

BY-LAWS OF THE

HEADQUARTERS 26TH INFANTRY DIVISION LIVING HISTORY RE-ENACTORS LLC.

ARTICLE I

PURPOSE, SCOPE, AND ORGANIZATION

1. **NAME OF ORGANIZATION:** The formal and legal name of the organization is the “Headquarters 26th Infantry Division Living History Re-enactors, LLC”. The abbreviation for the organization is “26LHR”.
2. **TRADE NAME:** The trade or business name of the organization is “Headquarters 26th Infantry Division Living History Re-enactors”, hereafter referred to as “The Unit”, but also commonly known as “Division Headquarters” and “Yankee Division”. Division Headquarters is the primary and foremost military unit represented by this organization. At the discretion of the Unit Commander, selected unit personnel may be authorized to portray other units or elements of the 26th Infantry Division at specified living history displays or other events.
3. **NATURE:** The nature of this organization shall be as a not-for-profit corporation; and shall be non-political, non-sectarian, non-religious, and non-discriminatory (based on historical data).
4. **PURPOSE:** The purpose of this organization is:
 - a. to promote a fuller understanding of American history during World War II, emphasizing the life of the men and women serving in the United States armed forces as well as their families and friends at home in the United States.
 - b. to be an educational resource for the general public, private groups and organizations, local, state, and Federal agencies, chambers of commerce, schools, hospitals, nursing homes, museums, veterans organizations, historical societies, and other living history organizations.
 - c. to provide enjoyment of history through authentic living history displays, encampments, parades, cemetery ceremonies, reenactments, hands-on interpretive demonstrations and dialogue, lectures, workshops, and the dissemination of information.
 - d. to plan and organize, and assist in the planning and organizing of, such related events and activities, presenting them in a way that is enjoyable for both the public and living historian.
5. **PRINCIPLE OFFICE:** The principle office of the organization is:
169 Corinth Road, Chelsea VT 05038 or at such other place as may be designated from time to time by the Board of Directors.
6. **FISCAL YEAR:** The fiscal year will be the calendar year, commencing on October 1st and ending on September 30th.

ARTICLE II

MEMBERSHIP AND VOTING

1. **TYPES OF MEMBERSHIP:** The following three (3) membership options are currently available:

a. **Unit Member:** Any person over the age of 18 may apply to become a Unit Member by submitting a completed Application Form along with the payment for the Annual Dues.

A Unit Member must agree in writing to recognize, to adhere to, and to conform to all of the requirements stated in the publications containing the policies, rules, regulations, and guidelines of the Unit, and as covered in World War II Army and War Department regulations.

Each and every Unit Member will be assigned to a position within the unit in accordance with the 1944 Table of Organization and Equipment (TO&E), or will be attached to the unit in a supplemental tactical capacity or attached to the unit for individual administrative and logistical support. Some examples of attached personnel would be an Army medic, an Army military policeman, an army Chaplain, an Army nurse, an Army war correspondent or photographer, a civilian war correspondent or photographer, a female soldier (WAC), an American Red Cross (ARC) volunteer, a French resistance fighter, etc.

Newly accepted applicants will be in a "probationary" status for the first full year. After that one year period, acceptance as a Unit Member will be considered based upon appearance, conduct, attendance, and attitude. Renewal as a new Unit Member is not guaranteed or automatic; it requires the approval of more than 70 per cent of the officers and senior enlisted personnel (the rank of Staff Sergeant and higher) assigned and attached to the unit. Probationary periods may be extended beyond the first year if deemed necessary.

b. **Junior Unit Member:** Any person over the age of 14 but under the age of 18 may apply to become a Junior Unit Member by submitting an Application Form along with the payment for the Annual Dues, as well as a Hold Harmless Form which must have a signature of consent and release of liability from a parent or legal guardian. A Junior Unit Member has certain limitations and additional criteria required concerning attendance and/or participation at unit events. Any such restriction is related to safety, legal, or "supervision of a minor" issues, and will be clearly defined in the published policies, rules, regulations, and guidelines of the Unit.

c. **Associate Member:** Any person or organization may become an Associate Member by submitting a completed Application Form along with the appropriate Annual Dues. Associate Members will receive all correspondence generated by or through the organization but will not receive correspondence generated by or through the Unit. The Board of Directors may waive the annual Associate Member fee for an individual or organization.

2. **VOTING RIGHTS AND PRIVILEGES:** Any Unit Member in good standing is entitled to hold an elected position on the Board of Directors, and is entitled to cast a single vote at a General Membership Meeting.

Each Junior Unit Member is entitled to cast a single vote at a General Membership Meeting.

ARTICLE III

APPLICATION AND RENEWAL FORMS AND DUES

1. **APPLICATION AND RENEWAL FORMS:** The organization shall use a separate Application Form and a separate Renewal Form. Each and every member of the organization, regardless of whether he/she is exempt from, or has pre-paid, the annual dues, must submit in a timely manner a completed and signed Renewal Form each and every year.

The period of membership is for one (1) calendar year commencing on February 1st and ending on January 31st of each year. There are two exceptions - one is that if an application for new membership is received between February 2nd and September 30th of a given year, the term of membership would end on January 31st and thus would be for less than a full year; and, secondly, if an application is received after October 1st of a given year, the term of membership and the annual dues would be for the remainder of that year plus the entire next calendar year, so obviously this term of membership would be for more than one year. The Secretary will send out Renewal Forms prior to the end of each given year.

2. **ANNUAL DUES:** will be \$ 10.00 (Ten dollars) per year for a Unit Member, a Junior Unit Member, and an Associate Member (\$ 20.00 for 2 years, and \$ 30.00 for 3 years) Dues will be \$ 25.00 per year for a Family Plan (which includes immediate family members only (\$ 40.00 for 2 years, and \$ 60.00 for 3 years). A separate Application Form or Renewal Form is required from each member each and every year. Dues will be suspended for members entering active military duty for more than a one year period. Dues may be waived for an individual or organization for a given year, for whatever reason, upon approval by the Board of Directors. Dues are not refundable, in part or in whole.
3. **MEMBERSHIP CARDS:** Upon the receipt and favorable review of an Application Form or a Renewal Form along with the required dues, a Membership Card will be issued.
4. **DENYING/TERMINATING MEMBERSHIP:** The Board of Directors has the right, by a vote of at least seventy percent (70%) from the Board Members, a) to deny an initial application, b) to refuse to renew the membership, and c) to terminate the existing membership of any individual or group whose membership is determined to be detrimental to the fulfillment of the goals and objectives of this organization.

ARTICLE IV

BOARD OFFICERS, THEIR DUTIES, AND TERMS OF OFFICE

1. **PRIMARY TASK:** The primary task of the Board of Directors is to create, maintain, nurture, and enforce a policy that is consistent with the goals and objectives set forth in the Articles of Incorporation and the By-Laws.
2. **MEMBERS OF THE BOARD:** The Board of Directors will consist of the following Five (5) elected officers:

a. PRESIDENT:

- Will chair Board Meetings and General Membership Meetings in a smooth and orderly manner.
- Will steer the Board in a direction within the confines of the purpose of the organization and the goals and objectives of the Unit.
- May appoint members of the Board to committees to carry out special projects.
- Will cast the deciding vote in the case of a tie.

b. VICE-PRESIDENT:

- Will assist the President in the performance of his/her duties.
- Will assume the duties of the President in his/her absence.
- Will, in the event of the resignation or removal of the President, assume the position of President until such time as a new President is elected by the Board.

c. SECRETARY:

- Will take the minutes of all Board Meetings and General Membership Meetings, which will be the official record of each meeting. As such, a copy should be provided to each Board member within 3 weeks after each meeting, and these minutes will be brought to the next meeting for acceptance or revision. The minutes should be as accurate as possible, but the final responsibility for their accuracy rests with the Board as a whole. The minutes of the meetings will be kept in a book in chronological order.
- Will provide a copy of the minutes of a Board of Directors Meeting or a General Membership Meeting to any member in good standing upon request.
- Send out Application or Renewal Forms.
- Will maintain a membership roster with all an individual's pertinent information.
- Will solicit nominations for Board positions opening up due to expiration of term of office, publish the results, and prepare ballots when necessary.
- Will file the Annual Report with the New Hampshire Secretary of State, as well as any other administrative report required by the state or the Federal government.

d. TREASURER:

- Will maintain a checking account for the receipt and disbursement of general funds and for the receipt and disbursement of monies specific to fund-raising activities.
- Will maintain a separate ledger of revenue received and monies disbursed for each fund account.
- Will provide an oral report on the financial status of the organization at each Board Meeting.
- Will prepare a semi-annual written Statement of Income and Expenses for Board review.
- Will prepare and file all required financial reports and tax returns on both the Federal and state levels.
- Is authorized to pay expenses of less than \$ 100.00 without Board approval.
- Is authorized to maintain a "petty cash fund" of \$ 200.00 to purchase or pay for incidentals. An oral report on the status of that fund will be verbally reported at each Board Meeting. A written report with receipts is due at the end of each fiscal year (December 31st).

e. UNIT COMMANDER:

- Will perform the duties of the Director of Historic Military Interpretation in accordance with the published policies, rules, regulations, and guidelines of the Unit.
- Will be the direct liaison between the Organization and the Unit.
- Will provide an oral report on the status, accomplishments, and issues concerning the Unit at each Board Meeting.

3. **TERMS OF OFFICE:** The term of office for the positions of President, Vice-President, Secretary, Treasurer, and Unit Commander will be for three (3) years each. No individual person may hold more than one of the five (5) elected Board positions concurrently. No individual person may serve in the same Board position for more than six (6) consecutive years. All terms of office will commence on January 1st of a given year and will end three years later on December 31st.

ARTICLE V

ELECTION OF OFFICERS TO THE BOARD

1. **NOMINATIONS:** The Secretary will solicit nominations, for a Board position becoming vacant due to the expiration of term of office, from the membership eligible to vote, sixty (60) days prior to the General Membership Meeting when the elections will take place. A list of the eligible candidates will be published and disseminated to all members eligible to vote at least thirty (30) days prior to the General Membership Meeting when the elections will take place.
2. **ELECTIONS:** During the General Membership Meeting the elections for each open Board position will take place by a show of hands unless a written ballot is requested. The majority vote is the member elected to that position.
Newly elected Board members will assume office on the first day of the year.
3. **RESIGNATION OF A BOARD MEMBER:** Any Board member may offer his/her resignation in writing to the President of the Board at any time. The Board will automatically accept the resignation.
4. **REMOVAL OF A BOARD MEMBER:** Any Board member may be removed from office after open discussion at a Board Meeting which must allow time for a verbal or written rebuttal from the Board member concerned (unless he/she declines this right). Each of the other 4 Board members will then verbally vote (via telephone or computer is acceptable if not physically present). The vote count from each of the other 4 Board members may not be accomplished on that given day. A vote of 3 or more of the 4 Board members is required for removal. If the vote for removal is accepted, the Board member will immediately be dismissed; in addition, the Board of Directors shall request that the removed Board member furnish and return any and all documentation or other assets belonging to the organization or Unit.
5. **REPLACEMENT OF A BOARD MEMBER:** If a position on the Board becomes available due to a resignation, serious illness, death, or dismissal, the other 4 Board members will elect a replacement by 3 or more votes. The newly elected Board member will serve for the remainder of that term.

ARTICLE VI

COMMITTEES

The Board of Directors shall appoint Committees and committee members as needed for the purpose of furthering the Living History, authenticity, safety and such other needed objectives for the proper historical interpretation of the Second World War.

ARTICLE VII

MEETINGS

1. **BOARD OF DIRECTORS MEETINGS:** The Board of Directors will meet no less than four (4) times in a calendar year. Board Members will receive at least a thirty (30) day notice prior to a Board Meeting.

A quorum for a Board of Directors Meeting will be no less than seventy percent (70%) of the Board Members. Passage of any entertained motion shall require a favorable vote of at least seventy percent (70%) Board Members present.

Any member of the organization in good standing shall be allowed to be present at, and, in addition, shall be allowed to verbally or in writing present a proposal for the Board's review and approval at, a Board of Directors Meeting. The proposal may or may not be allowed to be voted on that day, but may have to be tabled to the next meeting so that proper notice and further discussion is allowed.

2. **GENERAL MEMBERSHIP MEETINGS:** The General Membership is to meet at least once (1) time in a calendar year, with all members of the organization receiving at least thirty (30) days' notice prior to a General Membership Meeting being held.

A quorum for a General Membership Meeting will be seventy Percent (70%) of the members in good standing eligible to vote. The Board of Directors may make any suggestions as need be to the General Membership for changes to, or ratification of, the By-Laws.

Passage of any proposed motion or the ratification of By-Laws shall require a favorable vote of at least seventy (70%) per cent of voting members present at a regularly scheduled General Membership Meeting or a Special Meeting that has been called with at least a thirty (30) days' notice given.

A Board of Directors Meeting and a General Membership Meeting may be held on the same day but not concurrently.