

**BYLAWS**  
**OF**  
**CIVIL WAR ROUND TABLE OF FREDERICKSBURG, INC.**

The Civil War Round Table of Fredericksburg, Inc. (the “Corporation”), a nonstock corporation duly formed under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia (the “Code”), hereby adopts the following Bylaws of the Corporation which shall govern the management and operation of the Corporation’s business and the regulation of its affairs, to the extent consistent with the Corporation’s Articles of Incorporation (the “Articles”) and applicable law, and in accordance with Section 13.1-823 of the Code.

**ARTICLE I**  
**PURPOSE**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The business activity of the organization is to extend scholarships to students to stimulate interest, study and discussion of the military history of the United States and to support preservation efforts to save battlefield sites, cemeteries, structures and objects with particular reference to the Civil War.

**ARTICLE II**  
**DEFINITION OF TERMS**

Unless otherwise stated in these Bylaws, all of the terms used in these Bylaws which are defined in Section 13.1-803 of the Code shall be deemed to have the meaning set forth in such Section of the Code.

**ARTICLE III**  
**ADOPTION**

In accordance with Section 13.1-822 of the Code, these Bylaws shall become effective upon ratification, approval and formal adoption by the Board of Directors of the Corporation at its organizational meeting on September 1st, 2021.

**ARTICLE IV**  
**CORPORATE POWERS**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs as described in the Corporation's Articles of

Incorporation, including, without limitation, those powers enumerated in Section 13.1-826 of the Code.

## **ARTICLE V NON-STOCK CORPORATION**

In accordance with Section 13.1-814 of the Code, the Corporation shall not issue shares of stock. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its directors or officers.

## **ARTICLE VI MEMBERSHIP AND DUES**

1. Membership in this organization is open to any adult interested in Civil War history and preservation and whose dues are paid for the current fiscal year. No person shall be denied membership by virtue of national origin, sex, religious affiliation, race, creed, color or profession.

2. Each person proposed for membership shall submit a completed application, together with the sum of the annual dues, to an officer of the organization, or directly to the Board of Directors.

3. Annual dues for membership in the organization shall be fixed by the Board of Directors, and shall be due and payable on July 1 or in advance for the ensuing year.

4. Dues for new members admitted to the organization between the dates of April 1 and June 30 shall be considered as paid, not just for the last quarter of the current fiscal year, but for the entire subsequent fiscal year, beginning July 1.

5. A member may be dropped for non-payment of dues, or expelled for conduct prejudicial to the prestige and general welfare of the organization, by a majority vote of the Board of Directors.

6. Honorary Membership: The organization may maintain an Honorary Membership Roll. Honorary members shall comprise such persons as have rendered signal honor or service to the organization. Election to honorary membership shall be by a majority vote of the Board of Directors, and shall continue for the current year. The newly elected Board of Directors may, at its first meeting, renew honorary membership for the forthcoming year. Honorary members shall pay no dues and have no vote at meetings of the organization.

## **ARTICLE VII BOARD OF DIRECTORS**

1. **Membership.** Membership of the board shall consist of those members in good standing of The Civil War Round Table of Fredericksburg, Inc.

2. The Membership shall meet annually on the fourth Wednesday in May for the purpose of electing the Board of Directors and such other business as may come before the meeting.

3. **Power, Number and Qualification.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The Board of Directors shall consist of not less than nine (9) nor more than twelve (12) members who have demonstrated an interest in and concern for, as well as an ability to decide and address issues impacting upon, the Corporation's purposes, objectives and activities. The registered agent of the Corporation, if not an elected member, shall be an ex-officio member of the Board of Directors.

4. **Elections.** Directors shall be elected by the general membership at its annual or, if necessary, another meeting at which a quorum is present and shall be elected by a plurality of the votes cast.

5. **Term.** The term of each director shall be for two (2) years and shall expire at the next bi-annual meeting of the membership following the meeting at which he or she is elected or, if earlier, when his or her successor shall have been duly elected and qualifies. Despite the expiration of a director's term, he shall continue to serve until his successor is elected and qualifies or until there is a decrease in the number of directors.

6. **Duties.** It shall be the duty of the Board of Directors to manage the affairs of the Corporation; to schedule the meetings of the membership and the location thereof; to approve all financial transactions; to determine the dues structure; to act on all proposals for membership in the Corporation; and to perform all other acts necessary for the preservation, prestige and well-being of the Corporation. It can delegate certain of its duties to special committees except those dealing with fiscal matters and the approval of membership applications.

7. **Resignation and Removal.** A director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. The membership or Board of Directors may remove one or more directors with or without cause. A director may be removed if the number of votes cast to remove him constitutes a majority of the votes entitled to be cast at an election of directors.

8. **Vacancy.** If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum.

9. **Annual Meeting.** The Board of Directors shall meet at least annually on the fourth Wednesday in May for the purposes of general organization, the election of officers, the designation of committees and consideration of any other business that may properly be brought before the meeting. The failure to hold the annual meeting at the time stated herein shall not affect the validity of any corporate action.

10. **Regular or Special Meetings in Addition to the Annual Meeting.** Regular or special meetings of the Board of Directors may be held upon notice by word-of-mouth, letter, text or email delivered not later than twenty-four (24) hours preceding the time for the meeting, upon call of the President or Secretary, or at least two (2) directors.

11. **Place of Meetings.** Meetings of the Board of Directors, annual, regular or special, may be held either within or without the Commonwealth of Virginia.

12. **Quorum and Voting.** Action may be taken on a matter by the Board of Directors only at a meeting at which a quorum is present. A quorum of the Board of Directors shall consist of not less than a majority of the number of directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

13. **Conduct of Meetings.** The President shall preside over all meetings of the directors. If he is not present, the Vice President or, if there be none, the Secretary shall preside. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct a meeting through the use of, any means of communications by which all directors participating may simultaneously hear each other during the meeting, i.e., Zoom, video conference or telephone.

14. **Action without a Meeting.** Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent unless the consent specifies a different date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each director. A consent signed under this Section shall have the same effect of a meeting vote and may be described as such in any document.

15. **Committees.** The Board of Directors may create one or more committees and appoint members of the Board of Directors to chair them. Members of the committees other than the chairperson need not be directors. Each committee may have two (2) or more members, who shall serve at the pleasure of the Board of Directors. The provisions of this Article which govern meetings, action without a meeting, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. Standing Committees are: Program Committee, Heritage Committee and Membership Committee.

## **ARTICLE VIII OFFICERS**

1.     **General.** The officers of the Corporation shall consist of the President, Vice-President, Secretary and Treasurer. All officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors without compensation. Any two or more offices may be held by the same person. A duly appointed officer may appoint an assistant officer if authorized by the Board of Directors.

2.     **Resignation and Removal.** An officer may resign at any time by delivering written notice to the Board of Directors. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made at a later date and the Corporation accepts the future effective date, it may fill the pending vacancy before the effective date if the successor does not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause.

3.     **Vacancies.** Whenever any vacancies shall occur in any office, the vacancy shall be filled by the Board of Directors.

4.     **The President.** The President shall be elected for a term of two (2) years, or until a successor has been elected. This officer may succeed in the same office for an additional term, if elected. The President shall be the chief executive officer and shall have active executive management of the operations of the Corporation, subject to the control of the Board of Directors. The President shall preside at all meetings of the directors, discharge all the duties that devolve upon a presiding officer, see that all policies, orders and resolutions of the Board of Directors are carried out and perform such other duties as these Bylaws or the Board of Directors may prescribe. The President shall be an ex officio member of all committees of the Board of Directors.

5.     **The Vice President.** The Vice President shall be elected for a term of two (2) years, or until a successor has been elected. This officer may succeed in the same office for an additional term, if elected. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

6.     **The Secretary.** The Secretary shall be elected for a term of two (2) years, or until a successor has been elected. This officer may succeed in the same office for an additional term, if elected. The Secretary shall attend all meetings of the Board of Directors, and shall have the responsibility for preparing and maintaining custody of minutes of the membership and directors meetings and for authenticating records of the Corporation. The Secretary shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of all meetings. The Secretary shall be custodian of the records and the seal of the Corporation and shall see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal have been duly authorized. The Secretary shall attend to the giving of all notices and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

7. **The Treasurer.** The Treasurer shall be elected for a term of two (2) years, or until a successor has been elected. This officer may succeed in the same office for an additional term, if elected. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep this bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

8. **Transfer of Authority.** In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that office to any other officer or to any other director of the Corporation.

**ARTICLE IX  
SPECIAL CORPORATE ACTS  
NEGOTIABLE INSTRUMENTS, DEEDS AND CONTRACTS**

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of registered bonds or other securities owned by the Corporation, shall be signed by such officers as the Board of Directors may from time to time direct. The Board of Directors may authorize any one of its officers to sign any of such instruments, for and in behalf of the Corporation, without necessity of countersignature; may designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons.

**ARTICLE X  
CORPORATE SEAL**

The corporate seal shall be in such form as shall be approved by the Board of Directors.

**ARTICLE XI  
FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the Board of Directors in its discretion, subject to applicable law.

**ARTICLE XII  
AMENDMENT TO BYLAWS**

These Bylaws may be altered, amended or repealed by the majority vote of the directors at a meeting at which a majority of the directors then in office is present.

**ARTICLE XIII  
IMPLIED AMENDMENTS**

Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect, but is taken or authorized by the affirmative vote of not less than the number of directors that would be required to amend these Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as if these Bylaws had been temporarily amended or suspended to the extent necessary to permit the specific action so taken or authorized.