

CINCINNATI CIVIL WAR ROUND TABLE, INC.

CINCINNATI, OHIO

CONSTITUTION AND BY-LAWS

ARTICLE I

Name and Purpose

(A) Name. The name of this organization shall be The Cincinnati Civil War Round Table, Inc.

(B) Purpose. This organization shall be structured as a non-profit corporation to foster and promote the interest in and research of the scientific, literary, preservation, and intellectual aspects of the American Civil War period.

(C) The organization operates as an educational and charitable organization under the authority and obligations of section 501(C) (3) and section 509(a) (2) of the Internal Revenue Code as a tax-exempt, public charitable organization with Employer Identification Number (EIN) 31-1160302 (October 21, 1988), and as a nonprofit corporation with the State of Ohio -Secretary of State Charter number 670659 (February 5, 1986) and Charitable Trust – Organization Registration number 92-0624. The fiscal year shall be from July 1 to the following June 30.

ARTICLE II

The Board of Trustees and Its Duties

(A) The number of Trustees shall be nine, including the seven Officers and two Trustees elected at large. One of the two Trustees elected at large shall be elected at the annual meeting each year for a term of two years, from among nominees presented by the Nominating Committee as required by Article X and additional nominations made from the floor. Election will be by a majority vote of the regular and student members present at the annual meeting. The term of office shall be two years, but Trustees elected at large may succeed themselves if elected by the membership. Regular and student members shall be eligible to hold office as Trustees.

(B) The Board of Trustees shall ensure that the activities of the Corporation further its Purpose and meet its obligations as a tax-exempt, charitable organization. On an ongoing basis, the Board shall set long-term direction for the organization, review the organization's overall health, review the Officers' plans and accomplishments, make suggestions for further plans or projects as appropriate, and support the Officers in resolving issues or problems at their request.

## ARTICLE III

### The Officers and Their Duties

(A) The Officers of this Corporation shall be President, Vice-President, Secretary, Treasurer, Newsletter Editor, Program Chair, and Membership/Publicity Chair. The Officers shall be elected from among nominees presented by the Nominating Committee as required by Article X and additional nominations made from the floor at the annual meeting. Election will be by a majority vote of the regular and student members present at the annual meeting. The term of office shall be one year, but Officers may succeed themselves if elected by the membership. Outgoing Officers shall arrange an orderly and thorough transition of their responsibilities to their successor by June 30 following the annual meeting.

(B) The management of the affairs and business of the Corporation shall be vested in the Officers, who shall take such actions as they determine to be reasonable and appropriate to manage and coordinate the affairs of the Corporation in accordance with its Purpose, and who shall determine all policies and procedures of the organization not otherwise specified in this Constitution and By-laws.

The general duties of the Officers are as follows:

(1) President. The President shall preside at all meetings of the members, convene and preside at the meetings of the Officers and the Board of Trustees as required in Article IV or as needed to conduct the Corporation's affairs, sign for the Corporation when a contractual or other obligation is required (unless specifically delegated by the President to the Vice President, e. g. meeting arrangements), perform generally all duties usually performed by presidents of like Corporations, and perform such other and further duties as shall be from time to time required by the members, Officers, or Board of Trustees.

(2) Vice-President. The Vice-President shall perform all the duties of the President in case of the absence or disability of the latter, and shall perform such other and further duties as shall be from time to time required by the members, President, or Board of Trustees.

(3) Secretary. The Secretary shall maintain and preserve copies of the Corporation's Constitution and By-laws and records of all actions taken in regard to them; keep minutes of all the proceedings of the members, Officers, and Board of Trustees of the Corporation and make proper record of the same, which shall be attested by the Secretary; and perform such other and further duties as shall be from time to time required by the members, President, or Board of Trustees. The Secretary shall also function as the Club Historian. Duties will include maintaining a historical file of all newsletters, speakers and their topics, conferences, tours, and other relevant events in the organization's history. Insofar as possible, the Historian will maintain the complete history of the organization, including the archives deposited in the Cincinnati History Library and Archives.

(4) Treasurer. The treasurer shall receive and have in charge all moneys and securities belonging to this Corporation, and shall disburse or otherwise deal with them as shall be ordered by the Officers or Board of Trustees. He/she shall keep an accurate account of all moneys received and disbursed, shall make an annual financial report to the membership after the conclusion of the fiscal year (September meeting.) The Treasurer shall also be the keeper of the master membership list with each member's current mailing address, telephone number, and email address, and shall perform such other and further duties as shall be from time to time required by the members, President, or Board of Trustees. On expiration of his/her term of office, the Treasurer shall turn over to his/her successor (or to the President or to the Board of Trustees if no successor exists), all money and property of this Corporation in his/her hands.

(5) Newsletter Editor. The Newsletter Editor shall produce and distribute the Corporation's newsletter, containing notice of upcoming meetings, summaries of recent meetings and business conducted, material of interest to the membership regarding the purpose of the Corporation, information about meeting times, locations, and costs, and the names and contact information for Officers, the Board of Trustees, and all committee chairs.

(6) Program Chair. The Program Chair shall plan and make arrangements for the programs and speakers for the regular meetings of the membership, as far in advance as is practicable.

(7) Membership and Publicity. The Membership and Publicity Chair shall be responsible for recruiting new members by publicizing the existence and activities of the Corporation, by welcoming new members into the Corporation, and by follow-up with members who have become inactive.

(C) Specific duties for each officer, trustee and committee position are detailed in separate job descriptions. These position recaps shall be reviewed by the officers on an annual basis and updated as necessary.

## ARTICLE IV

### The Meetings of the Officers and of the Board of Trustees

(A) The Board of Trustees shall meet at the call of the President at least once per year in conjunction with their duties as stated in Article II. This meeting may be in conjunction with their meeting with Officers required by paragraph (B) below, and/or in conjunction with their meeting as a Nominating Committee required by Article X. Additional meetings, if needed, may be at the call of the President or any other Trustee. Notice of meetings shall be by written or personal contact with each of the nine Trustees at least ten days before the date of any meeting. Five Trustees shall constitute a quorum at all meetings.

(B) The Officers shall meet at the call of the President at least twice per year in conjunction with their duties as stated in Article III. One of these meetings shall be a joint meeting with the full Board of Trustees to review the overall health of the organization, including the Officers' plans and activities. This meeting may be in conjunction with their meeting as a Nominating Committee required by Article X. Additional meetings, if needed, may be at the call of the President or any other Officer. Notice of meetings shall be by written or personal contact with each of the seven Officers at least ten days before the date of any meeting.

## ARTICLE V

### Meetings of the Membership

(A) Annual Meeting. The annual meeting of this Corporation shall be held at the regular meeting location on the third Thursday in May.

(B) Regular Meetings. Regular meetings shall be held in the Cincinnati area on the third Thursday of September, October, November, January, February, March, April, and May of each year, or at such other times as may in the judgment of the officers be expedient.

(C) Special Meetings. Special meetings may be called by the President or any three Trustees or by ten percent of the membership, by written notice given at least ten days before the date of such meeting to each member by mail at his/her last-known address, and/or by telephone call to each member's last known telephone number.

(D) Quorum. At all meetings of the membership, the members present shall constitute a quorum.

## ARTICLE VI

### Qualification of Members

A person with a definite interest in America's Civil War legacy and in the purposes for which this Corporation is formed will become a member after payment of their dues. Thereupon, the new member shall be bound by the Constitution and By-laws of this Corporation.

## ARTICLE VII

### Classification of Members

(A) Regular Members. Regular members have fulfilled the qualifications of membership described above and are current on all fees and dues.

(B) Sustaining Members: Sustaining Members shall be Members who have made financial contributions of \$25 or more in addition to their annual dues in any fiscal year.

The responsibilities and privileges of Sustaining Members shall be the same as Regular Members. The purpose of this membership category is to encourage and recognize members who make additional contributions to the objectives and programs of the Cincinnati Civil War Round Table.

(C) Student Members. Student members shall be persons who are enrolled as full time students in any recognized secondary or higher institute of learning, who have fulfilled the qualifications of membership described above, and who are current on annual dues. Except for their dues as described in Article VIII (B), all other provisions of membership in the organization shall apply to Student Members.

(D) Honorary Members. Honorary membership may be conferred upon any person who has demonstrated outstanding achievement toward the purpose for which this Corporation is formed or who has contributed extraordinary meritorious services to this Corporation. Honorary Members shall be elected by action of the Board of Trustees in conjunction with the Officers, and approved by affirmative vote of three-fourths of the members present at a regular meeting. Honorary members shall be exempt from payment of dues, and they shall not have the right to vote or to hold office in the Corporation. The current list of Honorary Members will be reviewed by the Officers and Trustees every year, and submitted to the membership at the annual meeting.

## ARTICLE VIII

### Dues

(A) The annual dues of members for a Regular Membership shall be \$25. They are due and payable as of the first regular meeting of each campaign year. Couples will have combined dues of \$35 for both members.

(B) The annual dues of members for a Sustaining Membership shall be \$50 (single) and \$85 (couple).

(C) Student members shall have annual dues of \$15. Upon expiration of their student status, they will be required to pay Regular Membership dues.

(D) For new members elected in January or later, dues shall be prorated to \$15 (elected January-March) or \$10 (elected April-May). The Treasurer shall apply similar discounts to new student members, to new regular members joining as couples, and to new sustaining members.

## ARTICLE IX

### Suspension and Expulsion of Members

(A) Members, both regular and student, shall be removed from the membership roster if dues are not current by the end of the fiscal year (June 30).

(B) Any member may be suspended or expelled by the Board of Trustees for conduct unbecoming a member. Before any member is suspended or expelled, written notice of the charges, and of the time and place of the meeting of the Board of Trustees at which the same are to be considered, shall be mailed to his/her last-known address, at least thirty days before such meeting; and he/she shall be given an opportunity to defend, and shall have the right to appeal from the decision of the Board of Trustees to the members, and upon written request the secretary shall call a special meeting of the members to consider such appeal.

## ARTICLE X

### Committees

(A) The Officers, considering the advice and perspective of the full Board of Trustees, shall establish all Standing Committees named below, shall create Special Committees if needed, and shall review all committee plans and activities to ensure that they fulfill this Constitution and By-laws.

(B) The Standing Committee positions shall include the following:

(1) Nominating Committee. The Nominating Committee shall consist of all nine members of the Board of Trustees. To fill Officer and Trustee positions each year, the Nominating Committee shall be convened by the President at least two (2) months before the annual meeting, shall identify at least one nominee for each Officer position and for the at-large Trustee position to be elected that year (taking into account the objective of encouraging active participation by as many members as possible), shall announce these nominees no later than the regular meeting next preceding the annual meeting, and shall publish these nominees in the newsletter no later than the issue preceding the annual meeting. Additional nominations may be made from the floor at the annual meeting. In the event that an Officer (other than President) or an At-Large Trustee becomes unable or is unwilling to serve the full term of office, the Nominating Committee shall identify at least one nominee to complete the term of office, and shall present the nomination for election by the membership at the next regular meeting.

(2) Webmaster: The Webmaster shall be responsible for development and maintenance of the Corporation's website, to ensure timely and accurate communication about meetings and other activities, and to support the fulfillment of the Corporation's Purpose.

(3) Preservation Chairperson: The Preservation Projects Chairperson is responsible for keeping up to date on preservation issues, events, and developments at the local, state, and national level, on behalf of the Cincinnati Civil War Round Table (CCWRT) membership.

(C) Special Committees may be established by the Officers (e. g. battlefield tours, educational projects), with their purpose, duration, and dissolution specified by the Officers.

(D) The President shall appoint the chair of each committee (and additional members as needed), considering the advice and perspective of the Officers and the Board of Trustees.

(E) The President shall have the power to remove or replace at any time any member of any committee, considering the advice and perspective of the Officers and the Board of Trustees.

## ARTICLE XI

### Order of Business

It is the intent of the membership that meetings will be as informal as conduct of the organization's business permits. The President will ensure that reports on continuing or unfinished activities are made as needed, that business requiring membership input or action is accomplished, and that members have the opportunity to ask questions about continuing or unfinished activities, to raise new business, or to make motions or proposals to the Board of Trustees, to the Officers, or to the membership. Within this context, Robert's Rules of Order will be used for guidance.

## ARTICLE XII

### Amendments

This Constitution and By-laws may be amended, supplemented or repealed by written assent thereto of all members of this Corporation, or by a majority vote of the members present at a meeting called for that purpose, or by majority vote of the members present at the annual meeting.

ARTICLE XIII

Dissolution

Upon dissolution of this Corporation, after payment of all financial obligations, all funds or other assets held by the Corporation shall be distributed first to any corporation succeeding this Corporation and second if such corporation does not exist, then to the Cincinnati History Library and Archives for the preservation and display of Civil War artifacts.

Approved by vote of the membership on: \_\_\_\_\_ (date)

Attest: \_\_\_\_\_ (Signature of Secretary)

\_\_\_\_\_ (Printed Signature)

Signed Original 1 of 3 (Secretary's Copy)



## **DISTRIBUTION INSTRUCTIONS FOR UPDATED COPIES OF THE CONSTITUTION**

Updated electronic copies (3) of the Constitution will be provided to the Secretary for signature and distribution.

The Secretary of the organization shall execute three signed paper copies of the revised constitution (official signature on Attest line with printed name below). One is to be kept in the Secretary's permanent file, the second in the President's permanent files, and the third copy will be kept in the Cincinnati History Library and Archives file for this organization.

Date at bottom of each page should be updated to reflect latest version.

Updated electronic copies of the Constitution will also be in the possession of the President and Secretary for reference and future changes.