

Fighting First Regiment, Inc.
Bylaws
Amended as of March 24, 2012

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **Fighting First Regiment, Inc.** It shall be a nonprofit organization incorporated under the laws of the State of Delaware.

Section 2 — Purpose: **Fighting First Regiment, Inc.** (hereafter referred to as FFR) is a non-profit, nonpartisan organization without political affiliation. Our mission is to educate the public on the history of the U.S. Civil War with emphasis on reenacting the military and civilian life of those times. This is done through battle reenactments, military camp recreation, civilian life portrayal, living history (told in first person), school programs and museum programs. The FFR also supports the preservation of historic lands, structures and articles of history by donating the time of its members to maintaining national parks and providing funds to organizations preserving the historical land or artifacts of the United States.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Membership is granted after completion and receipt of a membership application and the payment of annual dues. All memberships shall be granted upon a majority vote of the current membership.

Section 2 — Annual dues: **The amount required for annual dues shall be determined at the annual meeting.**

Section 3 — Rights of members: Each member who is of the age of majority shall be eligible to vote in the FFR elections. All members are eligible for coverage of FFR insurance and to participate in FFR activities no matter the age. However, members must be at least sixteen years of age to carry a weapon in any battle scenario. Members who are thirteen to fifteen years of age can participate in battle scenarios as functioning musicians, military messengers or ice carriers.

Section 4 — Resignation and termination: Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership or for non-payment of dues, or activity determined to be offensive or unbecoming of a member of the FFR. Termination from a member unit may also be grounds for termination of FFR membership.

Section 5 — Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

Section 6 — The FFR shall consist of individual members who may also be affiliated with Member Units. Additional information about Member Units is defined in the FFR Standard Operating Procedures.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held twice a year, at a time and place designated by the President or the 1st Director.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the President or the 1st Director. At the annual meeting the members shall elect officers (in accordance with these bylaws related to term in office),

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receive reports on the activities of the organization, and determine the direction of the organization for the coming year.

Section 3 — Special meetings: Special meetings may be called by the President, 1st Director, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting member units may also call a special meeting.

Section 4 — Notice of meetings: Notice of each meeting shall be given to each voting member, not less than two weeks prior to the meeting.

Section 5 — Quorum: A simple majority of member units present at any properly announced meeting, according to Section 4, shall constitute a quorum.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the FFR, and delegates the responsibility of day-to-day operations to the staff and committees. Board members shall be the age of majority. The board shall have up to 10, but not fewer than 5 members. The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election if the membership so agrees.

Section 3 — Meetings and notice: The board shall meet at least twice a year, at an agreed upon time and place. An official board meeting requires that each board member have written notice of the meeting at least two weeks in advance.

Section 4 — Board elections: Officers of the board; President, 1st Director, Secretary, and Treasurer shall be the Elected board members. Board Members shall be elected by the voting representatives of member units at the annual meeting. Directors shall be appointed by a majority of the elected board members.

Section 5 — Election procedures: Any member can nominate a candidate to the slate of nominees. All voting member units will be eligible to send one unit representative to vote for each candidate, for the four officer positions. Each member unit may cast one vote for each position.

Section 6 — Quorum : A quorum must be attended by greater than 50 percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and duties: There shall be five officers of the board, consisting of a President, 1st Director, Secretary and Treasurer and at least one additional Director, up to total of 6 additional directors. Their duties are as follows:

The President shall supervise and control the affairs of the corporation and the activities of the officers. He or She shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. He or She shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee (see Article V, Section 2 for description of the Executive Committee) to preside at each meeting in the following order: President, 1st Director, Secretary, Treasurer and Directors.

The 1st Director shall, in the absence of the President, or in the event of his or her inability or refusal to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. He or She shall be the commander of the

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FFR and is responsible for the Civil War military operations/demonstrations both during the recreated battles and in the military camp. Specific duties include those listed in the Standard Operating Procedures for the FFR and these bylaws.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that records are maintained. The Secretary shall keep a membership book containing the name and address of each member, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

The Treasurer shall be responsible for the funds of the FFR and deposit all such funds in the name of the FFR. The Treasurer shall disburse funds only when directed by the FFR board. He/She shall maintain a record of current status of funds and make a report at each board meeting and at the annual members meeting held in January. The Treasurer shall assist in the preparation of the budget and make financial information available to board members and the public. The Treasurer shall submit all the required documents to maintain the nonprofit designation, to include the 990N form and supporting information.

Additional Directors: Directors shall assist were needed in the day-to-day operations of the FFR.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the Secretary or President must receive nominations for new board members two weeks in advance of a board meeting. These nominations shall be sent out to members with the next regular meeting announcement, to be voted upon at the next member meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary or President. A board member(s) may be terminated from the board by a majority vote of the board.

Section 11 — Special board meetings: Special meetings of the board shall be called upon at the request of the President, 1st Director, or one-third of the board. Notices of special meetings shall be sent out by the Secretary two weeks in advance of the meeting.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, etc. Once a committee is formed, the committee shall select its chair, which will be presented to the board for approval. Board approval consists of a simple majority of the board members.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE VI — Internal Revenue Code (IRC) 501(c)(3) Tax Exemption Provisions

Section 1 — Limitation on Activities: No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, and candidate for public office.

Notwithstanding any other provision of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of

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the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2 — Prohibition Against Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation of services rendered and to make payments and distribution in furtherance of the purposes of this corporation.

Section 3 — Distribution of Assets: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.