

Bylaws of the Sons and Daughters of Officers of the Colonial Militia 1775-1783

Article I Name

Section 1. The name of this organization shall be The Society of the Sons and Daughters of Officers of the Colonial Militia, 1775-1783 (the "Society").

Article II Objects

Section 1. The Society is organized and operated exclusively for charitable and educational purposes, under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including educating the public on the American Revolution and about those who served as officers in the militias of the thirteen colonies during the war of the American Revolution.

Article III Membership

Section 1. Any person of the age of eighteen years and above shall be eligible for membership provided that lineal descent shall be proven from an officer of the militia serving between April 19, 1775 and November 26, 1783. Record copies of membership applications in the Sons, Daughters, or Children of the American Revolution where the Patriot Ancestor is noted as being an officer of a militia will serve as proof of eligibility. However, membership in any of the above-listed societies is not necessary to become a member in this Society.

Section 2. All interested persons must submit an application for membership along with suitable proofs demonstrating lineal descent, and pay the required dues and fees established in these bylaws.

Section 3. All membership will be for life. However, a member may be expelled from the Society for improper or unethical behavior as set forth in Art. VI, Section 2.

Section 4. Further division of membership will be into three groups based on the date the person became a member.

- a. Founders are those who joined the Society and were appointed or elected to an office as set forth in Art. V, Section 1. The letter "F" shall precede their membership number.
- b. Charter members are those who joined the Society prior to the first annual meeting of the membership, but who were not elected or appointed to serve as an officer as set forth in Art. V, Section 1. The letter "C" shall precede their membership number.
- c. Regular members are those who joined the Society after the first annual meeting of the membership.

Section 5. A membership certificate containing the name of the member, his or her membership

number, and the name and service of the Patriot Ancestor will evidence membership in the Society.

IV Dues and Fees

Section 1. The fee for membership shall be three hundred dollars (\$300.00). This is a one-time fee.

Section 2. In the event an existing member desires to submit an application for qualification as a member under additional ancestors, such application may be submitted. The fee for supplemental applications shall be fifty dollars (\$50.00). This is a one-time fee.

Section 3. Changes to the fees are subject to change upon the vote of the majority of members present in person or by proxy, at the annual member meeting or at a meeting called for the purpose of changing the fees. Any change in the fees will apply to prospective applicants only.

V Officers and Council

Section 1. The Officers of the society shall include one (1) President General, one (1) Vice President General, one (1) Secretary General, one (1) Treasurer General, one (1) Registrar General, one (1) Chancellor General, and six (6) Directors. These twelve officers constitute the "Council" and collectively referred as "Officers" or "Council". The President General, Vice President General, Secretary General, Treasurer General, Registrar General and Chancellor General shall be collectively known as General Officers. No officer may hold more than one elected office.

Section 2. All elections will be held during the annual member meeting. Each General Officer will be elected to a one (1) year term, and each director will be elected to a two (2) year term, with the terms of the directors being staggered so that three directors are elected each year. Officers who are elected at an annual meeting of members and Officers who are selected in the interim to fill vacancies, shall hold office until the next annual meeting of members and until their successors have been duly elected and qualified. Any candidate for office who meets the standards established in Section 4 and who runs unopposed, or receives a majority of the votes cast, will be elected.

Section 3. There shall be no limits to the number of terms, either consecutive or non-consecutive, to which a member may be elected to hold office.

Section 4. All Officers must be members of the Society. In addition, the Treasurer General shall be a Certified Public Accountant and the Chancellor General shall be an attorney duly licensed to practice law. In the event there is no Certified Public Accountant desiring to hold the position of Treasurer General or attorney duly licensed to practice law desiring to hold the position of Chancellor General, any member may be nominated and elected to serve in these positions.

Section 5. Vacancies in any office can occur either through the death, resignation, or removal of the officer. All vacancies shall be filled by appointment of the President General except when the

vacancy occurs in the office of the President General, at which time the Vice President General will automatically assume the office of the President General. An Officer may resign at any time by giving written notice to the remaining Officers of the Society. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Officers. Acceptance of such resignation shall not be necessary to make it effective.

Section 6. The duties of the Officers shall be:

- a. The President General shall be the Chief Executive of the Society and shall preside over all meetings of the membership and meetings of the Council. The President General shall also make all appointments to fill vacated offices, appointments to committees, and shall also call all meetings of the membership and all meetings of the Council. The President General has the authority to approve all expenditures and to sign checks.
- b. The Vice President General will serve as the President General when the President General is absent during meetings of the membership or meetings of the Council.
- c. The Secretary General shall receive all official correspondence, maintain a record of all proceedings during meetings of the membership and meetings of the Council, issue all notices for meetings, and maintain an official roll of the membership. He or she shall also keep a record of all new member and supplemental applications. The Secretary General serves as the Chair of the Nominating Committee.
- d. The Treasurer General will keep a record of all monies received, deposited, and dispersed by the society, render an account of the financial position during each annual meeting of the membership or when requested by the President General, and satisfy all financial obligations of the society on authorization of the President General. He or she shall also submit all required filings to the Internal Revenue Service or other tax agency in a timely manner. The Treasurer General serves as the Chair of the Finance Committee.
- e. The Registrar General shall serve as the genealogist for the society, and shall receive, review, and either approve or deny all applications for membership or supplemental applications. He or she will assign all membership numbers in keepings with the standards established in these by-laws and will forward the names and numbers of all new members to the Secretary General. The Registrar General will forward all monies received for dues or fees to the Treasurer General.
- f. The Chancellor General shall ensure all motions made during meetings are within the bounds set by these by-laws and applicable local, state, and federal laws. He or she will also render legal opinions on matters affecting the society when called upon the President General or any member of the society. At the request of the President General, the Chancellor General will serve as the parliamentarian and provide guidance to the President General on matters related to parliamentary procedure during meetings of the membership and meetings of the council.
- g. Directors are Officers authorized to vote on approved motions made during meetings of the Council. They shall not hold any other office in the society. The President General will appoint one (1) director to serve as the Chair of the Committee on Charity, and one (1) other director to serve as the Chair on Education. Other directors may be chosen to serve

as chairs or members of other ad-hoc committee or to serve as appointed officers under Section 6 of this Article.

Section 7. The President General may, at his or her discretion, appoint a Chaplain and an Editor. The duties of the Chaplain will be to pray for the members of the Society, open meetings with an Invocation, and close meetings with a Benediction. The duties of the Editor will be to prepare and disseminate a newsletter and maintain a website. These officers shall be recognized as Officers and may participate in all meetings of the membership and meetings of the Council, but they shall have no voting power other than that as a member of the Society. The authority for, and terms of these appointed officers will conclude when the President General discontinues the appointed office, but under any circumstance the authority for and term of the appointed officer will expire at the next annual meeting of the membership.

Section 8. The organizing President General will have the authority to appoint all Officers and committee members upon incorporation of the society. The nominating committee will then assume responsibility for soliciting and preparing ballots for the next slate of Officers to be voted on at the first annual meeting of the membership in April of 2022. However, during the initial election of directors, three of the initially elected directors shall have a one year term. This one year term shall be a one-time occurrence and all other directors shall serve a two year term.

VI Committees

Section 1. There will be a Finance Committee that will be chaired by the Treasurer General, with two other members appointed by the President General, one of whom must not be an officer in the society. This committee will, 60 days prior to the Annual Meeting, conduct reviews and audits of all financial transactions that have occurred since the previous Annual Meeting, and make a report of their findings during the Annual Meeting. They will also, at the request of the President General or any three members of the Society, conduct such a review and submit their findings to the Council. The Treasurer General shall serve as the Chair for this committee.

Section 2. There will be an Ethics Committee that will be chaired by the Chancellor General, with two other members appointed by the President General, one of whom must not be an Officer in the society. This committee is tasked with receiving formal written complaints made against members, including Officers, and investigating such complaints, provided that each individual upon which an allegation of improper or unethical behavior has been laid will have the opportunity to answer said complaint, in writing. At the conclusion of the investigation, the Ethics Committee will report their findings to the Council and make a formal recommendation of either removal from the Society, removal from office, removal from office and removal from the society, or no action. A two-thirds vote of the Council will be necessary to enact any removal from office or removal from the Society. If a complaint is against a member of the Council, then the Council member shall abstain from voting. In the event that the allegation is made against a member of the Ethics Committee, he or she will be removed from the Ethics Committee for the duration of the investigation, and the President General will appoint another Member to fill the vacant position until the investigation is concluded. In the event the allegation is made against the President

General, then the Vice President General shall appoint the two other members of the Ethics Committee. All investigations must be concluded within 60 days of receiving the formal written complaint. The Chancellor General will serve as the Chair for this Committee unless he or she is removed from the committee as explained above, at which time the President General will appoint a new Chair.

Section 3. There will be a Nominating Committee that will be chaired by the Secretary General, with two other members appointed by the President General, one of whom must not be an Officer in the Society. This committee is tasked with receiving and vetting nominations for Officers in the Society, preparing paper ballots for contested races, and counting and certifying ballots at the time of the election. The Nominating Committee will have the authority to determine whether a disputed ballot will be counted.

Section 4. There will be a Committee on Charity that will be chaired by a Director appointed by the President General, with two other members appointed by the President General, neither of whom may be Officers in the Society. This committee is tasked with making recommendations to the Council regarding the charitable activities of the Society.

Section 5. There will be a Committee on Education that will be chaired by a Director appointed by the President General, with two other members appointed by the President General, neither of whom may be Officers in the Society. This committee is tasked with making recommendations to the Officers regarding the educational activities of the society.

Section 6. The President General may create ad-hoc committees and make all appointments to said committees at his or her discretion. Each ad-hoc committee will exist until the President General disbands such committee.

VII Meetings

Section 1. There shall be two types of meetings: meetings of the membership and meetings of the Council.

Section 2. An annual meeting of the membership will be held every year during the month of April, unless the schedule is changed on a year-by-year basis by a vote of the Council. Meetings of the membership may also be called by the President General or may be called by any ten (10) members upon written request submitted to the Secretary General and President General, at which time the President General will have ten (10) days to issue notice of a meeting of the membership.

Section 3. Meetings of the Council will be called by the President General or any three (3) Officers who submit written requests for a meeting to the Secretary General and President General, at which time the President General will have three (3) days to issue notice of a meeting of the council.

Section 4. Notice of all meetings shall be in writing, state the time and place of the meeting and delivered either through postal mail, electronic mail, or through announcement on the society's

website or newsletter. Notice for meetings of the membership shall be thirty (30) days. Notice for meetings of the Council shall be three (3) days. At any meeting at which all of the members or Officers are present, notice of the time, place and purposes thereof shall be deemed waived. Notice of any meeting may be waived in writing, either before, during or after any meeting.

Section 5. All meetings may occur either in person, telephonically, or via electronic means, or a hybrid of all three, or similar device so long as such device permits each person in the meeting to hear the others and to be heard by all the others. Any member or Officer attending in such manner shall be considered present.

Section 6. Except as herein otherwise provided or required by applicable law, ten of the members entitled to vote, present in person or by proxy, shall constitute a quorum at a meeting of members for the transaction of any business. Except as herein otherwise provided or required by applicable law, five of the officers entitled to vote, present in person or by proxy, shall constitute a quorum at a meeting of the Council for the transaction of any business.

Section 7. Any business may be taken under consideration during meetings of the membership, including changes to the by-laws and changes to dues and fees. Any business may be taken under consideration during meetings of the Council except for changes to the by-laws and changes to the dues and fees, which can only occur during meetings of the members.

Section 8. In both meetings of the members and meetings of the Council, all votes shall be by roll call of the members present, as defined in Section 5 of this Article.

Section 9. A member may authorize another person or persons to act for him or her at a meeting or by written consent if so authorized by a written proxy, a copy of which shall be provided to the Secretary General. Every proxy must be signed by the member or his or her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by applicable law.

Section 10. Whenever members or Officers are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the members or Officers holding that proportion of the total voting power on the question which is required, without the necessity for a meeting of the members or Officers.

Section 11. Each member shall be entitled to one vote. Except as specifically provided otherwise in the By-Laws, any action shall be authorized by a majority of the votes cast, provided that such majority of the affirmative votes cast shall be at least equal to a quorum.

Section 12. Each officer shall be entitled to one vote. Except as specifically provided otherwise in the By-Laws, any action shall be authorized by a majority of the votes cast, provided that such majority of the affirmative votes cast shall be at least equal to a quorum.

Section 13. The President General shall be entitled to reimbursement for travel expenses to and

from the annual meeting of the membership, including but not limited to airplane tickets, car rental, or, if using his or her personal vehicle, mileage reimbursement in accordance with applicable IRS rates, hotel and meal expenses, for an amount up to and including one thousand dollars (\$1,000.00), provided he or she submits receipts to the Treasurer General, and subject to approval by the Finance Committee. The Vice President General shall be entitled to reimbursement in the same manner provided he or she travelled to the annual meeting of the membership to represent the President General in his or her absence.

VIII Insignia

Section 1. The insignia of the Society shall consist of a badge and ribbon. The ribbon shall be red, white, and blue strips, the colors of the United States Flag. The badge of the Society shall be oval in shape with the image of the statue of Captain John Parker, colonial militia officer who commanded the militia at the Battle of Lexington on April 19, 1775 with the text "Sons and Daughters of Officers of the Colonial Militia 1775-1783" on the obverse, while the reverse shall have the inscription, "Stand your ground. Don't fire unless fired upon. But if they mean to have a fight, let it begin here." Under this would be the attribution to Captain John Parker, April 19, 1775. All members are authorized to wear this badge.

Section 2. All present and past Officers are entitled to wear the insignia from a neck ribbon.

Section 3. The President General and all Past Presidents General shall be authorized to wear the insignia mounted to a star of silver sunburst.

Section 4. For formal attire, the President General and all Past Presidents General may opt to wear a badge on the left waist pocket of the coat, the design of which shall consist of the insignia mounted to a large star of silver sunburst.

Section 5. Ladies are authorized to wear miniature insignia as charms, either mounted to the star indicating their role as present or past Officers, or not.

IX Amendments

Section 1. Any amendments to these bylaws will only be considered during annual meetings of the membership or a special meeting called for that purpose.

Section 2. Proposed amendments must be submitted in writing to the Secretary General no later than the last day of January prior to the annual meeting of the membership, and must be included in the notice sent out to the membership.

Section 3. A two-thirds affirmative vote of the members present in person or represented by a proxy and voting will be necessary for any proposed amendment to be enacted.

Section 4. The Secretary General will make all edits to the bylaws that are approved and that pass

during annual meetings of the membership. A listing of all edits will be added as an addendum to the bylaws.

X Dissolution

Section 1. Upon the dissolution of the Society, all assets shall be distributed only to organizations exempt from tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, or its successor provisions, or to the federal government, or to state or local government, for a public purpose. No part of the assets of the Society shall ever be distributed to or used for the benefit of a private individual or corporation, unless otherwise qualified as above set forth to receive the assets of the Society.

XI Liability, Indemnification, and Insurance

Section 1. Mandatory Indemnification. The Society shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, manager, member, officer, employee or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Society, and, with respect to any criminal action or proceedings, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Society, or with respect to any criminal action or proceedings, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Reimbursement. To the extent that present or former director, officer, employee or agent of the Society has been successful on the merits or otherwise in the defense of any action, suit or proceedings referred to in Section 1 of this Article, or in defense of any claim, issue or matter therein, such person may be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Procedure. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made with respect to a person who is a director or officer at the time of such determination (i) by a majority vote of the Council who are not parties

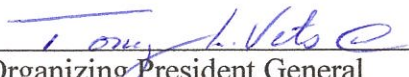
to such action, suit or proceeding even though less than a quorum, or (ii) by a committee of such Council designated by a majority vote of such Council, even though less than a quorum is not obtainable, or (iii) if there are not such Council, or if such Council so direct, by independent legal counsel in a written opinion, or (iv) by the members entitled to vote, if any.

Section 4. Advancement of Expenses. Expenses (including attorneys' fees) incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the current or former director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Society as authorized in this Article.


Section 5. Nonexclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Council, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrator of such a person.

WE HEREBY CERTIFIY that the foregoing are the bylaws of the Sons and Daughters of Officers of the Colonial Militia 1775-1783.

ATTEST:


Organizing President General

01 November 2021
Date


Organizing Secretary

1 November 2021
Date