

CCWR Organization & Bylaws

(Revised August 15, 2008)

Article I - Name and Purpose

Section 1 – Name

The name of this organization shall be known as the Comstock Civil War Reenactors, Incorporated hereinafter-called CCWR.

Section 2 – Purpose

The CCWR is an educational organization, which has as its purpose the sharing and perpetuation of knowledge about the American Civil War. This shall be done as close as possible in both appearance and activities. Our goal is the perpetuate public awareness of, and to stimulate interest in and the historical significance of the period in United States history termed “the War between the States,” and commonly called the American Civil War.

Article II – Meetings

Section 1 - Place of Meetings

All meetings of the Board of Directors (the Board) shall be a specific day of every month. All members of the Board shall be notified and provided an agenda in writing at least one week prior to the duly scheduled meeting of the board. Phone votes polling the entire board are allowed. The Secretary or Vice President will keep a list of phone votes with members votes listed and a synopsis of what was voted on and entailed at the next meeting. Email verification of votes will be done.

Section 2 - Annual Meetings

1. The meeting of the General Membership shall be held at an event annually, or as otherwise directed by the Board.
2. A quorum (Article III, Section 5) of Board Members must be present at any General Membership meeting in order to conduct general membership business.

Section 3

All meetings will follow the current Robert's Rules of Order also known as parliamentary procedures.

Article III - Directors

Section 1 - Powers

1. Subject to any limitations in the bylaws of the CCWR and to the provisions of the State of Nevada, the business and affairs of the organization shall be managed and all corporate powers shall be exercised by, or under the direction of, the board of directors known as the Board of Directors.
2. Directors shall serve without compensation.
3. The Board may appoint an executive committee of such Board, and may grant to such committee any of the powers and authority of the Board, and shall act only in the intervals between meetings of the Board, and shall be subject at all times to the control of the Board.

4. The Board shall maintain a written “**Policies and Procedures Manual**” that specifies the details of managing the corporate powers and daily conduct of reenactors via its various rules and regulations. The Board shall have sole power to add, delete, modify, or otherwise control the contents of this “Policies and Procedures” manual.

Section 2 – Number

The authorized number of directors shall be seven (7), all of whom are elected annually with full voting power. There may also be three (3) non-voting Directors-at-large, appointed by the authorized Board: Directors of Recruiting, Education and Cadet Corps. See Policies and Procedures for detail.

Section 3 - Titles of Board of Directors

The governing board, known, as the Board of Directors of the CCWR shall be comprised of an elected President, Vice-President, Secretary, Treasurer (known as the corporate officers) and, Confederate, Union and Civilian Brigade Commanders. They shall be aided in their efforts by three (3) appointed Directors-at-Large of Recruiting, Education and Cadet Corps.

Section 4 - Authority of Board Members

1. Each elected member shall have one equal vote and voice, except the President who may vote only in the event of a tie vote of the board
2. No board member may hold two (2) board positions simultaneously.
3. If any elected officer of the Board must be absent from a Board meeting, he/she may select a temporary replacement (for example – proxy voting member) to represent him/her at the meeting. The temporary replacement shall have the full authority of the absent Board member. The temporary replacement shall serve in this position for no more than three (3) meetings of the Board.
4. Board members missing more than three (3) meetings without a reasonable absence established by the Board may be removed from the board by a vote of a quorum.
- 5, The Board may appoint a Sgt. at Arms.

Section 5 - Quorum and Board of Directors Action

1. A quorum for all meetings of the Board shall consist of a majority of the whole number of Board Members elected four (4) with at least one of the corporate officers present.
2. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board, subject to the provisions of these bylaws and provisions of the State of Nevada.

Section 6 - Filling Vacancies

1. When a vacancy is created on the Board of Directors, either by reason of death, resignation, court-martial or by appointment, the Board shall have the authority to appoint a qualified CCWR member to fill the vacancy of office.
2. This position will be considered pro temp for such period as will allow adequate opportunity for the vacancy to be announced publicly to the general membership or the affected Brigade via an official mode of communication (i.e. The Call to Arms or the CCWR web site).
3. The Board will call for nominations or letters of intent to run, from the general membership, so that a duly called election may be conducted in order to fill the vacant office within 60 days of becoming vacant. If the vacancy occurs within five (5) months of the annual board elections, then the office shall be filled pro temp until the end of the official term.
4. The pro temp officer shall be selected from duly qualified candidates by a majority vote of the board of directors.

Article IV - Job Descriptions

Section 1 - Board Members

Qualifications for Board of Directors: Candidates for the elected positions of President, Vice President, Secretary, and Treasurer are open to all members of the CCWR who are over the age of 21, in good standing for at least one year immediately prior to nomination and during which they have served on a commission, committee, command staff or coordinated an event. A member of the represented corps may only hold positions of Brigade Commanders. The board shall appoint annually the positions of the Director's at large: of Recruiting, Cadet Corps and Education.

A. President

Responsibilities:

1. The responsibilities of the President shall include but be not limited to preside over all CCWR Board meetings and the General Membership meetings.
2. Accept responsibility for the overseeing of all CCWR sponsored events, finalize contracts of events already authorized, and confer with local, state or federal officials on behalf of CCWR business.
3. The president has the authority to delegate various tasks and responsibilities to qualified members of the CCWR and appoint all Commission and Committee Chairs.
4. Shall prepare the annual calendar of activities and present a tentative calendar to the General Membership no later than the last event of the year.
5. Shall be responsible for the inventory and maintenance of physical assets and distribution of all CCWR records to his successor by the first Board meeting in January.
6. Shall prepare and send to all Directors an agenda of all meetings one (1) week prior to each Board Meeting.
7. Shall attend all scheduled Board Meetings, the General Membership Meeting, and Scheduled Events, in case of a reasonable absence established by the Board of Directors.

8. The newly elected President shall receive from the previous President all records within 30 days of election. If a President resigns he will turn over all records within 15 days.

B. Vice President

Responsibilities:

1. The Vice-President shall assist the President in any business or matters directly related to the CCWR
2. Shall assume all duties of the President in the case of absence, appointment or death.
3. Shall with Board approval coordinate Public Relations and Media coverage for CCWR.
4. Shall ensure with board approval the web site is up to date.
5. Shall coordinates usage of CCWR logo for promotional advertising with Board approval.
7. Shall keep the board up to date with reports in all these public relations matters.
8. May assume any other responsibilities delegated by the Board.
9. Shall attend all scheduled Board Meetings, General Membership Meetings, and Scheduled Events, unless there is a reasonable absence established by the Board of Directors.
10. The newly elected Vice President shall receive from the previous Vice President all records within 30 days of election.

C. Secretary

Responsibilities:

1. The Secretary shall take minutes of every duly called CCWR Board of Directors and General Membership Meetings and present those same minutes at the next meeting.
2. Shall be responsible for handling the various forms used within the organization.
3. Shall type and mail any and all correspondence delegated by the board.
4. Will maintain a database of membership and all updated rules and regulations for a five-year period.
5. Shall assume any other responsibilities as delegated by the Board.
6. Is responsible for the issuance of membership cards. Shall attend all scheduled Board Meetings, General Membership Meetings, and Scheduled Events, unless there is a reasonable absence established by the Board of Directors.
7. The newly elected Secretary shall receive from the previous Secretary all records within 15 days.

D. Treasurer

Section 1 - Responsibilities:

1. The Treasurer is responsible for maintaining complete bookkeeping records showing all income and expenses of the CCWR and present a monthly report at Board meetings.
2. Will prepare accounting books for yearly Audit Committee to be audited and statements submitted to the State and Federal tax authorities and to present an end of the year statement at the first meeting of the Board of Directors.

3. Will receive all monies due the CCWR and deposit into CCWR bank accounts.
4. Will keep master files on each member of the CCWR including copies of membership applications with liability release and payment of dues.
5. Will, with authorization from the Board of Directors, disperse money from the CCWR accounts for expenses of the CCWR
6. Will assume any other responsibility, which may be delegated by the President or Board of Directors.
7. Shall attend all scheduled Board Meetings, General Membership Meetings, and Scheduled Events, unless there is a reasonable absence established by the Board of Directors.
8. The newly elected Treasurer shall receive from the previous Treasurer all records within 15 days of election.
8. The Treasurer of the CCWR shall prepare a past year budget annually. It shall be presented to the Board at the first meeting of the year.
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Section 2 - Donations

All monies or donations collected by CCWR members must be made directly to the Comstock Civil War Reenactors, Inc. The CCWR Treasurer will then forward onto the individual units, companies, or brigades the monies or donations that the donor had specified for a specific person or unit. Individual members, companies, brigades may collect donations directly to them. The exception to this is the monies collected at events by the Civilian Brigade, which is to be divided into four (4) equal portions; one each to the CCWR organization, the Union, Civilian and Confederate Brigades.

****See Policies and Procedures Manual for further details****

E. Brigade Commanders

Section 1 - Qualifications: The Brigade Commander must be elected by the Brigade membership with a majority vote in a duly called election meeting. The Brigade Commander must be a member in good standing with the Confederate, Civilian or Union Brigade he/she has been elected to represent. In the event the Commander is unable to continue with their duties, the duly appointed representative shall take their place until the Brigade can hold a duly constituted election within 30 days.

Section 2 - Responsibilities:

1. Plan and implement all Brigade activities for CCWR sponsored events.
2. Coordinate battlefield and in camp reenactment scenarios with the respective CCWR Brigade Commander counterpart.
3. Act as the Brigade's liaison at events with the event coordinator.
4. Between events and throughout the year, the Brigade Commander is the representative to the Board of Directors from the Brigade.
5. The Brigade Commander may delegate a member of the Brigade Proxy with the full authority to represent the Brigade at board meetings in his absence.
6. Coordinate Brigade activities with the Board and event coordinator.
7. Principle spokesperson for the Brigade.
8. Enforce the rules and regulations of the CCWR and support the decisions and directives from the Board.

9. Communicate with such Brigade Commander's CCWR counterparts in a manner to maintain friendly relations between Brigades.
10. Appoint Brigade executive staff positions.
 - a. comprised of staff officers and commanding officers of units within the Brigade;
 - b. responsible for determining the by-laws and policies & procedures within the Brigade; and
 - c. creating input and feedback regarding event planning for the board representatives' presentation to the CCWR Board.
11. The Brigade Commander is ultimately responsible after the Board for all that occurs within the Brigade.
12. The rank of the CCWR Brigade Commander shall be that of Colonel, except for Civilians who shall be called Commander and in certain scenarios that the Board may dictate the need for a higher rank or until changed by amendment to these bylaws.
13. Shall be responsible to ensure the maintenance of current ledgers that will list all Brigade financial and material activities. The President may call for ledgers at any Board meeting.

F. Civilian Brigade Exceptions:

A civilian is defined as any member who is not primarily involved in a military unit.

G. Director of Recruiting at Large:

Responsibilities include, but are not limited to

1. Liaison between the board and Brigade Commanders at all recruitment events, and will be the point of contact for all recruiting efforts.
2. Notify CCWR members about any recruiting events.
3. Will endeavor to seek new ways and means to reach out to the public in the CCWR's geographic region to assist with recruiting new members.
4. Will endeavor to maintain a calendar of recruiting events and efforts and assist the CCWR members interested in being a part of said programs, by making available, if possible, information to facilitate their involvement.
5. Will make a report to the board at monthly meetings.
6. Will actively seek out occasions and venues to increase the recruiting efforts of the CCWR.
7. Should attend all scheduled Board Meetings, General Membership Meetings, and Scheduled Events, unless there is a reasonable absence established by the Board.
8. The newly Appointed Director of Recruiting shall receive from the previous director all records within 30 days of appointment.

9. In the absence of the Director of Recruiting, the Board may appoint any member in good standing to assume assigned duties.

H. Director of Education at Large:

Responsibilities include, but are not limited to:

1. Liaison between the educational community and the pool of educational/school presenters in individual education institutions and on school days. The Education director will be the point of contact for all learning institutions.
2. Will then notify CCWR members who have made themselves available for school presentations in order to coordinate a Civil War presentation program for the inquiring institution or event.
3. Will endeavor to seek new ways and means to reach out to the educational institutions in the CCWR's geographic region to assist with enhancing classroom learning of the American Civil War.
4. Will endeavor to standardize school presentation programs and assist the CCWR members interested in being a part of said programs, by making available, if possible, an outline and materials that will be useful in the program.
5. Will make a report to the board at monthly meetings.
6. Should attend all scheduled Board Meetings, General Membership Meetings, and Scheduled Events.
7. The newly appointed Director of Education shall receive from the previous director all records within 30 days of a new appointment.

I. Director of Cadet Corps:

Responsibilities include, but are not limited to:

1. Liaison between the Cadet Corps and the Board.
2. Direct the training of all cadets ages 13 and under.
3. Will be the point of contact for interactions with the cadets.
4. Will be responsible for directing non-partisan training of Cadets in various aspects of historical re-enacting, including but not limited to: infantry, cavalry, and artillery.
5. Will endeavor to seek new ways and means to include cadets in the CCWR's geographic region to assist with enhancing learning about the American Civil War.
6. Will endeavor to standardize the cadet training and assist the CCWR members interested in being a part of said programs, by making available, if possible, an outline and materials that will be useful in the program.
7. Will make a report to the board at monthly meetings.
8. Should attend all scheduled Board Meetings, General Membership Meetings, and Scheduled Events, unless there is a reasonable absence established by the Board.
9. The newly appointed Director of Cadet Corps shall receive from the previous director all records within 30 days of a new appointment

Article V - Recall Procedure

Any members of the Executive Board elected by the members may be subject to recall upon filing with a director a recall petition signed by at least ten (10) percent of the then current members in good standing of the CCWR. The Director shall submit this petition to the next meeting of the Board.

****See Policies and Procedures Manual for further details****

Article VI Safety Rules

All members of the CCWR will be expected to read, pass a written test and be familiar with these rules before engaging in any annual event or activity. Any member violating these safety rules and regulations is subject to disciplinary action and/or courts-martial.

****See Policies and Procedures Manual for complete safety details****

Article VII - Elections

The CCWR will hold annual elections every year for CCWR Board officers in December. An Election Board of three members will conduct the election, one from each Brigade.

****See Policies and Procedures Manual for further details****

Article VIII – Audit

The CCWR will have an annual audit conducted by an audit committee consisting of the Treasurer and two (2) additional members in good standing who have been appointed by the Board President.

****See Policies and Procedures Manual for further details****

Article IX - Enforcement of CCWR Rules

1. The Board of Directors shall have the summary power by vote of a simple 2/3 of its members, to suspend, expel and terminate the membership of any member of said corporation for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely, in its opinion, to endanger the welfare, safety, interests, or character of the organization, or for any conduct in violation of these by-laws or the policies and procedures of the corporation, which may be made from time to time. Such action by the Board may be taken at any meeting of such board upon the initiative of any member of the corporation. The Proceedings of the Board in such matters shall be final and conclusive.

2. Alternatively, the Board may elect at its sole discretion to hold a court of inquiry or a court martial as detailed in the Policies and Procedure Manual.

Article X - Membership

1. Membership in the CCWR shall not be denied on the basis of sex, race, or religion.
2. Additional membership policies will be set forth in Policies and Procedures.
3. Members joining at the last re-enactment of the year will start their membership in the following year.

Article XI - Amendments and Board of Directors' Meetings

Section 1. Amendments

1. This document of CCWR organization (known as the CCWR Bylaws) may be amended by a majority vote on the Board then sent to the general membership for approval. Ratification shall be by simple majority of those voting.
2. Subject to the limitations of the laws of the State of Nevada, the Articles of Incorporation may be amended, new by-laws may be adopted, or these by-laws may be amended or repealed.

****See Policies and Procedures Manual for further details****

Section 2. Board of Director's Meetings

Board of Directors meeting should be held once a month. Date, place and time to be determine by the Board members and approved by the President.

****See Policies and Procedures Manual for further details****

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