

# **BYLAWS**

**(May 2000, Updated Sept 2004)**

## **ARTICLE ONE: ORGANIZATION**

1. The name of this organization shall be the Texas Military Historical Society.
2. The organization shall have a seal which shall be in the following form:
3. The organization may change its name by a two-thirds vote of a quorum of the general membership.

## **ARTICLE TWO: PURPOSES**

This organization shall have the following purposes:

1. To perform ceremonial and demonstration functions depicting United States military scenes and depicting WWII (1939-1945) military scenes.
2. To maintain a "living history" museum, for educational and historical purposes only.

## **ARTICLE Three: MEMBERSHIP**

Membership in this organization shall be open to any individuals who are not convicted felons and who meet the following requirements:

### **1. Minimum Age**

Individuals must be at least fifteen (15) years of age. Individuals under eighteen (18) years of age must obtain written permission from their parent or guardian, and must present the signed release to the TMHS Secretary. These release forms must be renewed annually until the individual reaches eighteen (18) years of age.

### **2. Security Clearance**

If requested by a law enforcement or government agency, prospective members, and/or all members of the organization, may be required to pass a security clearance (background check).

### **3. Misconduct and Disciplinary Action**

A. All members must adhere to all rules and regulations of the Organization. The Board of Directors has the authority to impose disciplinary measures on any member for violations of Organization rules. Disciplinary measures shall generally be taken in the order listed below, unless the Board of Directors determines that the severity of the offense calls for stronger action. Each disciplinary action shall be accompanied by a written notice and reprimand to the offending individual, and a copy shall be kept on file at the Organization office.

## B. Sequence of Disciplinary Measures

### 1) Show Cause Hearing.

This shall be defined as a hearing where the individual will be requested to appear before the Board of Directors at a set time. The Board will show cause why the individual should be placed on probation. The individual may show cause why he should not be placed on probation. Failure of the individual to appear may cause the Board to render a decision without the individual being present.

### 2) Probation.

Individuals on probation shall retain membership privileges and may participate in Organization activities. The Board of Directors shall set the term of probation and shall define any special conditions of probation as they see fit, according to the nature of the offense. If an individual commits a second offense of the same rule while on probation, he shall be automatically suspended from the organization for a period of at least six months.

### 3) Suspension.

The Board of Directors shall have the authority to suspend individuals for serious or repeated offenses. Suspended individuals shall have their membership privileges in the organization temporarily revoked. The minimum period of suspension shall be six months, and the maximum shall be two years. Anyone who has been suspended may make an appeal to the general membership. A written request to the Board from the suspended individual requesting an appeal shall cause the issue to be referred to the general membership. The general membership may vote to either uphold or overturn the suspension imposed by the Board. That vote shall be conducted as described in paragraph 2 d below.

### 4) Expulsion

Vote by the General Membership. If the Board of Directors feels that stronger action than a two-year suspension is necessary, a five-sevenths (5/7) vote of the Board shall cause an expulsion vote to be placed before the general membership. The individual facing expulsion shall be requested to appear before a general membership meeting to answer charges, and will be subject to permanent expulsion if a majority of the membership

present so votes. Such a decision shall be rendered by secret ballot in accordance with article five of these bylaws. Expulsion votes shall take place only after written notice is given via first class mail to the general membership of the impending vote, at least thirty (30) days prior to the scheduled date of the vote.

### C. Punishable Offenses

#### 1) Firearms.

Except for the service weapons of members of State-recognized law enforcement agencies, anyone proved to be in possession of live ammunition of any type at a re-enactment event sponsored by the organization shall be immediately suspended. Anyone proven to have "planted" live ammunition on an innocent person shall be immediately suspended. All firearms, blank ammunition, and pyrotechnics shall be used in a responsible manner according to the safety rules.

#### 2) Illegal Drugs.

Anyone found to be in possession of, or proved to be using, illegal drugs of any kind at an event, or traveling to or from an event while in a uniform of the organization shall be subject to disciplinary action. Anyone proven to have "planted" illegal drugs on an innocent person shall be subject to disciplinary action. Furthermore, if the infraction occurs at an event sponsored or attended by other members of the organization, the Board of Directors shall request that one or more of those members who are also members of a state recognized law enforcement agency take the offending individual into custody and transport him to the nearest state, county, or municipal detention facility for incarceration.

#### 3) Alcohol.

Alcohol shall be consumed in a responsible manner. Anyone who becomes drunk and disorderly at an event, or while traveling to or from an event while in a uniform of the organization shall be subject to disciplinary action. No one under the age of twenty-one (21) years shall be allowed to consume alcohol at an event, or while traveling to or from an event, sponsored or attended by the organization. No one over the age of 21 shall give or make available any alcoholic beverage to anyone who is under 21.

#### 4) Slander.

Slander shall be defined as:

- a) making excessive and unfounded accusations about any member of the organization, and/or
- b) making repeated, negative, untrue public comments about any member of the organization. Any member who makes such repeated or public accusations of misconduct

against another member shall be subject to disciplinary action unless he can prove, to the satisfaction of the Board of Directors, the validity of his charges.

#### 5) Miscellaneous Harmful Actions.

This category of misconduct includes any action, whether deliberate or due to irresponsibility, which

- a) causes negative publicity for the organization; or
- b) damages the relationship between the organization and any other organization; or
- c) results in harm to any individual or damage to any property; or
- d) can be shown to be a deliberate act of theft; or
- e) constitutes a felony; or
- f) constitutes the issuing of a personal threat; or
- g) constitutes a failure to make a reasonable effort to clean up one's barracks or camp area prior to departing the event; or
- h) constitutes unreasonable noisemaking after a generally-agreed-upon "lights out" time.
- i) Battle Rules. Anyone who deliberately violates a battle rule at a tactical event may be subject to disciplinary action, depending on the severity of the offense.

#### D. Reporting of Violations

In order to be acted upon by the Board of Directors, a violation must be reported directly to the Board by one or more eyewitnesses. Second hand reports of violations shall be considered null and void and shall not be acted upon by the Board. Anyone witnessing a violation should immediately report it to any member of the Board of Directors and also to the offending individual's unit commander. If the violation involves live ammunition or illegal drugs, the Board member will then be required to notify the other Board members and, in the case of illegal drugs, to implement the incarceration of the offender. Any Board member failing to comply with these provisions shall be subject to disciplinary action.

#### 4. Dues

All participants in Organization business functions and events must be paid members in good standing as defined in Article 4, Section 1-C. Organization dues are fifteen dollars (\$20.00) per fiscal year.

All membership dues are payable at the first tactical event of each campaign season. Or 30.00 for a family membership.

Exceptions:

A. Individuals attending an Organization-sponsored event for the first time are exempt from dues.

B. Paid members of another Re-enactment organization which has been recognized by the Board of Directors are also exempt from dues. Those individuals exempt from dues shall not be allowed to vote on organization business conducted at general membership meetings or in any elections.

#### **ARTICLE FOUR: GENERAL MEMBERSHIP MEETINGS**

I. Definitions:

A. "Campaign Season" shall be defined as the period from late August through June of each year.

B. "Tactical Event" shall be defined as a battle re-enactment event where the general public is not invited to observe.

C. "Member in Good Standing" shall be defined as an individual whose dues are currently paid.

D. "General Membership" shall be defined as all of those individuals who are currently paid members in good standing (i.e., whose dues are currently paid).

E. Only members in good standing may vote in elections or general membership meetings. If the individual wishing to vote has not already paid his dues for the current campaign season, he must pay at the time his ballot is submitted (either in person, or by mail in case of absentee ballots).

F. A "majority" shall be defined as fifty percent (50%) plus one of the total votes cast. This shall include all members in good standing who are present casting votes and all absentee ballots cast in accordance with the procedures outlined in Article 5.

G. A "quorum" shall be defined as the presence of a majority of the general membership. A quorum shall also be established if absentee ballots were provided to the general membership at least two (2) weeks prior to the general membership meeting.

H. "New business" shall be defined as business at a general membership meeting that:

- 1) Requires a vote, and
- 2) Was not listed in the general membership meeting notice, and
- 3) Was not listed on the absentee ballots.

2. The annual membership meeting of this organization shall be held at the first tactical event of every campaign season. The Secretary shall cause a notice telling the time and place of the annual meeting to be mailed to each member in good standing at the member's address as it appears in the membership records, as of the end of the previous campaign season. Such notice shall be mailed at least fourteen days before the scheduled date set for the annual meeting.

3. Additional general membership meetings may be scheduled as deemed necessary by a majority vote of the Board of Directors, or by a written petition of a majority of the general membership. The Secretary shall cause a notice of such meeting to be mailed to each member in good standing at the member's address as it appears in the membership records. Such notice shall be mailed at least fourteen (14) days before the scheduled date set for the meeting. The notice shall state the reasons that the meeting has been called and the business to be transacted at the meeting.

4. A quorum, as defined in Article 4, Section 1-G, shall be necessary to conduct the business of this organization. A lesser number may postpone the meeting for a period of not more than six (6) weeks from the date originally scheduled if a quorum is not established. In this case, the Secretary shall cause a notice of the re-scheduled meeting to be sent to all those members who were not present at the original meeting. A quorum as defined above shall be required at any general membership meeting.

5. General membership meetings shall be chaired by the President of the organization; or in his absence by the Vice-President; or in case both are absent by another member of the Board of Directors.

6. New business may be brought from the floor or the chair, provided that a majority of those members in good standing choose to consider it. No new business may be fully resolved during the membership meeting it was brought to the floor. A majority vote of those members present may elect to place the item on the agenda of the next membership meeting.

7. Elections may be held and decided at a general membership meeting providing:

A. The meeting was duly posted and the membership notified, and

B. Absentee ballots were provided to the membership at least two (2) weeks prior to the general membership meeting.

8. Candidates for Election:

A. Only a member in good standing may announce he is running for election or re-election to the Board of Directors, providing that candidate gives notification to the Secretary in writing of his intention to run, at least thirty days prior to the deadline for the Secretary to notify the general membership of said meeting/election.

B. There will be no nominations accepted from the floor at the membership meeting, so as not to disenfranchise those members who voted absentee.

C. All ballots will have a space for: All candidates who complied with Article 4, Section 8-A (above); Write-in Candidates; None of the Above.

9. Elections Providing that all the legal provisions in these bylaws were met by the candidates and the election was held to be in accordance with the bylaws, a candidate is elected to the office or a proposition affirmed by a majority, as defined in Article 4, Section 1-F. In the event that a candidate fails to achieve a majority of the total votes cast, then a runoff election will be held between the candidates with the two greatest numbers of total votes. The runoff election will be held at the next organization sanctioned event providing all provisions of these bylaws are met, including Article 4, Section 7. Runoff elections will be decided by one candidate receiving a majority of the total votes cast. In the event of a tie, with both candidates receiving exactly the same number of votes, a flip of the coin will decide. The coin will be flipped by one of the Board of Directors.

## **ARTICLE FIVE: VOTING AT GENERAL MEMBERSHIP ELECTIONS**

1. At all general membership meetings, all votes shall be by secret ballot, except as stated below. Ballots shall be provided and there shall not appear any place on the ballot any mark that might tend to indicate the person who cast the ballot. Exception: absentee ballots. Absentee ballots must clearly display the member's name and signature so that his current membership may be verified. Voting may not be done by proxy.

2. At any meeting if a majority so desires any question may be decided by a voice vote.

3. At all secret ballot votes the Chairman of the meeting shall, prior to the commencement of balloting, appoint a committee of at least three who shall act as "Inspectors of Election." The Inspectors shall maintain order during the balloting and shall verify the current membership of each person voting. At the conclusion of the balloting, the Inspectors shall count the ballots and verify the count. They shall then certify in writing to the Chairman the results, and finally they shall deliver the original ballots and their tally sheets to the Secretary for preservation.

4. No Inspector of Election shall be a candidate for office or shall be personally interested in any question being voted upon.

## **ARTICLE SIX: ORDER OF BUSINESS AT MEETINGS**

1. Roll Call
2. Reading of the Minutes of the Preceding Meeting
3. Reports of Committees
4. Reports of Directors
5. Old and Unfinished Business
6. New Business
7. Good and Welfare
8. Adjournment

## **ARTICLE SEVEN: BOARD OF DIRECTORS**

1. The business of this organization shall be managed by a Board of Directors consisting of seven ( 7 ) members. A majority of the Directors elected shall be residents of the State of Texas and citizens of the United States.
2. The Board of Directors shall be chosen at the annual meeting of this organization. Board Members shall serve for a term of two (2) years, each year being measured from one annual membership meeting to the next. A member of the TMHS may only serve as a Board member for two terms. After a Board Member completes two full consecutive terms of service, two campaign seasons must pass before he/she may be elected to the Board again. However, any member can be appointed by the Board to serve the balance of a vacant term, if desired. If a member ever resigns from a Board position, he forfeits his rights to run for any Board position in the future.
  - A. The offices of President, Secretary, and Recruiting/Public Events will be voted on every even year.
  - B. The offices of Vice President, Treasurer, Procurement, and Safety will be voted on every odd year.
3. The Board of Directors shall have the control and management of the affairs and business of this organization. The Board of Directors shall only act in the name of the

organization when it has been convened by its chairman after due notice to all the Directors of such meeting.

4. A majority of the members of the Board of Directors shall constitute a quorum.

5. At all meetings of the Board of Directors, each Director shall have one vote and such voting may not be done by proxy or by absentee ballot. The Board shall reach its decisions by a voice vote of the directors, and the vote of each director shall be recorded in the minutes of the meeting.

6. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

7. Vacancies in the Board of Directors shall be filled until the next annual membership meeting by a majority vote of the remaining members of the Board. Vacancies filled in this manner must be re-opened to election by the general membership at the annual membership meeting at the beginning of the next campaign season.

8. The President of the organization shall by virtue of his office be Chairman of the Board of Directors.

9. A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel at any removal hearing. For this hearing, the Board of Directors may adopt whatever rules it may consider necessary for the best interests of the organization. A five-sevenths (5/7) majority vote of the Board of Directors shall be necessary in order to remove a director from office.

10. The only persons authorized to reserve property or facilities, or to speak or write publicly in the name of the organization shall be members of the Board of Directors or its authorized agents. An authorized agent is a person requested by the Board to schedule a specific facility for a specific event, or to speak or write publicly in the name of the organization.

11. All meetings of the Board of Directors, with the exception of executive sessions, will be open to the general membership of this organization and their guests. The Secretary shall cause a notice telling the time and place of the meeting to be mailed to each member in good standing at the member's address as it appears in the membership records. The agenda will be duly posted by the President in a manner that can be clearly seen by all those attending the Board meeting. Anyone wishing to speak on a specific agenda item may do so, after being recognized by the chair during the time that said item is being discussed. The Board of Directors has the authority to place a limit on the duration of discussion on any issue or topic.

12. Executive Sessions

A. In accordance with the Texas Open Records Act, the Board of Directors may confer in executive session to discuss and resolve any type of information or issue referred to in Article 6252-17 of the Texas Civil Statutes, including but not limited to the following:

- 1) Information which would constitute a clearly unwarranted invasion of privacy, if items of a personal nature such as, but not limited to, security clearances, complaints and/or allegations, disciplinary actions and investigations into possible criminal misconduct were made public.
- 2) Information relating to litigation of a criminal or civil nature and settlement negotiations.
- 3) Information which, if released, would give unfair advantage to competitors or bidders.
- 4) Information pertaining to the location (including any relevant geological or geophysical information data) or possible lease or purchase of any real property for the organization's purposes; and information pertaining to appraisals or purchase price of real or personal property for the organization's purposes prior to the formal signing of contracts thereof.

B. The Secretary shall maintain a complete and correct copy of Article 6252-17, Texas Open Records Act, and shall make same available upon request to any member in good standing.

C. Executive Session Procedure. At any duly constituted Board meeting:

1. The Board can announce without prior notice that they will meet in executive session and will state the purpose thereof.
2. Any ruling and/or results of any executive session will be made known to the general membership via the minutes. Additionally, if the executive session takes place at any tactical or public event, the Board will make known the results to the general membership upon request.
3. All executive sessions will be held in private and confidentially. The Board of Directors may call members and witnesses into executive session and solicit their testimony to help the Board deliberate. All final results of the Board meeting will be made public but not the deliberation and/or testimony of members, witnesses or Board members that led to the decisions. A violation of confidentiality by anyone will result in a charge of misconduct and disciplinary action.

### 13. Emergency Meetings.

The Board of Directors may meet in emergency session if an emergency exists and a simple majority of Board members agree that an emergency does exist. In such case the meeting can take place immediately without notifying the general membership. The

meeting can only be called to resolve said emergency and cannot be open to either new or old business. Minutes will be kept of the emergency meeting and made available to the general membership upon request.

## **ARTICLE EIGHT: RESPONSIBILITIES OF DIRECTORS**

1. The Directors of the organization shall be as follows: President Vice-President/Operations Officer Secretary Treasurer Recruiting/Public Events Officer Quartermaster/Procurement Officer Safety Officer
2. The President shall preside at all general membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present a report on the work of the organization at each annual meeting. He can appoint committees and/or delegate the appointment of committees to the Board member having jurisdiction over the function of said committee. He shall see that all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive officer of any corporation.
3. In the event that the President becomes unable to exercise his office, the Vice-President shall become Acting President of the organization. The Vice-President shall also serve as the Operations Officer. He shall be responsible for planning and scheduling all tactical events, tactical event notifications, all battle scenarios, and he shall also serve as Chairman of the Scenario, Authenticity, and Battle Rules Committees.
4. The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificates required by state or federal statute. He shall cause notices of meetings to be mailed to the general membership and/or the Board of Directors, as appropriate for the meeting. He shall be the official custodian of the records and seal of the organization. He shall be one of the Officers who may sign the checks and drafts of the organization. He shall submit to the Board of Directors any communications which are addressed to him as Secretary. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary, including the maintenance of all membership records, and the keeping and publishing of the minutes of all meetings of the Board of Directors.
5. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies. He must be one of the Officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be included in the minutes of the Board of Directors meeting. He shall exercise all duties incident to the

office of Treasurer, including the collection of all dues and fees, the payment of all bills, and the maintenance of all financial accounts and records.

6. The Recruiting/Public Events Officer shall be responsible for the planning and coordinating of all public events, public event notifications, all recruiting activities, and all educational programs and activities. He shall serve as Chairman of the Recruiting and Education Committees and be responsible for arranging media coverage of the organization. He shall produce informational films and brochures about the organization.

7. The Quartermaster/Procurement Officer shall be responsible for maintaining, storing, and transporting all property of the organization. He shall be responsible for locating and acquiring additional property for the organization, especially from government and/or military surplus.

8. The Safety Officer shall serve as Chairman of the Safety Committee, and shall be responsible for safety at all public and private events.

9. No Director shall by virtue of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director from receiving compensation from the organization for duties other than as a Director.

10. The Board of Directors may redefine or reassign these responsibilities as necessary in order to effectively control and manage the affairs and business of the organization.

## **ARTICLE NINE: EMPLOYEES / AGENTS**

The Board of Directors may hire persons to be employees or agents of the organization. The Board shall define the responsibilities and rate of compensation of all employees or agents. Agents may, at the sole discretion of the Board, be required to comply with the provisions of Article \_\_\_\_, Section \_\_\_\_ of these bylaws. The Board shall also have the authority to fire or subject to disciplinary action under Article \_\_\_\_, Section \_\_\_\_ any employees or agents of the organization.

## **ARTICLE TEN: COMMITTEES**

All committee members shall be selected by their respective Committee Chairman and confirmed by the President. The term of office of each committee member shall be one campaign season, or less if the committee is dissolved by the action of the Board of Directors.

## **ARTICLE ELEVEN: AMENDMENTS**

These Bylaws and the Operating Rules may be amended by an affirmative vote of a majority of the members in good standing of the organization, providing that a petition bearing the signature of twenty percent (20%) of the total number of members in good standing has been submitted to the Board of Directors. Upon submission and verification of the signatures, the Board shall instruct the Secretary to cause notices to be sent to all members in good standing specifying the date, place, and time of the general membership meeting at which the amendment is to be considered. The work product of designated committees shall be exempt from the submission of a petition.

## **ARTICLE TWELVE: PARTIAL INVALIDITY**

If any condition or article or sub-section of these bylaws or any application thereof to any person or circumstance shall, to any extent, be invalid or unenforceable, the remainder of these bylaws, or application of such condition or article or sub-section to such person or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby and each condition or article or subsection shall be valid and enforceable to the fullest extent of the law. Further, it is the intention of the parties hereto that if any term, agreement, covenant, or condition of these bylaws is capable of two (2) constructions, one of which would render said term, agreement, covenant, or condition void and the other valid, then said term, agreement, covenant, or condition shall have the meaning which renders it valid.

## **ARTICLE THIRTEEN: CAPTIONS AND NUMBERS**

The captions, section numbers, article numbers, title headings and any index appearing in these Bylaws are inserted only as a matter of convenience and in no way define, limit, construe, or describe the scope or intent of such sections or articles of these Bylaws, nor in any way affect these Bylaws.

## **ARTICLE FOURTEEN: GOVERNING LAW**

The laws of the State of Texas shall govern the interpretation, validity, performance, and enforcement of these Bylaws. Should these Bylaws be in conflict with the laws of the State of Texas, then the more restrictive interpretation shall apply.

## **ARTICLE FIFTEEN: USE OF PRONOUN**

The necessary grammatical changes required to the terms, covenants, or conditions of these Bylaws apply in the plural sense where there is more than one individual, and to either corporations, associations, partnerships, male or female shall, in all instances, be assumed as though each case is fully expressed.