

BYLAWS OF THE BULL RUN CIVIL WAR ROUND TABLE

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ARTICLE I - NAME AND PURPOSE

SECTION a. ORGANIZATION NAME. The Name of the Organization will be THE BULL RUN CIVIL WAR ROUND TABLE (hereafter “BRCWRT” or “the Organization”).

SECTION b. PURPOSE OF THE ORGANIZATION. The purpose of the Organization will be to stimulate interest in the American Civil War by educating its members and the public about the military, political, economic, diplomatic, and social history of the United States of America and the Confederate States of America, including Antebellum and Reconstruction topics of interest. Educational topics may include preservation and interpretation of sites, buildings, artifacts, and memorials connected with that war.

ARTICLE II - OFFICERS AND DUTIES

SECTION a. OFFICERS OF ORGANIZATION. The Organization will have the following elected officers: President, Vice-President, Secretary, and Treasurer. Each officer will be elected at the December General Membership meeting by vote of the members participating in that meeting, in person or by remote means, to serve for a term of one (1) year commencing on the first day of January of the following year. Candidates for the foregoing four elected positions must receive at least a simple majority of the votes cast to be elected. The Executive Committee, by majority vote, may postpone the December officer election to a later date when exigent circumstances so require. During the interim, the incumbent officers will continue in their positions

SECTION b. DUTIES OF ELECTED OFFICERS.

(1). **President.** The President will preside at all General Membership meetings of the Organization and of the Executive Committee. If the President is unable to preside at a meeting of the General Membership or of the Executive Committee, the Vice-President shall do so. If the Vice-President is unable to preside at such meetings, the President will appoint another member of the Executive Committee to do so. The President will have the authority to appoint the Chairs and members of all committees. The President is responsible for all programs and the overall management of the Organization. However, he or she may designate other members of the Executive Committee to assist in fulfilling such functions. The President shall be thoroughly familiar with the Bylaws of the

Organization and rules of parliamentary procedure. The President will appoint the Chairs of the Standing Committees enumerated in Article V, Section a. In addition, the President may appoint up to four At-Large members to the Executive Committee, whose specific duties and responsibilities the President can assign. Each Committee Chair and At-Large member must be approved by a majority vote of the Executive Committee. The President may relieve the Standing Committee Chairs and the At-Large members of their positions with the concurrence of a majority of the members of the Executive Committee, excepting those members who are under consideration for removal. In addition to the Standing and Special Committees enumerated in Article V, the President, with the concurrence of a majority of the members of the Executive Committee, may establish additional committees as the need arises-

(2) Vice-President. The Vice-President will assume and perform the duties of the President in the absence or disability of the President. The Vice-President will be thoroughly familiar with the Bylaws of the Organization and the rules of parliamentary procedure. The Vice-President will assist the President in the development of the Organization's programs and will assume such additional responsibilities as assigned by the President.

3) Secretary. The Secretary will maintain the records of the Organization. The Secretary will coordinate with the Treasurer, the Chairs of the Membership and the Newsletter Committees to ensure that the Organization's membership roster is maintained and is current and accurate. The Secretary will issue notices of the meetings of the Executive Committee, keep the minutes of that body's meetings, and perform such other duties as assigned by the President.

(4) Treasurer. The Treasurer is responsible for the following:

1. Opening of bank accounts on behalf of the Organization and designating the Signatories required therefor.
2. Keeping the Organization's financial records with detailed accounts in chronological order of the receipts and expenditures affecting the administration of the Organization.
3. Presenting a report to the Executive Committee at each of that body's meetings. Such reports will show the previous balance of the Organization's funds, the amount and source of all moneys received, the amount and purpose of all disbursements made, and the resulting current balance of the funds.
4. Presenting to the Executive Committee a proposed budget for the coming year no later than at the Committee's December meeting. The proposed budget must include, at a minimum, an estimate of the projected income and expenses associated with the Organization for the new year and must receive concurrence by a majority vote of the Executive Committee prior to the first General Membership meeting of the new year. Following such concurrence, the proposed budget must be approved by a majority of

the members attending, in person or by remote means, the first General Membership meeting of the new year.

5. Making available to the General Membership during the first quarter of each new calendar year an Income & Expense Summary Report for the previous year. The accounting method to be used for the Income & Expense Summary Report is “Cash Basis.”
6. Preparing the and submitting the annual Federal and State Corporation tax returns
7. Reviewing the Organization’s finances with the incumbent and incoming President no later than one month after the incoming President assumes office.
8. Collecting membership dues.
9. Maintaining and regularly updating the Organization’s roster of members.

SECTION c. OFFICER VACANCIES AND SUCCESSION IN OFFICES. In the event of the resignation or permanent incapacity of the President, the Vice-President will succeed to that office for the remainder of the President’s unexpired term. Should the office of the Vice-President, the Secretary, or the Treasurer become vacant for any reason, the President, with the concurrence of a majority of the Executive Committee, shall appoint a successor from the Organization’s membership who will complete the unexpired term. in that office.

ARTICLE III - EXECUTIVE COMMITTEE

SECTION a. MEMBERSHIP DEFINED. Membership in the Executive Committee will consist of the following: the four Elected Officers; the Immediate Past President; the Chairs of the Standing Committees; and no more than four At-Large Members. Unless otherwise specified (see Art. II, Section b. (1)), each member of the Executive Committee is authorized to vote on such matters as may come before it.

SECTION b. TENURE. The Immediate Past President will serve on the Executive Committee until superseded. All appointed members of the Executive Committee will serve indeterminate terms subject to the provisions of Article II, Section b (1) An elected officer can concurrently hold an appointed position on the Executive Committee. A member of the Executive Committee who is an appointed member under Article II, Section b (1) may hold more than one such appointed position.

SECTION c. MEETINGS The Executive Committee will meet at the call of the President or upon the call of a majority of its members, but in any case a minimum of eight times a year. At the direction of the President, the Executive Committee, meetings may be live, by remote means, or by a combination of both. The President or, if there is no President, the Vice President will preside over the Executive Committee meetings. The President will conduct an annual planning meeting at a date agreed upon by a majority vote of the Executive Committee.

SECTION d. QUORUM AND VOTING. A quorum of the Executive Committee will consist of no less than eight members, including at least two elected officers. Voting on any matter may be cast in person, by remote means or by e-mail. A vote of approval of any action considered by the Executive Committee will require a majority of all Executive Committee members voting in the affirmative, not merely a majority of those present at the meeting during which the vote was taken.

SECTION e. DUTIES. The duties of the Executive Committee will be to plan for regular or special meetings of the Organization, to supervise all financial transactions, and to perform any act with the objective of advancing the purposes of the Organization. The Executive Committee may delegate any of its duties or responsibilities except those dealing with financial matters, to any Standing or Special Committee. The Executive Committee may aid and support in any way it deems appropriate other groups or organizations with similar interests in the American Civil War.

ARTICLE IV - FINANCES

SECTION a. NON-BUDGETED DISBURSEMENTS OVER \$500. No allotment or disbursement of funds exceeding \$500, not otherwise approved in the annual budget, will be made without first receiving the approval of the Executive Committee and majority approval of members participating, either personally or by remote means, during a subsequent General Membership meeting. Prior to such General Membership meeting, the proposed non-budgeted expenditure will be publicized in the Newsletter.

SECTION b. NON-BUDGETED DISBURSEMENTS OF \$500 OR LESS. Before consideration of any proposed disbursement of \$500 or less not included in the approved budget, the members of the Executive Committee will review the funding request, make changes as warranted, and provide recommendations. A majority vote of the Executive Committee is required for any such expenditure exceeding \$50.00.

ARTICLE V - STANDING AND SPECIAL COMMITTEES

SECTION a. THE FOLLOWING COMMITTEES CONSTITUTE THE STANDING COMMITTEES OF THE ORGANIZATION:

(1). **Newsletter Committee.** This Committee will prepare and distribute to those individuals and groups on the Organization's mailing list a Newsletter containing notice of the Organization's meetings, activities, and other news of interest to the Membership. The goal of the Committee will be to publish a Newsletter prior to each regular meeting of the Organization but not less than ten issues per year. The Committee Chair may also serve as the Newsletter Editor.

(2). Membership Committee. This Committee will manage and oversee, in conjunction with the Treasurer, BRCWRT's membership application process and the Organization's membership roster. It will provide welcome packets to new members, conduct regular and periodic outreach and communications that highlight significant activities, initiatives, and volunteer opportunities. It will plan, manage, and conduct member appreciation events, and assist the President and other Executive Committee members in promoting membership. In the absence of a Chair appointed by the President and approved by the Executive Committee, the Vice-President will chair this Committee.

(3). Preservation Committee. This Committee will prepare and disseminate to the General Membership a list of sites, buildings, or memorials connected to the Civil War that are in need of protection, preservation, or restoration. The Committee will inform the General Membership and the Executive Committee of the significance of each site, building, or memorial as well as the threat each faces. The committee will recommend to the General Membership and the Executive Committee what action the Organization should take in relation to the site, building or memorial. The Committee should, to the best of its ability, keep abreast of Civil War preservation efforts and report frequently to the General Membership on such efforts in writing whenever possible. The Committee will regularly provide a report on Civil War preservation efforts to the Newsletter Editor for publication in the Newsletter. It will also inform the General Membership of such efforts, as well as developing preservation concerns, by announcements at General Membership meetings, notices on the BRCWRT website, and e-mail when warranted.

(4). Field Trip and Tour Committee. This Committee will plan, organize, and publicize no less than two (2) field trips or tours for the Organization each year and as many local Civil War site tours as practicable. It will coordinate logistical requirements and support for each field trip or tour to include designation of a leader, transportation, site or venue reservations and itinerary. The Chair will coordinate with the Treasurer for any Organization funds required for such event. Any proposed expenses exceeding \$50.00 must be approved in advance by a majority vote of the Executive Committee pursuant to Article IV, Section b.

(5). Website Committee. This Committee will operate and maintain the BRCWRT website, ensure that its structure is readily understood by users, and that information contained on it is current and readily updated. The Committee is responsible for keeping track of the Host Server usage, maintaining the website, and reporting to the Executive Committee changes made to the site. The Chair is responsible for requesting funds for site expansion and re-licensing of the Domain Name (BullRunCwrt.org) and coordinating with the Newsletter Editor the appropriate time for uploading the previous month's Newsletter. At least two Executive Committee members will have the log-on and password for the site and know how to access the set-up page.

(6). Education Committee. This Committee will conduct outreach to primary and secondary schools, and to collegiate history departments to encourage and support the study of Civil War history, sites, and battlefields. It will assist the Scholarship Committee in implementing the Organization's scholarship program. It will also assist the Organization's speaker program by arranging for presentations by recognized Civil War historians and scholars during General Membership meetings. It will provide logistical and technical support for such meetings as needed.

(7). Scholarship Committee. This Committee is responsible for administering the BRCWRT's competitive high school scholarship program. It will publicize the scholarship program to public and private high schools in Fairfax and Prince William Counties, promote student participation, establish criteria for applications, select winning applicants, coordinate with the Treasurer for administration of the Scholarship Fund, and superintend the conferral of monetary awards.

(8). Marketing Committee. This committee will manage and conduct BRCWRT's marketing and communications activities and programs. It will design, develop and maintain BRCWRT's marketing and communication materials, promote BRCWRT, its mission, activities and projects via social media, and maintain focused marketing and communication campaigns to support such missions and activities. It will develop and disseminate press releases, as appropriate.

(9). Fundraising Committee. This Committee will, in coordination with the Treasurer, conduct and manage fundraising initiatives to support BRCWRT's general operations and programs, consistent with its status as a non-profit, charitable organization under Section 501(c)(3) of the Internal Revenue Code. It will coordinate with the Treasurer to ensure that funds raised and donations made are properly recorded and deposited and that timely acknowledgments to donors are made.

SECTION b. SPECIAL COMMITTEES.

(1). Nominating Committee. The President will, prior to October of each year, appoint from the Executive Committee a Chair and no more than two other members of the Nominating Committee. The Committee will identify candidates from the membership of the Organization for nomination for all four elected offices. The Committee will solicit nominations from the floor during the October General Membership meeting. It will announce the names of all nominees to the General Membership for consideration no later than the November General Membership meeting and by publication in the November Newsletter. The election of officers from the slate of nominees will be held during the December General Membership meeting unless such election is postponed by vote of the Executive Committee in accordance with Article II, Section a. Provision will be made to enable members to vote by remote means.

(2). Other Committees. The President may, with the approval of a majority of the Executive Committee, appoint from the general membership such other committees as may be required to address projects or requirements that may arise. Although the membership of any such committee can include members of the Executive Committee, any such appointment shall not, of itself, confer membership on the Executive Committee. With the approval of a majority of the Executive Committee, the President can dissolve any such committee.

SECTION c. COMMITTEE ADMINISTRATION. Chairs of Standing Committees or Special Committees authorized under Section (b).2 will be responsible for the recruitment and appointment of an appropriate number of members to serve on their committees. Chairs may assign specific duties and responsibilities to such members and develop internal guidelines and procedures for the management of their committees' responsibilities. At his discretion, the President may appoint members of the General Membership to such committees.

ARTICLE VI - FISCAL YEAR

The Fiscal Year of the Organization will be from 1 January through 31 December of each year. The Organization will meet not less than ten (10) months of the Calendar Year.

ARTICLE VII - MEMBERSHIP AND DUES

SECTION a. MEMBERSHIP DEFINED. Membership in this Organization extends to those whose names are carried on the Treasurer's Roster of Members for the current Calendar Year. The Roster will be updated as required by the Treasurer.

SECTION b. MEMBERSHIP CATEGORIES. Four categories of membership are carried on the Roster of Members for the current calendar year. They include: (a) Annual Members, (b) Multi-year Members, (c) Honorary Life Members, and (d) Special Members.

SECTION c. MEMBERSHIP QUALIFICATIONS. (a) Annual Members and Multi-year members will pay dues. (b) Honorary Life Members will be approved by the General Membership for their outstanding contributions to the purpose and objectives of the Organization. (c) Special Members will be selected by the Executive Committee because of their unique contribution to Civil War education or preservation, or for contributions to the Organization.

SECTION d. MEMBERSHIP APPLICATION. To become an Annual or Multi-year Member of the Organization, an applicant will complete and file with the Treasurer a membership form, together with one full year's annual dues. If a new membership application is submitted on October 1, or thereafter, the payment of dues will be credited in full to the following calendar year.

SECTION e. REMOVAL FROM MEMBERSHIP. Any member can be expelled from the Organization by a majority vote of the Executive Committee for conduct prejudicial to the general welfare of the Organization.

SECTION f. MEMBERSHIP DUES. The Executive Committee will determine the amount of annual and multi-year membership dues. Commencing at the October membership meeting, the Treasurer will solicit the payment of membership dues for the following calendar year. Any member who fails to pay his or her dues by March 31 of that year, will be delinquent and subject to termination of membership. The Executive Committee is authorized to issue procedures for the timely collection of dues and for terminating the membership privileges of delinquent members. Such procedures will be published for the information of the membership.

ARTICLE VIII - GENERAL MEMBERSHIP MEETINGS

SECTION a. FREQUENCY. The President shall call 12 General Membership meetings per year, if feasible. Efforts will be made to publicize these meetings to the membership through emails, the BRCWRT website, the Newsletter and other social media, as appropriate.

SECTION b. VOTER PARTICIPATION. Votes of the members that may be required to be taken at a General Membership meeting in accordance with these Bylaws shall be by the members participating in that meeting, either in-person at the meeting venue or by remote means when such means are available. Votes cast before or after the call of the question during the meeting will not be counted.

ARTICLE IX -AMENDMENTS

Amendments to the Bylaws will be proposed to the Executive Committee. The Executive Committee will review all such proposals and make any changes and recommendations. Any proposed Bylaw amendment must be approved by a majority vote of the entire Executive Committee. The Executive Committee will then report the proposed amendment(s) to the General Membership at a regular meeting. The amendment(s) will be published and provided to the Organization's members by email prior to presentation at any meeting. Proposed amendments will be presented at two successive meetings and voted upon by those members participating in the second meeting. Approval of any Bylaw amendment requires a two-thirds vote of members participating either in person or by remote means at the second meeting.

ARTICLE X -TENOR OF ORGANIZATION

The Officers and the other members of the Executive Committee will conduct themselves and thereby the Organization in such a way as to facilitate a spirit of camaraderie and good fellowship among the membership. The Organization cannot succeed in its objectives without

friendship and cooperation among its members, which is, in fact, one of its goals. Informality and amicability should serve as guiding principles for the Officers and Members of the Executive Committee.

ARTICLE XI - AUTHORITY FOR CONDUCT OF BUSINESS

The authority for other matters necessary for the conduct of business and not addressed in the Organization's Bylaws is the most recently revised edition of Demeter's Manual of Parliamentary Law and Procedure.

ARTICLE XII – DISSOLUTION OF THE ORGANIZATION

SECTION a. DISSOLUTION VOTE. In the event that the membership of the Organization, as defined in Article VII, consists of five persons or less, such persons, may, by majority vote, elect to dissolve the Organization. Such dissolution will be effective 60 days following such vote, or at a date set by a majority vote of the members.

SECTION b. DISSOLUTION PROCESS. In the event that, as a consequence of the vote described in Section a, the Organization is to be dissolved, its physical assets, including books, memorabilia, and programmatic items, will be disposed of by sale. The proceeds of any such sale and any monetary assets remaining in the treasury, will be distributed, in the manner specified by majority vote of the remaining members, to one or more federal, state, local or private entities dedicated to the preservation of Civil War sites or the interpretation of any such site; provided that any such private entity designated for a monetary contribution shall be a tax exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code or any corresponding successor provision.

ARTICLE XIII – CONFLICT- OF- INTEREST POLICY

The conflict- of- interest policy of the BRCWRT is described in Appendix A of these Bylaws.

APPENDIX A: CONFLICT OF INTEREST POLICY

BYLAWS

Bull Run Civil War Round Table (hereafter “BRCWRT”)

Article I

Purpose

The purpose of the conflict-of-interest policy is to protect the BRCWRT’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of its Executive Committee or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any officer, or member the Executive Committee as these positions are defined in the Bylaws of the BRCWRT with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the BRCWRT has a transaction or arrangement;
- b. A compensation arrangement with the BRCWRT or with any entity or individual with which it has a transaction or arrangement, or;
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the BRCWRT is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Executive Committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Executive Committee meeting but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President or, in the event of his or her ineligibility, the Vice President of the BRCWRT shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Committee shall determine whether the BRCWRT can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote of its disinterested members whether the transaction or arrangement is in the BRCWRT's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination

it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Executive Committee has reasonable cause to believe an Officer or member thereof has failed to disclose actual or possible conflicts of interest, it shall inform the Officer or member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Officer or member's response and after making further investigation as warranted by the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Article IV Records of Proceedings

The minutes of the BRCWRT Executive Committee shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

No officer or member of the BRCWRT's Executive Committee is permitted to receive compensation directly or indirectly from the BRCWRT.

Article VI Annual Statements

Each Officer and member of the BRCWRT Executive Committee shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy.

- b. Has read and understands the policy.
- c. Has agreed to comply with the policy.
- d. Understands that the BRCWRT is a charitable organization and, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To assure that the BRCWRT operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining,
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the BRCWRT's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the BRCWRT may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.