

3rd UNITED STATES REGULAR INFANTRY REENACTORS
A Non-Stock Corporation
Restated Corporate By-Laws

Rev: January 29, 2023

Preamble

Statement of purpose

1. The 3rd United States Regular Infantry Reenactors (hereinafter referred to as “the Regiment”) is a nonprofit, educational organization with the purpose of facilitating the development of, and participation in, battle reenactments and living history of the Civil War era. In a spirit of volunteerism, the members of the Regiment seek to contribute to a broader understanding of the lives, the issues, and the horrors faced by U.S. Regular Infantry units and their families during the period 1860 to 1865.
2. The Regiment’s primary objective is authenticity in its portrayal of the Regular Army soldier and his family in the Civil War era. This objective of authenticity is pursued while keeping in mind the following key points:
 - a. We understand that authenticity is a journey rather than a goal. While we strive to achieve the highest possible level of authenticity, we recognize that new information may require periodic corrections to our impressions.
 - b. We understand that authenticity is necessarily constrained by consideration for the health and safety of reenactors and spectators.

Recognizing the financial commitments necessary to and the inherent dangers present in the recreation of authentic living history, camp life and battle reenactment scenes, the members of the Regiment have joined together for the purpose of collaborating in a unified command structure; to purchase authentic or accurately reproduced equipment; and to secure the corporate financial protection necessary to protect group members. This union of reenactment groups and individuals is designed to improve the level of authenticity of its members and to facilitate a greater public awareness of the period.

I. Membership and Organization

A. Regiment Legal Status

The 3rd United States Regular Infantry Reenactors is a non-stock corporation of the State of Virginia, and an educational organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Service Code of 1986 (the “Code”), as amended. It is not a private foundation within the meaning of Section 509(a) of the Code. Donations made to the Regiment may be considered deductible as provided in Section 170 of the Code.

Bequests, legacies, devices and gifts are deductible for Federal Estate and Gift Tax purposes subject to the provisions of Sections 2055, 2106 and 2522 of the Code.

B. Membership

1. Membership in the Regiment is open to any individual who is 18 years or older who pays dues. An individual applying for membership must submit a completed and signed Membership Application and Medical Authorization and Release form and must pay the prescribed dues. Submitting the completed and signed Membership Application and Medical Authorization and Release form entitles the individual to the rights and privileges of membership; and obligates the individual to adhere to the By-laws, policies and procedures of the Regiment.
2. Military Membership: Exceptions will be that males of 16 years, or older, may be soldiers. Males of 12 years, or older, may be musicians.
3. Single Membership: This class of member is an individual who is the sole participant in activities. The single member has a single vote at membership meetings.
4. Household Membership: A household membership is for members of a family who participate in activities (e.g., a married couple with or without children or an individual parent with children). Children are included in the household membership if they are listed on the household income tax returns as dependents. The household membership is entitled to one vote at membership meetings.
5. Additional Family Membership: The member must be part of an existing family membership and included on the family tax returns to be considered a member of a family. The payment of the additional dues entitles the member(s) to voting rights. Each additional family member wishing to vote must pay the additional dues. The additional family member(s) will not be sent a newsletter.
6. Student Affiliate Membership: This class of membership applies to members of a student reenacting group or club at a high school or college which has requested affiliation with the Regiment and has been accepted by the Board. Each Student Affiliate Member must submit such forms and dues as determined by the Board. Student Affiliate Members shall not be entitled to vote but are otherwise subject to all of the rules and responsibilities of the Regiment. As part of its educational mission, the Regiment may provide speakers and instruction to Student Affiliate Groups.
7. Guest Membership: This class of membership is a one-event membership. Each Guest Member must submit such forms and dues/fees as determined by the Board. Guest Members shall not be entitled to vote but are otherwise subject to all of the rules and responsibilities of the Regiment.

II. Board of Directors

A. Election, Powers and Duties

1. The operation and administration of the corporation shall be the responsibility of its Board of Directors (the Board) which shall be selected from among the members eligible to vote. The Board shall be composed of the officers of the corporation, *i.e.*, the President, Vice President, Secretary, Treasurer, and the Member-at-large.
2. The Board shall have the following powers, duties and responsibilities:
 - a. To select and remove the Military Commander
 - b. To appoint the editor of the unit newsletter and the webmaster..
 - c. To create and fill other positions as are determined to be appropriate by the Board.
 - d. To create and terminate standing or ad hoc committees as are determined to be appropriate by the Board, to establish the duties of such committees and appoint members thereto.
 - e. To adopt such policies and procedures as are determined to be appropriate by the Board.
 - f. To make decisions and set policy for the Regiment.
 - g. To perform any and all acts other than those specifically reserved to the membership that the Board determines are necessary or appropriate to the accomplishment of the purposes of the Regiment and not inconsistent with these Bylaws or the Articles of Incorporation.

B. Officers of the Regiment/Members of the Board – Duties

1. President
 - a. Presides at meetings of the Regiment.
 - b. Issues all public statements regarding the views and positions of the Regiment.
 - c. Represents the Board at military reenactment meetings.
 - d. Performs all other duties which are ordinarily the function of the office or which are assigned by the Board.
2. Vice-President
 - a. Assists the president as necessary.
 - b. Presides at meetings of the Regiment in the absence of the president.
 - c. Recommends events to be considered for the Regiment schedule.
 - d. Performs all other duties which are ordinarily the function of the office or which are assigned by the Board.
3. Secretary
 - a. Maintains records of all Regiment meetings and decisions.

- b. Maintains records of all Board meetings and decisions.
 - c. Coordinates all non-financial business correspondence.
 - d. Maintains Regiment membership roster and medical history and indemnity forms.
 - e. Performs all other duties which are ordinarily the function of the office or which are assigned by the Board.
4. Treasurer
- a. Pays the bills of the Regiment subject to procedures adopted by the Board.
 - b. Maintains Regiment financial records.
 - c. Prepares periodic financial reports as directed by the Board.
 - d. Files appropriate tax forms
 - e. Secures appropriate insurance as directed by the Board.
 - f. Maintains records of corporate assets.
 - g. Performs all other duties which are ordinarily the function of the office or which are assigned by the Board.
5. Member-at-Large
- a. Represents the views of the membership to the Board.
 - b. Performs all other duties which are ordinarily the function of the office or which are assigned by the Board.
 - c. The Member-at-Large has full voting power as a Board member.

C. Election and Terms of Board Members

1. Board members shall be elected by a majority of the votes cast by the membership. The election will be conducted at the Annual meeting in January with the terms of the Board members beginning the 1st of February.
2. Only those members who are recorded by the Secretary to be in good standing ten (10) days in advance of the Annual meeting shall be eligible to be nominated for a Board position or to vote.
3. Nominations for Board positions will be accepted at the Annual meeting. Members may not vote by absentee ballots or e-mail ballots because the nominees will not be known until the Annual Meeting.
4. No Board member shall be elected to more than one position concurrently. Vacant directorships shall be filled by the Board until the next Annual meeting. If more than one year remains in the term of the vacant directorship, a special election will be held at the next Annual meeting. The winner of the special election will fill the vacant position for remainder of the term.
5. Terms of Office: The President, Vice-President, Secretary and Treasurer shall serve two (2) year terms. The Member-at-Large shall serve a one (1) year term.

6. Staggered Terms: The President and Secretary shall be elected in even numbered years. The Vice-President and Treasurer shall be elected in odd numbered years.
7. No Board member who serves as President, Vice-President, Secretary or Treasurer shall be eligible to serve more two (2) consecutive two (2) year terms in the same position. At the end of his or her second consecutive term of office, a member of the Board may be elected to any other position on the Board for which an election is scheduled. A member who has previously served two (2) consecutive two (2) year terms in an office may be re-elected to his or her former position after a two (2) year period.

D. Recall of Board Member

An elected director may be recalled by the following procedure:

1. A letter or petition from five (5) or more members is presented to a Board member.
2. The complaints concerning the Board member must be specified in the letter.
3. The remaining Board members will verify that the complaining members are members in good standing and that the complaints are properly specified in the letter as required by these By-laws.
4. The membership must approve the recall by a simple majority vote.
5. The membership vote will take place at a general membership meeting called by an announcement in the newsletter at least one month (30 days) prior to the meeting date.

E. Meetings of the Board of Directors

1. Meetings shall be held at such times and places as shall be determined by the Board. Meetings may be called by the President, Vice-President or any three (3) Board members. Meetings may be held or individuals may attend via telephone conference or other real time communication method as determined by the Board.
2. Written notice of meetings shall be provided at least seven (7) calendar days in advance of the meeting. Regularly scheduled meetings shall not require such notice.
3. Three (3) members of the Board shall constitute a quorum for the transaction of business.
4. Any action that may be taken by the Board at a meeting may be taken without a meeting provided that in such a case there shall be unanimous written concurrence of the Board members in the action to be taken. Such written consents have the

same force and effect as a vote of the Board at a meeting and shall be filed with the minutes.

5. Written notice of Board meetings may be provided by e-mail or fax.

F. Finances

1. **Financial Responsibility:** The Board has the responsibility for the proper financial conduct of the Regiment and for adopting procedures for payment of expenses, reimbursing members for expenses incurred, financial reports, auditing records of the Regiment, inventory and all other matters related to the financial affairs of the Regiment.
2. **Compensation:** The members of the Board and the other officers of the Regiment shall serve without compensation for their services as Board members or officers but may be reimbursed for expenses properly incurred on behalf of the Regiment.
2. **Dues Structure:** The Board shall establish the membership dues of the Regiment with the approval of the membership.
3. **Fund-Raising:** The Board must authorize any fund-raising activity conducted by the membership.

III. Military Organization

A. Structure

1. The military organization shall be as similar as practicable to that of a Civil War infantry company in a combat theater. Additional companies may be created as determined by the Board.
2. If the Regiment has two (2) or more companies, it will have, at a minimum, two (2) active infantry officers.

B. Military Commander

1. The Military Commander is appointed by the Board and holds his rank for two (2) years subject to ratification by a two-thirds (2/3) majority vote of confidence by the membership at the Annual meeting.
 - a. If the Military Commander does not receive the necessary two-thirds (2/3) vote of confidence by the membership present at the Annual meeting, the Board will appoint another Military Commander.

- b. The Military Commander may be removed by a vote of three (3) members of the Board.
 - c. In the event of the removal or resignation of the Military Commander or the inability of the Military Commander to perform his duties for a significant period of time, the Board shall appoint an Interim Military Commander who will hold the Interim position until a Military Commander is approved in accordance with III.B.1. above.
 - d. The authority of the Military Commander may be delegated by the Military Commander for a specific event and the individual to whom the authority is delegated will have the same duties, responsibilities and authority as the Military Commander with respect to that event.
 - e. The rank of the Military Commander will be determined by the Board.
2. The Military Commander commands the Regiment at military and living history events. In this command position, the Military Commander is responsible for the operations, training and discipline of the Regiment and the conduct and impressions of all members participating in the event.
 3. The Military Commander makes arrangements for the registration of the Regiment at events determined by the Board.
 4. The Military Commander determines the military uniform and the civilian attire to be worn at all events.
 5. The Military Commander assigns any temporary military rank as needed at Regiment events.
 - a. In the event the Military Commander is not attending an event, the authority to temporarily appoint members to or remove them from military rank may be delegated to the senior officer or NCO in attendance. This authority will be in effect only for the specific event.
 - b. The Military Commander may, at his discretion, appoint an Acting Sergeant from among the corporals to serve when the First Sergeant is not available or at events where a Second Sergeant is needed. This is not intended to prevent the Military Commander from appointing the same corporal as Acting Sergeant for more than one event, nor is it intended to render any corporal ineligible from being appointed as Acting Sergeant.
 - c. The Military Commander has the authority to appoint to permanent rank any corporal. The Military Commander has the authority to remove from rank any non-commissioned officer.

- d. The Military Commander has the authority to appoint any member of the Regiment to administrative roles and impressions outside of the military chain of command.
6. The Military Commander is prohibited from holding any rank or position outside the company organization at any event in which four (4) or more military members of the Regiment are in attendance. The Board of Directors has authority to override this provision on a case-by-case basis.
7. The Military Commander will furnish to the Board annually by March 1st a formal table of organization noting the administrative roles and the chain of command for the Regiment.

C. Other Military Ranks

1. The Corporals are elected by the military members. Corporals hold their rank for two (2) years from the date of their election unless they are sooner removed by the Military Commander for inability to perform stated duties. One or more military members will be nominated for each vacant Corporal position and such position will be filled by a simple majority vote of the participating military members. In case of a vacancy for any reason, the Military Commander may at any time appoint any private as Lance (acting) Corporal until such time as an election can be called by the Military Commander. Lance Corporals may be placed in nomination for election to permanent rank as provided in this section. This is not intended to prevent additional nominations by the Military members from among their ranks.
2. All other military ranks above Corporal are appointed from among the Corporals by the Military Commander and will hold their rank until they resign or are relieved by the Military Commander.
3. The Military Commander has the authority to appoint members to administrative positions. These administrative positions will not have command responsibility.

IV. Civilian Section

A. Purpose

The purpose of the Civilian Section is to organize and support the Civilians associated with the Regiment to portray various impressions of Civil War Era Civilians. This portrayal shall not interfere with, or detract from, the military impression. The civilian impressions will be guided by the same principles of authenticity as the military impressions.

B. Officers

The Civilian Section shall elect or appoint such officers as the Civilians determine to be necessary to accomplish their purpose. To hold a Civilian office or vote in an election for Civilian office, an individual must participate as a Civilian at more than 50% of the events he or she attends with the Regiment.

C. Civilian Events

The Civilian Section may participate in events separate from the Military Organization provided such events have been approved by the Board.

D. Authority of Military Commander

At Regiment events, the Civilian Section is subject to the authority of the Military Commander or his designee.

V. Disciplinary Rules

A. Suspension and Expulsion of Members

1. Discipline at Regiment Events

At each event attended by one or more members of the Regiment, traditional military chain of command rules shall be in effect. The senior commissioned officer present or the senior non-commissioned officer present (in the absence of a commissioned officer) shall have the authority to suspend a member of the Regiment from participating in the event for an infraction described in subsection (2) that occurs at the event. At the same time, as a corporation composed of volunteers, there is no place for martinets and each member of the Regiment is entitled to be treated with respect by officers and enlisted men alike.

2. Grounds for Suspension or Expulsion

A member of the Regiment may be suspended from participating in a Regiment event or expelled from the Regiment for any of the following:

- a. Drunkenness at an event.
- b. Fighting at an event.
- c. Sexual harassment of dependents, members or spectators.
- d. Use or possession of a controlled substance.
- e. Serious violations of safety rules or procedures.
- f. Gross insubordination, with the intent to damage the command structure.
- g. Theft, with the intent to permanently deprive the owner of his or her property.
- h. Violation of the By-laws, Safety Procedures or Operating Procedures of the Regiment.
- i. Conduct that brings disgrace upon the Regiment.

3. Procedure for Suspension or Expulsion

- a. A member of the Regiment may file with any member of the Board of Directors a complaint alleging an infraction described in subsection (2). Upon receipt of the complaint, the Board Member shall inform the President, who will appoint a Board Member to take evidence in the matter. The appointed Board Member shall provide the member named in the complaint with a copy of the complaint.
- b. Upon receipt of the complaint, the named member shall submit an answer to the Board Member taking evidence. If the answer is not mailed or submitted within 15 days after the named member receives the complaint, the named member shall be suspended from participating in Regiment events pending the outcome of the review. The Board Member taking evidence shall periodically inform the named member of evidence taken against him and allow for a response by the member.
- c. Within 30 days of the submission of the complaint, the Board Member appointed to take evidence shall prepare a summary of the evidence for presentation to the board for its decision in the matter. The Board may clear the named member of the charges, reprimand the member, suspend (or continue the suspension) of the member for a period not to exceed 90 days, or propose the expulsion of the member from the Regiment.
- d. If the Board proposes the expulsion of the member, a summary of the complaint and evidence shall be published in the next Regiment newsletter for the information of the members of the Regiment. At the next event following publication of this information, the members of the Regiment present shall vote on the expulsion of the member named in the complaint. If the member named in the complaint is under suspension pursuant to subsection (3), the member may still attend the event, but may not fall in with the Regiment. If present, the named member shall be entitled to address the membership before the vote. If the named member does not attend the event, the named member shall be treated as present for the purposes of this vote and to have voted against expulsion.

VI. Amendments to By-laws

Amendments to these By-laws will be made by a quorum of the Board. The Board must approve any amendment by a three-fifths (3/5) vote. The amendment(s) approved by the Board would then be presented to the membership at a general meeting called by the Board. The members must approve the amendment(s) by a two-thirds (2/3) vote. The place, time and date as well as the text of the proposed amendment(s) must be announced in writing to the membership at least thirty (30) days in advance of the meeting.

VII. Dissolution

The Regiment may be dissolved by a three-fifths (3/5) vote of the entire Board which shall be approved by a vote of two-thirds (2/3) of the membership in attendance at a general membership meeting following notice as required by these By-laws. In the event of dissolution, the Regiment shall dispose of all of the assets of the Regiment exclusively to such organization(s) which are organized and operated exclusively for such charitable or educational purposes which at the time shall qualify as an exempt organization under Section 501(c)(3) of the Code. Priority shall be given to such organizations dedicated to education and historic preservation related to the Civil War era.

VIII. Conflict of Interest

Any Board member, officer or committee member who has an interest in a transaction or issue presented to the Board or committee for action shall give full and prompt disclosure of his or her interest to the Board or Committee prior to its action on the transaction or issue. A question concerning the interest of a Board member, officer or committee member may also be raised by another person. The body to which the disclosure is made shall then determine by majority vote whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, or use his or her personal influence on, or participate (other than to present factual information or respond to questions) in the discussion or deliberations with respect to such transaction or issue. Such person may not be counted in determining the existence of a quorum at any meeting whether the transaction or issue is under discussion or is being voted on. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

IX. Indemnification and Exoneration

The Regiment shall indemnify its Directors and officers to the fullest extent permitted by applicable law, including the advancement of related expenses, upon a determination by the Board or independent legal counsel appointed by the Board made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code.

To the fullest extent permitted by applicable law, no Director or officer of the Regiment shall be personally liable to the Regiment or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Code.

X. Inspection of Corporate Records

These Bylaws, the rosters of Directors and of Members, the books of accounts, and the minutes of meetings and decisions of the Board, the Annual meeting and the meetings of any committees shall be open to inspection no later than thirty (30) days after receipt of a written request, addressed to the President or Secretary of the Regiment by a member of the Regiment for any

purpose reasonably related to his or her interests as a member. Inspection may be made in person or by an authorized agent or attorney. Inspection includes the right to make copies at the member's expense.

XI. Signature Authority

Contracts and agreements shall be signed by the President or any other representative of the Regiment designated by the Board. Checks or orders for the payment of money shall be signed by the Treasurer or any other representative of the Regiment authorized by the Board.