

ARTICLE I

PURPOSE, SCOPE, AND ORGANIZATION

1. NAME OF ORGANIZATION:

The formal and legal name of the organization is the "26th Yankee Division Historical Reenactment Group, Inc." The abbreviation for the organization is "YDHRG."

2. TRADE NAME:

The trade or business name of the organization is "Company B, 104th Infantry Regiment, 26th Infantry Division," hereafter referred to as, and commonly known as, "The Yankee Division." The military section of the organization, hereafter referred to as "The Unit," carries out the military functions and appearances of the organization. Company B is the primary and foremost military unit represented by this organization. But, at the discretion of the Unit Commander, selected unit personnel may be authorized to portray other units or elements of the 26th Infantry Division at specified living history displays or events.

3. NATURE:

a. The nature of this organization shall be as a not-for-profit corporation; and shall be nonpolitical, non-sectarian, non-religious, and non-discriminatory (based on historical data).

b. The organization will request 501(c)3 status from the Internal Revenue Service as a "private foundation," educational in nature, conducting interactive living history interpretations and displays at public and private events.

4. PURPOSE: The purpose of this organization is:

a. to promote a greater understanding of American history during World War II, emphasizing the life of the men and women serving in the United States armed forces as well as their families and friends at home in the States.

b. to be an educational resource for the general public, private groups and organizations, local, state, and Federal agencies, chambers of commerce, schools, hospitals, nursing homes, museums, veteran's organizations, historical societies, and other living history organizations.

c. to provide enjoyment of history through authentic living history displays, encampments, parades, cemetery ceremonies, reenactments, hands-on interpretive demonstrations and dialogue, lectures, workshops, and the dissemination of information.

d. to plan and organize, and assist in the planning and organizing of, such related events and activities, presenting them in a way that is enjoyable for both the public and living historian.

5. PRINCIPAL OFFICE:

The principal office of the organization will be designated from time to time by the Board of Directors.

6. FISCAL YEAR:

The fiscal year will be the calendar year, commencing on January 1st and ending on December 31st.

ARTICLE II

MEMBERSHIP AND VOTING

1. TYPES OF MEMBERSHIP:

The following five membership options are currently available:

A. Types of Membership as follows:

- Paid single Unit Membership. (age 18 and over)
- Paid family Unit membership.
- Paid Junior Unit Membership (age 16-17)
- Paid Associate Membership (not permitted to vote)
- Life Membership (Paid or Honorable)

Any person over the age of 18, may apply to become a Unit Member by submitting a completed Application Form along with the payment for the Annual Dues.

B. Two tiers of Membership as follows:

- Tier I: Regular Membership - Defined as a member who is current in his/her annual paid dues, and has not reached the minimum attended events threshold.
- Tier II: Active Membership - Defined as a member who is current in his/her annual paid dues with the prescribed minimum number of events attended in the current year to October of that year.

A Unit Member must agree in writing to recognize, to adhere to, and to conform to all of the requirements stated in the publications containing the policies, rules, regulations, and guidelines of the Unit, and as covered in World War II Army and War Department regulations.

Each and every Unit Member will be assigned to a position within Company B in accordance with the 1944 Table of Organization and Equipment (TO& E), or will be attached to the Company in a supplemental tactical capacity or attached to the Company for individual administrative and logistical support. Some examples of attached personnel would be an Army medic, an Army military policeman, an army Chaplain, an Army nurse, an Army war correspondent or photographer, a civilian war correspondent or photographer, a female soldier (WAC), an American Red Cross (ARC) volunteer, a French resistance fighter, etc.

Newly accepted applicants will be in a "probationary" status for the first full year. After that one-year period, acceptance as a Unit Member will be considered based upon appearance, conduct, attendance, and attitude. Renewal as a new Unit Member requires the approval of the Board of Directors. Probationary periods may be extended beyond the first year if deemed necessary. A member who is not renewed will be refunded the unused prorated portion of any dues he paid for that year.

B. Junior Unit Member: The minimum age for enlistment will be 16 years old, including those minors in family memberships. Those currently (as at 25 Mar 23) that are under the age of 16 will be grandfathered in. Any person aged 16 to 17, may apply to become a Junior Unit Member by submitting an Application Form along with the payment for the Annual Dues, as well as a Hold Harmless Form which must have a signature of consent and release of liability from a parent or legal guardian.

A Junior Unit Member has certain limitations and additional criteria required concerning attendance and/or participation at unit events. Any such restriction is related to safety, legal, or "supervision of a minor" issues, and will be clearly defined in the published policies, rules, regulations, and guidelines of the Unit.

The second, third, and fourth paragraphs listed above under "a. Unit Member" also apply to a Junior Unit Member.

C. Associate Member: Any person or organization may become an Associate Member by submitting a completed Application Form along with the appropriate Annual Dues. Associate Members will receive all correspondence generated by or through the organization and are non-voting members.

D. Family Membership: Self-explanatory.

E. Life Membership: Self-explanatory.

2. VOTING RIGHTS AND PRIVILEGES:

Those wanting to cast a ballot and vote, must have Active Membership status

Those running for any office, must have Active Membership status.

Those with Regular Membership status are NOT authorized to vote or run for office in any capacity

Those wanting to maintain their assigned rank must attend a minimum of 4 events (certain exemptions may apply, like FMLA, illness, military service, etc.).

The minimum event attendance threshold for Active Membership status shall be 4 events to include the following:

- Special community day events (not including parades),
- Static display events,
- Ft Devens Garrison training,
- Tactical training exercises,
- Public battlefield reenactments; and
- Live fire range practices

ARTICLE III

APPLICATIONS FOR MEMBERSHIP, RENEWALS AND DUES

1. APPLICATION FOR MEMBERSHIP: The period of membership is for one (1) calendar year commencing on January 1st and ending on December 31st of each year. If anyone applies for membership on or before September 30, he or she will be charged for the full calendar year. If anyone applies for membership after September 30 his or her membership for the rest of the year will be included for free upon payment of his next year's dues.

The Secretary will send out Renewal Forms prior to the end of each year.

2. ANNUAL DUES:

A. Dues will be set from time to time by the Board of Directors.

B. Dues will be suspended for members entering active military duty for more than a one-year period.

C. Dues may be waived for an individual or organization for a given year, for any reason, upon approval by the Board of Directors.

3. DENYING / TERMINATING MEMBERSHIP: The Board of Directors has the right, with due inquiry from all parties concerned, by a two-thirds majority vote,

a) to deny an initial application,

b) to refuse to renew the membership; and

c) to terminate the existing membership of any individual or group whose membership is determined to be detrimental to the fulfillment of the goals and objectives of this organization.

4. ARREARS AND GOOD STANDING:

Dues are to be paid by January 15 for the calendar year's membership, and immediately upon application for new members. Any member who has done so is in good standing. Any member who has not paid by then is not in good standing and is ineligible to vote in any meeting or election. To reinstate a member's good standing and eligibility to vote, he must pay his owed dues plus a surcharge of 50% of the amount owed. If he has not paid the year's dues by September 1st of that year, whether due to being in arrears or due to being a new member applicant after September 1st, he will be ineligible to vote in an election year (election are every 2 (two) years. If he has not paid by December 31st, he shall be dropped from the membership roll, and to be reinstated he must reapply as a new member.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS, THEIR DUTIES, AND TERMS OF OFFICE

1. PRIMARY TASK: The primary task of the Board of Directors is to create, maintain, and enforce a policy that is consistent with the goals and objectives set forth in the Bylaws. The Board shall have charge of all the affairs and finances of the organization and the unit. Any policies, rules, regulations, or guidelines that are approved and published by the Board of Directors shall govern as rules of the Organization and the Unit. The Board will ensure that the organization fulfills its goals and objectives through the educating of individuals and groups about the history of the United States during World War II.

2. MEMBERS OF THE BOARD OF DIRECTORS: The Board of Directors will consist of the following elected officers:

A. PRESIDENT:

1. Chair Board Meetings and General Membership Meetings in a smooth and orderly manner.
2. May appoint members of the Board to Committees to carry out special projects.
3. Cast the deciding vote in the case of a tie.

B. VICE-PRESIDENT:

1. Assist the President in the performance of his/her duties.

2. Assume the duties of the President in his/her absence or incapacity.
3. In the event of the resignation or removal of the President, assume the position of President until such time as a new President is elected by the Board.

C. SECRETARY:

1. Take the minutes of all Board Meetings and General Membership Meetings, which will be the official record of each meeting. As such, a copy should be provided to each Board member within 3 weeks after each meeting, and these minutes will be brought to the next meeting for acceptance or revision. The minutes should be as accurate as possible, but the final responsibility for their accuracy rests with the Board as a whole. The minutes of the meetings will be kept in a book in chronological order.
2. Provide a copy of the minutes of a Board of Directors Meeting or a General Membership Meeting to any member in good standing upon request. A summary of the meetings will be sent to all members in the organization's periodical bulletin.
3. Send out renewal notices to all members.
4. Maintain a membership roster with all an individual's pertinent information.
5. Solicit nominations for Board positions opening up due to expiration of term of office, publish the results, and prepare ballots when necessary.
6. File the Annual Report with the New Hampshire Secretary of State, as well as any other administrative report required by the state or the Federal government.

D. TREASURER:

1. Maintain a checking account for the receipt and disbursement of general funds.
2. Maintain a separate ledger of revenue received and monies disbursed for each fund account.
3. Provide an oral report on the financial status of the organization at each Board Meeting.
4. Prepare a semi-annual written Statement of Income and Expenses for Board review.
5. Prepare and file all required financial reports and tax returns on both the Federal and state levels.
6. Is authorized to pay expenses of less than \$100.00 with approval of the President or Vice-President. Payment of expenses of more than \$100 requires approval the Board of Directors.

E. MEMBER AT LARGE:

1. Represent the members, expressing their issues and concerns at the Board Meetings.
2. Solicit opinions, suggestions, critiques, gripes, praises, and ideas from the officers and senior enlisted of the Unit.

F. UNIT COMMANDER:

1. Perform the duties of the Commander of Company B in accordance with the published policies, rules, regulations, and guidelines of the Unit, and the published Standard Operating Procedures of the US Army in 1939-to-1946 when not in conflict with these bylaws. He will report to the Board of Directors and shall carry out all orders and directives issued to him by the Board.
2. Be the direct liaison between the Organization and the Unit.
3. Provide an oral report on the status, accomplishments, and issues concerning the Unit at each Board Meeting.
4. Make all promotions and demotions of rank or grade in the unit. Any promotion or demotion of more than 2 grades in a one-year period requires the approval of the Board of Directors. For this purpose, the ranks of Master Sergeant, Technical Sergeant, and First Sergeant shall be considered the same grade, and one grade below Second Lieutenant.

G. EVENT COORDINATOR:

1. Present to the Board for discussion potential Unit activities.
2. Maintain an up-to-date calendar of approved events.

3. TERMS OF OFFICE:

With effect from 01 Jan 24, the term of office for all elected positions are for two (2) year each. No individual person may hold more than one of the elected Board positions concurrently. All terms of office will commence on January 1st.

ARTICLE V

ELECTION OF OFFICERS TO THE BOARD

1. NOMINATIONS: The Secretary will solicit nominations, for a Board position becoming vacant due to the expiration of term of office, from the membership eligible to vote, sixty (60) days prior to the General Membership Meeting when the elections will take place. A list of the eligible candidates will be published and disseminated to all members eligible to vote at least thirty (30) days prior to the General Membership Meeting when the elections will take place.

2. ELECTIONS: During the General Membership Meeting the elections for each open Board position will take place by a show of hands unless a written ballot is requested. Absentee ballots shall be sent by the voter to two members (one copy to each) appointed by the Board of Directors. The ballot may be mailed to both or e-mailed to both, but not mailed to one and emailed to the other. A majority vote is required elect a member to a position. Newly elected Board members will assume office on the first day of the year.

3. RESIGNATION OF A BOARD MEMBER: Any Board member may offer his/her resignation in writing to the President of the Board at any time. The Board will automatically accept the resignation.

4. REMOVAL OF A BOARD MEMBER: Any Executive Board member can be voted out and replaced by a vote by the general membership, if he/she fails in his/her elected capacity.

5. REPLACEMENT OF A BOARD MEMBER: If a position on the Board becomes available due to a resignation, serious illness, death, or lack of nomination or election, the remaining Board member(s) shall elect a replacement by a majority within 30 days. The newly elected Board member will serve for the remainder of that term. If Board vacancies leave two or less positions of the Board filled, the vacancies shall be filled immediately and temporarily by the highest ranking and willing members by military rank. Then the board shall elect members to permanently fill those vacant Board positions, by majority vote, within 15 days. The temporary replacements may be candidates for the permanent positions. The permanent replacements will serve for the remainder of the positions' terms.

ARTICLE VI

MEETINGS

1. BOARD OF DIRECTORS MEETINGS:

A. The Board of Directors will meet no less than three (3) times in a calendar year. The Board will send notice of each Board Meeting at least fourteen (14) days prior to the meeting.

B. A quorum for a Board of Directors Meeting will be a majority of the Board Members. Passage of any entertained motion shall require a majority of the Board Members present and voting. Members of the board may attend meetings via teleconference and will be considered present.

C. Issues or motions that need to be decided quickly can be handled at a meeting conducted by e-mail, provided that the usual rules of quorum and voting apply as follows: every comment must be addressed to the official e-mail address of every board member to be considered a part of the meeting, a member e-mailing or replying to all board members on an issue shall be considered present for that issue, including motions or votes on it, a member votes by e-mail to all members, a member present (as above) but not e-mailing a vote within 24 hours after the

vote is called shall be considered abstaining, and the secretary shall save the e-mails as a record of the meeting,

D. Any member of the organization in good standing shall be allowed to be present at a Board meeting, and, in addition, shall be allowed to make a proposal to the Board.

2. GENERAL MEMBERSHIP MEETINGS:

A. The General Membership is to meet at least once in a calendar year, one of those times being in the month of October for elections for officers of the Board of Directors. The date and time of each General Membership meeting will be chosen by the Board of Directors, and the Board will send all members of the organization at least thirty (30) days' notice prior to a General Membership Meeting.

B. A quorum for a General Membership Meeting will be 35 % of the members in good standing and eligible to vote. If a quorum is not reached for a meeting with an election, the Board of Directors shall schedule another General Membership meeting to occur within 45 days to hold that election, with nominations remaining closed.

C. A Board of Directors Meeting and a General Membership Meeting may be held on the same day but not simultaneously.

ARTICLE VII DISSOLUTION CLAUSE

In the event that this organization is recognized as a 501(c)3 entity, and is dissolved, then the following clause is in effect: "Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose."

ARTICLE VIII

PARLIAMENTARY AUTHORITY

1. RULES OF ORDER: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern as a part of these bylaws.

ARTICLE IX RATIFICATION AND AMENDMENT OF THESE BYLAWS

1. RATIFICATION: These By-Laws are the internal rules and regulations of this organization, and were accepted at the General Membership Meeting held on _____, 2015.

2. AMENDMENTS: These bylaws may be amended by a two-thirds majority at a General Membership meeting, provided that the full text of the proposed amendment is included in the

notice of the meeting, and that the proposed amendment has been approved by a majority vote of the Members at a General Membership meeting, or a majority vote of the Board of Directors.