

FIRST DIVISION, ARMY OF NORTHERN VIRGINIA, INC.

BY-LAWS

ARTICLE I. NAME OF THE ORGANIZATION

The name of the organization is FIRST DIVISION, ARMY OF NORTHERN VIRGINIA, INC. (the ANV)

ARTICLE II. CORPORATE PURPOSE

SECTION 1. Nonprofit Purpose

The organization is organized in accordance with the Virginia Non stock Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributed to, or benefit the trustees, directors or officer or other individuals. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office. The organization is organized exclusively for purposes subsequent to Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2. Specific Purpose

The primary purpose of the ANV is to provide mutual support for and dissemination of information regarding the War Between the States, otherwise known as the American Civil War, among Confederate reenactment organizations in the eastern United States. Further, the ANV will promote a positive image of the American South and of the Confederate States of America.

The specific objectives and purpose of this organization shall be:

- A. to work in partnership with our membership and other organizations to create an environment resulting in a more informed public - challenged and invigorated by a deeper understanding and appreciation of the ideas, events, and culture of the American Civil War;
- B. to encourage participation with the reenacting community and event hosts;

- C. to conduct research and design and perform historically accurate public reenactments of Civil War battles and other events relating the Civil War and the Army of Northern Virginia;
- D. to provide a permanent structure that eliminates the necessity of establishing "field" organizations at each Civil War event. A permanent organization provides continuity, efficiency, and historical accuracy for both reenactors and spectators; and
- E. to facilitate the implementation of the host's scenario(s) at reenactments even though the scenario(s) may necessitate a temporary restructuring military command of the ANV. To this end, the ANV will accommodate host unit requests which do not have a negative impact on safety regulations. The ANV will participate in negotiations to amicably resolve any conflicts with regard to these issues.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers

- A. The Board of Directors (Board) shall have control of and be responsible for the management of the affairs and property of the organization. The Regiment/Battalion Commanders comprise the Directors of the Board and are the only voting members on the Board.
- B. The Board will permit the Chief Executive Officer to approve expenditures up to and including \$500.00. Any expense that exceeds \$500.00 must be approved by the Board.
- C. The Board will make decisions on the affairs of the ANV except for the following in which they will provide recommendations to the ANV membership to vote on:
 - 1. maximum effort events that requires the Military Leadership to be present.
- D. The Board may create and assign duties to committees. Each Committee, with the exception of the By-Law Committee who shall report directly to the Board, may issue standard operating guidelines and/or directives which will provide guidance and/or guidelines for the daily operation of the ANV. The aforesaid standard operating guidelines and/or directives must be presented to the Board for approval prior to their publication.

SECTION 2. Number, Tenure, Requirements, and Qualifications

- A. The number of Directors shall be determined as necessary by the Board but shall consist of no less than three (3) including the following officers: a Chief Executive Officer (CEO), an Executive Vice President, a Treasurer and a Secretary.

- B. A Director shall, upon election as a Colonel of their respective Regiment/ Battalion, immediately enter upon the performance of their duties and shall continue in this position until their successor shall be duly elected and qualified.
- C. Each member of the Board shall be a member of the ANV whose membership dues are paid in full. Each Director shall hold office in accordance with their respective Regiment or Battalion elected term as a Colonel.

SECTION 3. Annual Meetings

An annual meeting of the Board for the purpose of transacting business as may be brought before the meeting, shall be held annually at such date, time and place, within or outside the Commonwealth of Virginia as may be designated by the CEO and approval of the Board.

SECTION 4. Special Meetings

Special meetings of the Board may be called by or at the request of the CEO or one-third (1/3) of the Board. The person or persons authorized to call special meetings of the Board may fix any location within or outside the Commonwealth of Virginia, as the place for holding any special meeting of the Board called by them. Special meetings may be held in person or through some other arranged electronic means to conduct proper business.

SECTION 5. Notice

Notice of any special meeting of the Board shall be given at least 14 days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any member of the Board may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. Quorum

The presence, in person or through some other arranged electronic means to conduct proper business, a majority of current members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

SECTION 7. Compensation

Members of the Board shall not receive any compensation for their services as Directors.

ARTICLE IV. OFFICERS

SECTION 1. Officers

- A. The officers of this corporation, shall be the CEO, Executive V.P., a Treasurer and a Secretary that are elected for a term of one year by the members of the Board. The Board and CEO, may appoint such other officers as they deem necessary, who shall have such authority and shall perform such duties as may be prescribed, respectively, by the Board or the CEO.
- B. All officers shall be a member of the ANV only and whose membership dues are paid in full.

SECTION 2. Chief Executive Officer (CEO)

- A. The CEO shall be elected by the Board.
- B. A member of the ANV who is interested in holding the position of CEO must submit a letter to the Board by October 1 preceding the annual meeting of the Board indicating their interest to be considered for this position.
- C.
- D. Applicant for the position of CEO must be in good standing with their respective company and Battalion/Regiment. In the event he CEO is not a board member, the Board will elect a Chairman of the Board.
- E. The CEO, subject to the Board, shall have general charge of the business and affairs of the organization. The CEO will recommend to the Board for approval an Executive Vice President, Secretary and Treasurer.
- F. The CEO shall preside at all ANV meetings of the Board.
- G. The CEO shall have the following duties:
 - 1. sign and execute contracts or other obligations, in the name of the organization;
 - 2. have general and active management of the business of the Board;
 - 3. see that all orders and resolutions of the Board are brought to the Board;
 - 4. have general superintendence and direction of all Executive officers of this organization and see that their duties are properly performed;

5. submit a report of the operations of the organization for the fiscal year to the Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect the organization;
6. assign duties to the Executive Vice President, Secretary and Treasurer, as necessary, to complete the business and affairs of the organization; and
7. act as the Ex-officio member of all standing committee.

SECTION 3. Executive Vice President

- A. The Executive V.P. shall be recommended to the Board by the CEO for approval.
- B. The Executive V.P. shall be vested with all the powers and shall perform all the duties of the CEO during the absence of the latter. The Executive V.P. duties include chairing committees and such other duties as may, from time to time, be determined by the CEO.

SECTION 4. Secretary

- A. The Secretary shall be recommended to the Board by the CEO for approval.
- B. The Secretary shall attend all meetings of the Board. The Secretary's duties shall consist of:
 1. recording all votes and minutes of all proceedings in a book to be kept for that purpose.
 2. send notices of all meetings to the Board and members of the organization; and shall take reservations for the meetings.
 3. perform all official correspondence from the Board as may be prescribed by the Board or the CEO.

SECTION 5. Treasurer

- A. The Treasurer shall be recommended to the Board by the CEO for approval.
- B. The Treasurers duties shall be:
 1. to conduct the financial affairs of the ANV as directed and authorized by the CEO.
 2. to make reports of the ANV's finances as required, but no less than at each meeting of the Board and Executive Committee;
 3. to be provided such powers and perform such duties as may be assigned to such Treasurer by the Board or the CEO.
- C. The Treasurer shall submit a financial report on a quarterly basis to the CEO and the Board.

SECTION 6. Removal of Officer

The Board with the majority vote of the Board at the meeting may remove any officer of the Board and elect a successor for the unexpired term. No officer of the Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing 14 days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

SECTION 7. Vacancies

A vacancy in any office shall be filled in the same manner as provided for election or appointment to such office.

ARTICLE V. COMMITTEES OF THE BOARD

SECTION 1. Committees

The CEO may appoint committees as deemed necessary by the Board.

SECTION 2. Annual Dues

The amount required for annual dues shall be set each year by the Board. Cost of dues shall include membership and cost of insurance – liability and accidental. Continued membership is contingent upon being up-to-date on membership dues.

SECTION 3. Rights of Members

1. Each member unit (non-probationary status) shall be eligible to appoint one voting representative to cast the member's vote on items put forth for approval of the general membership by the Board.
2. Each member unit (non-probationary status) shall be eligible to appoint one voting representative to ratify the selection by the Board of the individual who is to serve as General of the Division

ARTICLE VI. STANDARD OPERATING GUIDELINES/ Procedures

SECTION 1. SOGs/ SOPs

Standard Operating Guidelines (SOG)/ Standard Operating Procedures (SOPs) provide for guidance to standard operations within the ANV.

SECTION 2. Approval of SOGs/ SOPs

The Board shall have the power to adopt, amend and repeal any part of the SOGs/ SOPs by a Majority vote of the Board, at any regular or special meeting of the Board or through electronic means, provided that notice of intention to adopt, amend or repeal the SOGs/ SOPs in whole or in part shall have been given at the next preceding meeting, or without any such notice.

ARTICLE VII. DISCIPLINARY ACTION

SECTION 1. Violations of the ByLaws

Any violation of the ANV ByLaws will be dealt with by the Board.

ARTICLE VIII. INDEMNIFICATION

Each person who is or was a Director or officer of the ANV (including the heirs, executors, administrators or estate of such person) shall be indemnified by the ANV as of right to the full extent permitted by the General Corporation Law of Virginia against any liability, cost or expense asserted against such Director or officer and incurred by such Director or officer by reason of the fact that such person is or was a Director or officer. The right to indemnification conferred by this Section shall include the right to be paid by the ANV the expenses incurred in defending in any action; suit or proceeding in advance of its final disposition, subject to the receipt by the ANV of such undertakings as might be required of an indemnitee by the General Corporation Law of Virginia.

In any action by an indemnitee to enforce a right to indemnification hereunder or by the ANV to recover advances made hereunder, the burden of proving that the indemnitee is not entitled to be indemnified shall be on the ANV. In such an action, neither the failure of the ANV (including its Board and/or independent legal counsel) to have made a determination that indemnification is proper, nor a determination by the ANV that indemnification is improper, shall create a presumption that the indemnitee is not entitled to be indemnified or, in the case of such an action brought by the indemnitee, be a defense thereto. If successful in whole or in part in such an action, an indemnitee shall be entitled to be paid also the expense of prosecuting or defending same. The ANV may, but shall not be obligated to, maintain insurance at its expense, to protect itself and any such person against any such liability, cost or expense.

ARTICLE IX. BOOKS AND RECORDS

The organization shall keep complete books and records of account and minutes of the proceedings of the Board and general membership.

ARTICLE X. AMENDMENTS

SECTION 1. Articles of Incorporation

The Board shall have the power to adopt, amend and repeal the Articles of Incorporation, by a Majority vote of the Board, at any regular or special meeting of the Board or through electronic means, provided that notice of intention to adopt, amend or repeal the Articles in whole or in part shall have been given at the next preceding meeting, or without any such notice.

SECTION 2. Bylaws

- A. The Board, by a Majority vote of the Directors, shall have the power to adopt, revise, or repeal the by-laws

ARTICLE XI. DISSOLUTION

The ANV may be dissolved only by the authorization of the Board given at a special meeting called for that purpose, and with the subsequent approval by no less than three fourths (3/4) vote of the Directors. In the event of the dissolution of the ANV, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition of requiring return, transfer or conveyance to any other organization or individual shall be distributed, transferred, or conveyed in fee, in trust or otherwise, to charitable and educational organization/s, organized under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, of similar or like nature to this organization, as determined by the Board.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the eight (8) preceding pages, as the Bylaws of this organization.

ADOPTED AND APPROVED by the Board of the ANV on this 23rd day of July, 2016.

William McElwee, Chief Executive Officer
First Division, Army of Northern Virginia, Inc.

ATTEST: Henry Arredondo, Secretary
First Division, Army of Northern Virginia, Inc.

Note: Original Document bears signatures.