

# Constitution and Bylaws of the Second Regiment, South Carolina Line, Continental Establishment

*Amended January 20<sup>th</sup>, 2013*

## ARTICLE I: NAME

The name of the corporation shall be the Second Regiment, South Carolina Line, Continental Establishment; hereafter referred to as the 2nd Regiment, Second South, or the Regiment.

## ARTICLE II: MISSION STATEMENT

The mission of the Second Regiment shall be:

- To re-create the daily experiences of American Revolutionary War soldiers and camp followers with as much authenticity as is possible and practical in the modern age;
- To educate ourselves about the Revolutionary War, focusing on primary sources, extant relics, and individual service records;
- To educate the public about the Revolutionary war, the achievements made, and the price paid by the nation for those achievements;
- To perpetuate the memory and spirit of the people who achieved American Independence;
- To foster patriotism, courage and self-reliance in the membership and public;
- To promote public interest in local, state, regional and national history.

## ARTICLE III: MEMBERSHIP

### Section 1: Eligibility and Application

- A. Membership is open to all people of good moral character, who accept and subscribe to the objectives of the Regiment, regardless of sex, age, race, religion, or national origin. Membership applications must be sponsored by an Active member, and approved by a member of the Executive Board (hereafter referred to as the Board).
- B. For Active membership, a 12-month probationary period, from the date of the prospective member's first reenactment shall occur. During this time the prospective member shall:
  1. Fill out a membership application, including application fee;
  2. Equip themselves with the basic clothing and accoutrements for their impression as outlined for Year One in the Soldiers' Manual, and;
  3. Attend at least FOUR events, of which three should be public.
- C. At the end of the 12-month probationary period, at the next Regimental event attended by the prospective member at which a quorum of the Board is present, the President or Regimental Commander will present the prospective member to the Board for a vote. After a vote of

acceptance the prospect will be a full Active Member. Said member will not be required to pay dues until the next Annual Meeting.

- D. Associate Membership is available for those who wish to support the Regiment, but do not wish to participate in events as an Active member.

## **Section 2: Classification of Membership**

### **A. GUEST**

1. Guests include:
  - a. Persons who have never applied for membership in the Regiment.
  - b. Inactive, Associate or Honorary members participating in a Regimental event.
2. Guests will fall under the Regiment's insurance policy at Regimental events, but this does not imply membership in the Regiment in any way.
3. A person may not participate as a guest in more than one event per year without the express consent of the Regimental Commander.
4. The privilege of participating as a guest may be suspended by the Regimental Commander at any time.

- B. RECRUIT: A person who has applied for membership and paid his application fee, but has not yet had his membership voted on by the Regiment, is considered a Recruit. They may attend events and participate in meetings, but do not have voting rights at meetings. To participate in more than one Regimental event, they must pay the membership application fee.

### **C. ACTIVE MEMBER**

1. Persons who have been accepted into full membership, paid annual dues, and participated in at least TWO Regimental events in the past calendar year (as determined at the Annual Meeting), are considered Active members. They may participate in all Regimental events and attend all meetings.
2. Active members who attended at least FOUR events during the previous calendar year (as determined at the Annual Meeting) are considered Voting members. In addition to the rights of Active membership, they may vote at meetings, issue and hold proxies, and hold office.
3. Minor children/wards of Active members are automatically considered Active members, with the following caveats: 1) they are not required to pay dues, 2) they may not become Voting members (see III.7).
4. Minors whose parent(s) or guardian(s) are not members of the Regiment may join on their own; however, their parent(s) or guardian(s) must give permission for their child join. In such case, the minor must be sponsored by an adult member of the Regiment. Further, it is understood by the parent(s) or guardian(s) that handling weapons and cooking over open fires may be hazardous, and therefore agree not to hold the Regiment liable for any injury resulting from Regimental participation.

- D. INACTIVE MEMBER: Formerly Active members who no longer pay dues are considered Inactive members. They may participate in Regimental events as a Guest (see III.2.A). Inactive members who wish to participate in more than one Regimental event per year must pay the annual dues.

- E. ASSOCIATE MEMBERS: Persons who support the Regiment by financial contribution greater than or equal to the annual dues, and otherwise meet the requirements for membership, but do not wish to participate in Regimental events, are considered Associate members. They may participate in membership meetings, but may not vote at those meetings, and may not hold office nor give proxies. Associate members may participate in Regimental events as a Guest (see III.2.A). Inactive members who pay dues are considered both Inactive and Associate members.
- F. HONORARY MEMBERS: Honorary membership may be conferred on any person of acknowledged eminence by unanimous vote of the Board. This membership is for the life of the member, unless late revoked by unanimous vote of the Board. Honorary Members may participate in meetings, but shall not pay dues, hold office, vote nor give proxies. Honorary members may participate in Regimental events as a Guest (see III.2.A).

### **Section 3: Lapse of Membership**

- A. Active members shall automatically revert to Inactive status should the member fail to pay annual dues by the deadline established at the Annual Meeting. Active memberships may be reinstated by the Board, without requirement of a probationary period, upon payment of dues.
- B. Associate memberships shall automatically cease should the member fail to pay annual dues by the deadline established at the Annual Meeting.
- C. Active and Associate memberships may be reinstated by the Board, without requirement of a probationary period, upon payment of dues.

### **Section 4: Revocation of Membership**

- A. Should a member consistently or egregiously fail to meet the expectations commonly expected of members of the Regiment, as outlined in these Bylaws, or if their continued presence in the field is deemed hazardous or of significant detriment to the Regiment, said member may be dismissed from the Regiment. In such case, the member will be informed of the issues with their participation by a written letter from the President. Continued participation in events by said member is at the discretion of the President, Regimental Commander. The vote will take place at the next Annual Meeting, at which said member may elect to meet with the Board prior to the meeting for clarification or defense of their actions.
- B. Members who have their membership revoked shall be refunded a percentage of their annual dues, based on number of events remaining in the calendar year.

### **Section 5: Suspension of Membership**

- A. The President, Regimental Commander may suspend a member from participation in the field at their discretion, if their presence in the field is deemed immediately hazardous or of significant detriment to the Regiment.

- B. Members who fail to meet authenticity standards agreed upon by the Regiment may be suspended from participation at field events until such time as their impression meets said standards.
- C. The President exercises prime authority for any suspensions. The Regimental Commander may issue a suspension in the field if the President is not present, and will inform the President of their actions upon their return from the event.

## **Section 6: Resignation of Membership**

Members may resign their membership at any time. Those who do so shall receive no refund whatsoever for any amount of their annual dues.

## **Section 7: Voting**

Each Active member, aged 18 years or older, who attended at least FOUR Regimental events in the past calendar year (as determined at the beginning of the Annual Meeting), is considered a Voting member. He shall have one vote at meetings. Voting members may issue their proxy vote to another Voting member, may carry up to two proxies from other Voting members, and may hold office on the Board. Proxies shall be good for only the meeting at which they are presented, and shall be submitted to the Secretary at the beginning of said meeting.

# **ARTICLE III: GOVERNMENT**

## **Section 1: Executive Board**

The Executive Board shall provide general charge and management of the affairs, funds, and property of the Regiment. It is the responsibility of the Board to carry out the purposes of the 2nd Regiment according to its Charter of Incorporation and the Bylaws. It is therefore authorized to make rules for the use of Regiment property and for the conduct of members and their guests at Regimental events. These rules shall not be inconsistent with said Charter or Bylaws. Questions regarding membership, authenticity, or anything that could affect the reputation or performance of the Regiment, will also be decided by the Board. The Board shall convene at a convenient time at each public event for the conduct of such business as may come before them. The Board shall consist of the seven elected officers, as listed below.

## **Section 2: Officers**

Corporate officers of the Regiment shall be elected by majority vote of qualified members during the Annual Meeting. Officers shall hold office for one year, or until their successors are elected. Each officer is authorized to act for the Regiment within the area of responsibility defined by these Bylaws, and as specified by the Board. They shall forward copies of all pertinent correspondence and record to the secretary for inclusion in corporate records. Neither any officer acting alone, nor the Board acting together, is authorized to encumber any Regimental property, to borrow against the credit of the Regiment, or to purchase anything on a time payment plan. The elected officers and their duties are:

A. **PRESIDENT:** The president shall preside at all meetings and shall direct the work of the 2nd Regiment. He may appoint such committees as he considers necessary. He shall have emergency approval authority for expenditure of corporate funds up to the limit established by the Board. He shall establish the date for the Annual Meeting, and may call special meetings if deemed necessary. He shall be responsible for inspecting troops and enforcing all authenticity standards for clothing and equipment as approved by the Board. He shall oversee (and may appoint volunteers to execute) publication of the website, the blog, a journal of historic information, the Soldier's Book, a vendor list, and publicity of events to the membership and public. He is expected to collect documentation regarding the history of the Regiment during the Revolutionary War, and have selected pertinent information brought to the attention of the Board and membership-at-large.

B. **VICE-PRESIDENT FOR EVENTS:** The Events Vice-President, shall, when the President is unavailable, perform the president's duties. He will be responsible for handling correspondence regarding public events, and will present such events for approval as Regimental events by the membership. He shall coordinate the planning of public events, and provide timely information to the Vice-President for Publications for adequate dissemination to the membership-at-large.

C. **VICE-PRESIDENT FOR FINANCE:** The Financial Vice-President shall be responsible for the direction of the business of the Regiment. He shall work in conjunction with the Treasurer. His duties include audits, records, and correspondence with governmental agencies concerning taxes, corporate registration, exemptions, non-profit status, etc. Separate inventory records will be maintained for purchased equipment with an expected useful lifetime longer than one year. He shall appoint volunteers to serve as Regimental Quartermasters and Clothiers under guidelines established by the Board. These volunteers shall account for and turn over all property belonging to the Regiment upon request.

D. **SECRETARY:** The Secretary shall be responsible for keeping records of meetings, membership rolls, and publication of material for members and the public. He shall keep minutes at all Board and membership meetings (providing them on request at subsequent meetings), send notices of all membership and Board meetings (not required for scheduled meetings at Regimental events), maintain a record of each member/applicant/guest, notify Board members when applicants are eligible for membership, and receive and maintain copies of any official communications of the Regiment.

E. **TREASURER:** The Treasurer shall have charge of all receipts and disbursements of funds belonging to the Regiment, except as specifically approved by the Board. He shall deposit receipts in the name of the Regiment in a financial institution which has been approved by the Board, write checks to cover Regimental expenses approved by the Board, and shall keep regular accounts or receipts and disbursements. Checks or bank withdraws shall also require the signature of a second officer as authorized by the Board. The Treasurer shall maintain a record of who has paid dues, and shall provide the Secretary and Newsletter Editor with a list of members at the conclusion of the deadline for renewing membership each year. He shall also provide the Secretary and Newsletter editor with the names and addresses of new members as they join. The Treasurer shall, on request, provide financial information to the President or Financial Vice-President, and shall make a regular financial statement at the annual membership meeting. He shall provide the Financial Vice-President with all the information necessary to submit State and Federal tax returns, or conduct audits.

F. AT-LARGE MEMBER: The At-Large Board Member shall assist the other Board members in executing the necessary work of the Board and the Regiment in general.

G. REGIMENTAL COMMANDER: The Regimental Commander shall command the Regiment when it is assembled for an event, and shall be in charge of administering Regimental policies in all military matters. The Board shall establish his military rank. The Regimental Commander shall recommend names for all commissioned and non-commissioned officers subordinate to him to the Board, who shall confirm them. The Commander may appoint brevet NCOs for vacant positions at a particular event. The Commander shall have approval authority for the issues of Regimental equipment. He may designate someone to inspect the items on issue and return, but a record of issued items and when/where they were returned, must be kept. He is authorized to reside in the marquee and utilize its furnishings during events.

### **Section 3: Revocation of Office**

A Board member who consistently or egregiously fails to carry out his assigned duties may have his office revoked. In such case, the Board member will be informed of the issues with their participation by a written letter from the President (or Vice-President for Events), who may elect to request the resignation of the Board member. If said member does not resign his office, he may be removed by a unanimous vote of the other Board members. The vote will take place at the next scheduled Regimental meeting, at which said member may elect to meet with the Board prior to the meeting for clarification or defense of their actions.

### **Section 4: Vacancy in Office**

A vacancy in office is defined as occurring when a Board member dies, resigns, has their office revoked, or if their Active membership lapses. If such a vacancy occurs, the President (or Vice-President for Events) will inform the membership within 5 days. The office shall be filled for the remainder of the term of office by a majority vote of the membership at a special meeting called to coincide with the next Regimental event that would permit at least 15 days' notice. The Board may, if necessary, assume or appoint an interim successor for any required business before the election.

## **ARTICLE IV: MEETINGS**

### **Section 1: Parliamentary Procedure**

The President, or his designated alternate, shall preside over all meetings of the Regiment, and shall ensure that the conduct of the meeting is as established in Robert's' Rules of Order.

### **Section 2: Annual Meeting**

The Annual Meeting is established to allow the members to vote for new officers and Board members, and to conduct such business as shall be deemed necessary. Notice of the time and place of the Annual Meeting shall be communicated in writing to each member at least 30 days in advance. The time and place of the meeting shall be set by the President, and shall be held within the boundaries of the state of South Carolina.

### **Section 3: Special Meetings**

Special Membership Meetings: Special meetings of the members may be called by the President at his discretion, by any ten members, or by a majority of the Board. Notice of the meeting shall be communicated in writing to each member at least 15 days in advance, specifying exactly what business will be conducted there. If time and circumstances permit, Special Membership meetings are to be scheduled to coincide with Regimental events.

### **Section 4: Executive Board Meeting**

The Executive Board shall meet at each Regimental event. Should a special meeting be required, the President shall give 5 days' advanced notice. The Secretary (or another Board member designated by the Secretary) shall take minutes, and retain them in corporate records. In emergency situations, telephone or e-mail solicitation of proxies may be made for the conduct of business. In such cases, notes will be kept and turned over to the Secretary for the record.

### **Section 5: Quorums for Meetings**

For all scheduled membership meetings, at least ten active voting members must be present (in person or by proxy) in order to conduct Regimental business. For all scheduled meetings of the Board, a majority of the Board members constitute a quorum.

## **ARTICLE V: BYLAWS**

The Bylaws of the Regiment shall be strictly adhered to by all members; they shall be enforced, enacted and protected by Board members. Any changes to the Bylaws shall be at the Annual Meeting, or at a special membership meeting called specifically for that reason. All pages of the bylaws shall be dated with approval date.

## **ARTICLE VI: FUNDING**

### **Section 1: Income**

The Regiment will fund activities through donations, grants, dues, fees, assessments, sale of unneeded Regimental property, or sale of Regimental mementos. No debts beyond one billing cycle may be incurred, and adequate resources shall be available before any obligations are undertaken. The only exception to this policy will be to give individual personal advances to members for the purpose of making specific purchases for and authorized by the Regiment (e.g. – gasoline, food for events, etc.) Said advances are to be cleared with proper receipts and/or reimbursements.

### **Section 2: Dues and Fees**

Annual dues (and payment deadlines) for all Active and Associate members, as well as any membership application fee, shall be established by majority vote at the Annual Meeting.

## **ARTICLE VII: CODE OF CONDUCT, MISCELLANEOUS RULES AND EXPECTATIONS**

- A. Our primary function is to educate the public about the common soldier and families of the American Revolution. As such, members are expected to be courteous and helpful to the public at all times.
- B. All members are to remember that when in period clothing or at events representing the Regiment, they are expected to conduct themselves in a sober, upright, and circumspect manner, consistent with the ideals which we have agreed to portray.
- C. We are a family organization. The use of foul language or cursing should be avoided, especially in the presence of children.
- D. Members are expected to be courteous to each other, in addition to respecting the privacy and property of one another, and the property of the regiment.
- E. We are Americans above all other considerations of origin and heritage. The regiment we represent answered the call for freedom. This regiment will not tolerate any acts which would tend to ridicule or debase our nation.
- F. Although respecting the rights of each person to total religious freedom, we will formally portray the ethics and worship of a Christian God, as did the men of the original regiment. Members may be called upon to participate in religious ceremonies as part of re-creating the life of those men.
- G. Members are not to bring animals into the camp during an event, without specific authorization from the Executive Board. The Board may make an exception to this rule when the animal is part of an 18th century portrayal.
- H. The corporate name may not be used in any commercial enterprise except upon specific authorization of the Executive Board.
- I. Violations of the rules in this article, as well as serious violations of the law or common decency, may constitute counseling by the NCOs, commander or the president. Continued violation of the code of conduct, safety procedures or unit standards can constitute proceedings to have the offender removed from the regiment (as outlined in Article III, Section 4).