosen by the President prior to October, will select candidates from the membership of the Organization for nomination to all elected offices. The Committee will submit the names of all nominees to the General Membership for consideration at the meeting in October and will solicit additional nominations from the floor. The election of officers will be held in December.

C. Other Committees. The President, with the approval of the Executive Committee, may appoint such other committees as may be required to carry out the business of the Organization.

ARTICLE VI- CALENDAR YEAR

The Calendar Year of the Organization will be from 1 January through 31 December of each year. The Organization will meet not less than ten (10) months of the year.

ARTICLE VII - MEMBERSHIP AND DUES

SECTION 1. MEMBERSHIP DEFINED. Membership in this Organization extends to those whose names are carried on the Treasurer's Roster of Members for the current Calendar Year. The Roster will be updated as required by the Treasurer.

SECTION 2. MEMBERSHIP CATEGORIES. There are three categories of membership carried on the Roster of Members for the current calendar year: (a) Annual Members, (b) Honorary Life Members, and (c) Special Members.

SECTION 3. MEMBERSHIP QUALIFICATIONS. (a) Annual Members will pay dues. (b) Honorary Life Members will be approved by the General Membership for their outstanding contributions to the purpose and objectives of the Organization. (c) Special Members will be selected by the Executive Committee as a result of their unique contribution to Civil War education or preservation, or for contributions to the Organization.

SECTION 4. MEMBERSHIP APPLICATION. To become an Annual Member of this Organization, an applicant will complete and file with the Treasurer a membership form, together with one full year's annual dues. If a new membership application is submitted on October 1, or thereafter, the payment will be credited in full to the following calendar year.

SECTION 5. REMOVAL FROM MEMBERSHIP. Any member can be expelled from the Organization by a majority vote of the Executive Committee for conduct prejudicial to the general welfare of the Organization.

SECTION 6. MEMBERSHIP DUES. The Executive Committee will determine the amount of annual membership dues. Commencing at the October membership meeting, the Treasurer will solicit the payment of membership dues for the following calendar year. Any member who fails to pay his or her dues by March 31 of that year, will be delinquent and subject to termination of membership. The Executive Committee is authorized to issue procedures for the timely collection of dues and for terminating the membership privileges of delinquent members. Such procedures will be published for the information of the membership. This Section, as revised by amendment on September 10, 2020, will take effect on January 1, 2021.

ARTICLE VIII-AMENDMENTS

Amendments to the Bylaws will be proposed to the Executive Committee. The Executive Committee will review the proposal(s) and make any changes and recommendations. Any proposed Bylaw amendment must be approved by a majority vote of the Executive Committee members. The Executive Committee will then report the proposed amendment(s) to the General Membership at a regular meeting. The amendment(s) will be published and provided to the Organization's members prior to presentation at any meeting. Proposed amendment(s) will be presented at two successive meetings and voted upon by the General Membership at the second meeting. Approval of any Bylaw amendment must be by a two-thirds vote of members present at the second meeting.

ARTICLE IX -TENOR OF ORGANIZATION

The Officers and the Executive Committee will conduct themselves and thereby the Organization in such a way as to facilitate a spirit of camaraderie and good fellowship among the Membership. The Organization cannot succeed in its objectives without friendship and cooperation among its members, which is, in fact, one of its goals. Informality and amicability should serve as guiding principles for the Officers and members of the Executive Committee.

ARTICLE X - AUTHORITY FOR CONDUCT OF BUSINESS

The authority for other matters necessary for the conduct of business and not addressed in the Organization's Bylaws is the most recently revised Blue Book edition of Demeter's Manual of Parliamentary Law and Procedure written by George Demeter.

ARTICLE XI – DISSOLUTION OF THE ORGANIZATION

SECTION 1. DISSOLUTION VOTE. In the event that the general membership of the Organization, as defined in Article VII, Section 1, consists of five persons or less, such persons, may, by majority vote, elect to dissolve the Organization. Such dissolution will be effective 60 days following such vote, or at a date set by a majority vote of the members.

SECTION 2. DISSOLUTION PROCESS. In the event that, as a consequence of the vote described in Article XI, Section 1, the Organization is to be dissolved, its physical assets, including books, memorabilia, and programmatic items, will be disposed of by sale. The proceeds of any such sale and any monetary assets remaining in the treasury, will be distributed, in the manner specified by majority vote of the remaining members, to one or more federal, state, local or private entities dedicated to the preservation of Civil War sites or the interpretation of any such site; provided that any such private entity designated for a monetary contribution shall be a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code or any corresponding successor provision.

ARTICLE XII – CONFLICT OF INTEREST POLICY

The conflict of interest policy of the BRCWRT is described in Appendix A of these Bylaws.

APPENDIX A: CONFLICT OF INTEREST POLICY

BYLAWS

Bull Run Civil War Round Table (hereafter “BRCWRT”)

Article I

Purpose

The purpose of the conflict of interest policy is to protect the BRCWRT’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of its Executive Committee or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any officer, or member the Executive Committee as these positions are defined in the Bylaws of the BRCWRT with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the BRCWRT has a transaction or arrangement;
- b. A compensation arrangement with the BRCWRT or with any entity or individual with which it has a transaction or arrangement, or;
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the BRCWRT is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Executive Committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Executive Committee meeting but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President or, in the event of his or her ineligibility, the Vice President of the BRCWRT shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Committee shall determine whether the BRCWRT can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote of its disinterested members whether the transaction or arrangement is in the BRCWRT's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination

it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Executive Committee has reasonable cause to believe an Officer or member thereof has failed to disclose actual or possible conflicts of interest, it shall inform the Officer or member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Officer or member's response and after making further investigation as warranted by the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Article IV Records of Proceedings

The minutes of the BRCWRT Executive Committee shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

No officer or member of the BRCWRT's Executive Committee is permitted to receive compensation directly or indirectly from the BRCWRT.

Article VI Annual Statements

Each Officer and member of the BRCWRT Executive Committee shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy.

- b. Has read and understands the policy.
- c. Has agreed to comply with the policy.
- d. Understands that the BRCWRT is a charitable organization and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To assure that the BRCWRT operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining,
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the BRCWRT's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the BRCWRT may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.