

THIRD BATTERY, FIRST MICHIGAN LIGHT ARTILLERY INC. BYLAWS**Article 1. OFFICIAL NAME**

Section 1. The name of the organization shall be the Third Battery, First Michigan Light Artillery, Inc., subsequently referred to as the 3rd Battery.

Article 2. PURPOSE, FINANCING & PROHIBITED ACTIONS

Section 1. Purpose:

- (a) The 3rd Battery is organized exclusively for charitable and educational purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (as it may be amended). More specifically, the purpose of the 3rd Battery is to foster and preserve the history of the Civil War era (1861-1865) by enhancing the general public's knowledge and understanding of this era through public demonstrations and discussions of living history Civil War battle re-enactments, camp-life demonstrations, military drills, parades, memorial ceremonies, live fire competitions, and other related public portrayals of historically accurate Civil War era military and civilian life styles and activities.

Section 2. Financing:

- (a) The 3rd Battery shall be financed through membership dues, public donations, funds from state and local units of government for reimbursement of incurred costs by the 3rd Battery to participate in Civil War era portrayals and through fund raising activities.

Section 3. Prohibited Action:

- (a) The 3rd Battery shall not be conducted for profit. No part of the net earnings of the 3rd Battery shall inure to the benefit, or be distributed to its members, officers or other private persons, except that the 3rd Battery shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article 1, Section 1 of these By-laws. No substantial part of the activities of the 3rd Battery shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 3rd Battery shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-laws, the 3rd Battery shall not exercise any power nor engage in any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (as it may be amended) or as a corporation that may receive contributions which are deductible to their donors under Section 170(c)(2) of the Internal Revenue Code of 1954 (as it may be amended). The 3rd Battery, being strictly non-sectarian and non-partisan, shall not introduce or discuss or foster sectarian or partisan topics.

Article 3. MEMBERSHIP

Section 1. Member Qualifications:

- (a) Membership in the 3rd Battery shall be open to persons 18 years of age or older who desire to authentically participate in Civil War era events and activities pursuant to Article 1, Section 1 of these By-laws, subject to the Rules of the 3rd Battery. Application for membership shall be made in a form to be prescribed by the Board. The Board may deny the application of any person who, in its judgment, would compromise the reputation or safety of the 3rd Battery, or its members.
- (b) All applications shall be reviewed by the Board and approved or denied.
- (c) Applicants shall be notified of the Board's decision in a timely manner.
- (d) Denied applicants may appeal the Board's decision per Article 3, Section 5

Section 2. Associate Membership and Sponsorship:

- (a) Persons desiring membership into the 3rd Battery, who are under 18 years of age but at least 15 years old, may be admitted as an associate member provided that:
 - 1. The person is a family member of a 3rd Battery member and shall be under the sponsorship, guidance and supervision of said 3rd Battery member at all times, or
 - 2. The person is not a family member of a 3rd Battery member but has secured a 3rd Battery member who is willing to assume the responsibilities of their sponsorship, guidance and supervision. The person shall have received membership approval by a majority vote of the active members at a general membership meeting.
- (b) Associate members must pay annual dues. An associate member is eligible to vote at annual and special meetings. An associate member is not eligible to hold a Board position or military rank.
- (c) All 3rd Battery members, who are minors, must be under the supervision of an adult 3rd Battery member when his/her parent or legal guardian cannot be present at a 3rd Battery event or activity. Approval, for a minor to participate in a 3rd Battery event or activity, must be agreed to by a parent or legal guardian and the designated supervisory adult 3rd Battery member.
 - 1. The person, who agrees to be responsible for one or more minors, shall have a Board approved Release and Authorization for Medical care form for each minor. The form(s) must be signed by the minor's parent(s) or legal guardian(s).
 - 2. See Addendum 5 for the form.

Section 3. Dues:

- (a) Each voting member of the 3rd Battery shall be assessed annual dues. Annual dues shall be set yearly by the Board and are subject to approval by a majority vote of the members present at the annual membership meeting. Payment of dues shall be a condition for voting at the annual meeting and at all special meetings.
- (b) Membership dues shall be paid to the Treasurer on or before the day of the annual meeting. In the event that the Board recommends an increase or a decrease in the membership dues for the upcoming year; the payment of dues, by 3rd Battery members, may be temporarily suspended until such time as the amount of the dues has been approved by a majority vote of the eligible voting members, who are present at the annual meeting.
- (c) The due date for membership dues will be the date of the annual meeting with a 30 day grace period to maintain membership status. Failure to pay membership dues by the end of the grace period will result in the lapse of a person's 3rd. Battery membership unless the member is granted a Board approved extension to the due date. A person, whose membership has lapsed and who has not been granted a Board approved extension, must reapply for membership if they want to become a member. Members, who mail their dues to the Treasurer, must have their letter postmarked on or before the date of the annual meeting.
- (d) Active duty military personnel, who are former 3rd Battery members or who have previously participated under a 3rd Battery family membership, can participate at events, while on leave, without paying dues.

Section 4. Inactive Membership:

- (a) Any member of the 3rd Battery may request to be placed on inactive status. Requests for inactive status must be made no later than the 30 grace period for paying dues. During this period, the inactive member shall forfeit all military rank and voting privileges and shall not be subject to dues assessment. The inactive member shall be permitted to remain on inactive status for a period of one year. At the end of the one year period, the inactive member shall be required to request an extension of the inactive status or voluntarily terminate their membership by submitting this request to the Board in writing. Failure to comply with either requirement may be considered as cause for membership termination and may be pursued by the Board, pursuant to Article 3, Section 5, of these By-laws.

Section 5. Termination of Membership:

- (a) Any member's membership may be terminated for cause by a vote of the Board at a board meeting. A member, who is under consideration for membership termination, shall be given written notice of the reasons for the proposed termination at least fifteen days prior to the Board meeting. The notice shall be in writing and mailed to the last known address of the member. A person, whose membership has been terminated by the Board, shall have the right to appeal the Board's decision to the membership of the 3rd Battery at the next annual or special meeting. The meeting shall be held within 90 days of the date of the membership termination. Membership may be reinstated by a two-thirds majority vote of the members present at that meeting.
- (b) Terminated members shall be notified in writing by the Board Secretary.
- (c) Terminated members shall forfeit all privileges, responsibilities and military rank in the 3rd Battery and shall surrender any and all 3rd Battery property and records in their possession. The 3rd Battery will refund a pro-rata share of the member's dues for that year.

Section 6. Voluntary Resignation

- (a) Any member; at any time, may resign their membership in the 3rd Battery without cause by submitting their intent in writing to the Board.
- (b) Resigned members shall forfeit all privileges, responsibilities, dues and military rank in the 3rd Battery and shall surrender any and all 3rd Battery property and records in their possession.

Section 7. New Member Probation Period:

- (a) All new members and associate members of the 3rd Battery shall be subject to a one year probation period. During this time, the probationary member shall be requested to acquire an authentically styled, Civil War uniform and or civilian accouterments pursuant to Article 3, Section 8 of these By-laws and to make every effort to learn authentic military drills and mannerisms. An extension of the probation period may be granted by the Board to any probationary member who is actively trying to comply with this Section and who has been actively attending meetings.

Section 8. Member Clothing Requirements:

- (a) Each new member of the 3rd Battery shall elect to participate in either the military unit or an authentic civilian portrayal consonant with the Civil War era, 1861-1865.
- (b) Members, who elect to participate in the military unit of the 3rd Battery, shall be required to have by the end of their probationary period the following items:
 - 1. (1) blue Union artillery uniform coat or a blue Union 4- button fatigue coat
 - 2. (1) pair sky-blue Union wool trousers, plain with no stripes (only the NCO's will wear stripes, as per regulation, on their trousers, if they so desire)
 - 3. (1) regulation or period style shirt (wool, linen, or cotton)
 - 4. (1) Union model 1858 forage cap or "McClellan" or "Chasseur" style cap, or mode 1858 army hat worn as a slouch. All hat insignia to be of the Civil War pattern and may be worn at the discretion of the member.
 - 5. (1) pair black regulation 1851 Jefferson brogans or Wellington-style boots
 - 6. (1) pair Civil War period suspenders
- (c) The following is a list of recommended optional items. It is intended to show what was carried or used by the Civil War artilleryman. This is only a partial list of what is available.
 - 1. great coat, mounted or infantry style
 - 2. model 1851 artillery saber belt with belt plate
 - 3. wool socks
 - 4. canteen
 - 5. haversack
 - 6. gum blanket/ poncho
 - 7. tin cup
 - 8. flatware
 - 9. frying pan
 - 10. hatchet
 - 11. wool blanket
 - 12. period tent, shelter half, wedge, wall tent, or Sibley
 - 13. vest, military or civilian period style
- (d) A member, in order to participate with the military at an event, must wear an acceptable uniform.

- (e) Members, who elect to participate in a civilian impression of the 3rd Battery at an event, shall be required to wear appropriate civilian attire.
- (f) Ladies, who participate in the civilian unit of the 3rd. Battery, shall be required to have by the end of their probationary period the following items:
 - 1. (1) period style work dress or day dress
 - 2. appropriate undergarments
 - 3. (1) pair period style shoes
 - 4. stockings should have the appearance of natural fiber
 - 5. (1) period style bonnet
- (g) The following is a recommended optional item for ladies.
 - 1. (1) period style ball gown
- (h) Men, who participate in the civilian unit of the 3rd. Battery, shall be required to have by the end of their probationary period the following items:
 - 1. (1) period style civilian frock or sack coat
 - 2. (1) pair period style civilian trousers
 - 3. (1) period style shirt (wool, linen, or cotton)
 - 4. (1) pair period style shoes
 - 5. (1) period style civilian hat
 - 6. stockings should have the appearance of a natural fiber
- (i) The following is a list of recommended optional items for men.
 - 1. period style civilian vest
 - 2. period style cravat
- (j) Children will be appropriately attired according to their age.

Article 4. OFFICES

Section 1. The 3rd Battery shall have and continuously maintain in the State of Michigan a registered office located at 16913 10 Mile Road, Battle Creek, Michigan 49014. The 3rd Battery may change, by resolution of the Board, the location of the registered office to any other place in Michigan.

Article 5. MEETINGS OF THE MEMBERS

Section 1. Place:

- (a) All regular and special meetings of the members shall be held at a place within or without the State of Michigan, as specified by the Board.

Section 2. Notice:

- (a) Except as otherwise provided by this Article, written notice of the time, place, and purpose of a meeting shall be given, not less than 5 or more than 60 days before the date of the meeting. Notice shall be given, either personally or by mail, to each member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been given when it has been deposited in the United States mail, with the proper postage prepaid, and directed to the member at the address which appears on the records of the 3rd Battery

Section 3. Annual Meeting:

- (a) An annual meeting of members for the election of the Board and for such other business as may come before the meeting shall be held during the first quarter of each year beginning in 1988. Notice of the annual meeting shall be given in the Notice of the Meeting, unless such action is taken by written consent as provided in the Non Profit Corporation Act MCL 450.2407. The following items of business shall be included at required annual meetings and at special meetings of the members:

1. Calling the roll
2. Reading, correcting, and approving the minutes of the previous meeting
3. Report of officers
4. Report of committees
5. Elections
6. Unfinished business
7. New business

Section 4. Special Meetings:

- (a) Upon notice, a special meeting of the members may be called by the Board at such time and place and for the transaction of such business as may be designated in the Notice of the Meeting. A special meeting shall be called by the Board upon the written request of not less than 10% of all of the members entitled to vote at a meeting.

Section 5. Adjournment:

- (a) When a meeting is adjourned to another time or place, notice shall be given according to the provisions of Article 5, Section 2 of these By-laws. However, these provisions may be waived upon approval of a continuance.

Section 6. Record Dates:

- (a) For the purpose of determining the members entitled to notice of, or to vote at, a meeting of members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, the record date shall be the close of business on the date one day before the day on which notice is given or, if no notice is given, one day before the day on which the meeting is held. The above dates shall not be more than 60 days, nor less than 5 days, before the date of the meeting, nor more than 60 days before any other action. When a determination of members of record entitled to notice of or to vote at a meeting of members has been made as provided above, the determination applies to any adjournment of the meeting.

Article 6. BOARD

Section 1. General Powers:

- (a) Except as otherwise provided in the Act or the Articles, the business affairs of the 3rd. Battery shall be managed by its Board. The Board shall have general management and control of the business and affairs of the 3rd Battery and shall exercise all of the powers that may be exercised or performed by the 3rd Battery under the statutes of the State of Michigan, the Articles of Incorporation, and the 3rd Battery By-laws.

Section 2. Number:

- (a) The number of members sitting on the Board shall be six.

Section 3. Term of Office:

- (a) A Board member shall hold office for the term elected and until a successor is elected and qualified, or until the Board member resigns or is removed. At the first annual meeting of the members, the members shall elect Board members. The Board members, so elected, shall hold office until the succeeding annual meeting, at which time the members shall again elect Board members. The term of office shall be from annual meeting to annual meeting. A person appointed to fill a vacant office shall serve from the time of appointment until the next annual meeting.
- (b) No member shall hold the office of President for more than two consecutive elected terms.

Section 4. Resignation:

- (a) A Board member may resign by written notice to the 3rd Battery. The resignation is effective upon its receipt by the 3rd Battery or a subsequent time as set forth in the notice of resignation.
- (b) A Board member, who verbally expresses his intention to resign at a membership or a board meeting, shall be suspended from office pending a written resignation.

Section 5. Removal:

- (a) Any number of Board members may be removed from office; for cause, by a majority vote of the eligible voting members present at a special meeting.

Section 6. Suspension and Removal:

- (a) An officer, who was elected by the membership or appointed by the Board, may be suspended by the Board for cause.
- (b) The Board must convene a special meeting of the membership to petition the eligible voting members for the permanent removal of a suspended Board member from office.
 1. The meeting must be held within 45 days of the date of the suspension of the officer from the Board. If, the special meeting is not held within the allotted time then, the member shall retain the office that was temporarily suspended.

2. The Board shall not have the authority to invoke the suspension of a Board officer more than once per fiscal year. The Board may call a second special meeting of the membership for the purpose of having a second membership vote for the permanent removal of a Board officer.

Section 7. Vacancies:

- (a) Board vacancies shall be filled by the affirmative vote of a majority of the remaining Board members, subject to concurrence by a majority vote of the membership.
- (b) All vacant Board positions must be filled within 45 days of the date of the vacancy.

Section 8. Regular Meetings:

- (a) A regular meeting of the Board may be held either within or without the State of Michigan. A regular meeting may be held when a quorum of Board members are present without written notice. Regular meetings of the Board shall be held whenever the Board deems necessary. The business to be transacted at, and the purpose of, a regular meeting need not be specified in the notice or waiver of notice of the meeting

Section 9. Special Meetings:

- (a) Special meetings of the Board may be called by the Board President or shall be called by the Board Secretary upon the written request of two Board members. Such meetings may be held either within or without the State of Michigan. A special meeting shall be held only when notice of the time and place thereof is mailed to each Board member, at the address which appears on the records of the 3rd Battery, at least five business days before the day on which the meeting is to be held, or sent to such place by telephone or delivered personally, not later than the day before the day on which the meeting is to be held. The business to be transacted at, and the purpose of, a special meeting need not be specified on the notice or waiver of notice of the meeting.

Section 10. Attendance Constituting Waiver of Notice:

- (a) At regular and special meetings, attendance of a Board member at a meeting constitutes a waiver of notice of the meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. Meeting by Conference Telephone:

- (a) A member of the Board or of a committee designated by the Board may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting conducted in this fashion constitutes presence in person at the meeting.

Section 12. Quorum:

- (a) A quorum at a meeting for the transaction of business is constituted by a majority of the members being present. Action adopted by a majority of the members present at a meeting, at which a quorum is present, constitutes the action of the Board or of the committee. At all meetings of the Board, each Board member shall have only one vote.

Section 13. Adjournment:

- (a) In the absence of a quorum, a majority of the Board members present at the time and place of any meeting may adjourn such meeting from time to time until a quorum is present

Section 14. Consent of Board Members without a Board Meeting:

- (a) Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, before or after the action, all members of the Board consent in writing; the written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect, for all purposes, as a vote of the Board.

Section 15. Chairperson:

- (a) At all meetings of the Board, the President, if present, shall preside. If, the President is absent then, the Vice-President shall preside. If, the Vice-President is also absent then, a chairperson; who shall be chosen by the remaining Board members, shall preside.

Section 16. Compensation:

- (a) Board members shall not receive, as such, any salary from the 3rd Battery.

Section 17. Discharge of Duties by Board Members:

- (a) A Board member shall discharge the duties of their position in good faith and with that degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances in a like position. In discharging those duties, a Board member, when acting in good faith, may rely upon the opinion of counsel for the 3rd Battery, upon the report of an independent appraisers elected with reasonable care by the Board, or upon financial statements of the 3rd Battery represented to be correct by the President or the officer of the 3rd Battery having charge of it's books of account, or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the 3rd Battery.

Section 18. Board Liability for 3rd Battery Actions:

- (a) A director or officer shall not be personally liable to the 3rd Battery or its members for monetary damages, when acting in good faith in the discharge of the duties of that position or when otherwise acting in compliance with Section 541 of the Non Profit Corporation Act. This provision shall not eliminate or limit the liability of a director or officer for any of the following:
 - 1. A breach of the director's or officer's duty of loyalty to the 3rd Battery or its member's;
 - 2. Acts or omissions not in good faith, or those that involve intentional misconduct or a known violation of the law;
 - 3. A violation of Section 551(1) of the Non Profit Corporation Act;
 - 4. A transaction from which the director or officer derived an improper personal benefit;
 - 5. An act or omission occurring before the date of adoption of this Section;
 - 6. An act or omission that is grossly negligent;
 - 7. Any action prohibited by the Non Profit Corporation Act
- (b) The 3rd Battery assumes all liability to any person, other than its members, for all acts or omissions of its directors or officers, occurring on or after the date of adoption of this Section, to the fullest extent allowed by Michigan law, and shall indemnify a director or officer pursuant to Sections 561 through 569 of the Non Profit Corporation Act (MCLA 450.2561-2569) (Revised 16 January 1994)

Section 19. Presumption of a Board Member's Concurrence in Absent of Dissent:

- (a) A Board member, who is present at a meeting of the Board or committee thereof of which he/she is a member and at which an action is taken on a corporate matter (referred to in Section 551 of the Nonprofit Corporation Act), is presumed to have concurred in that action unless a dissent is entered in the minutes or unless a written dissent to the action is filed with the person acting as secretary of the meeting before or promptly after the adjournment. The right to dissent does not apply to a Board member who voted in favor of the action. A Board member, who is absent from a meeting of the Board or a committee thereof of which he/she is a member and at which any such action is taken, is presumed to have concurred in the action unless a written dissent is filed with the Secretary of the 3rd Battery within a reasonable time after he/she had knowledge of the action.

Article 7. COMMITTEES

Section 1. Committee Formation:

- (a) The Board may create committees whose purpose and powers shall be specified by the Board. The President shall appoint members to committees and the Board shall confirm the appointments.

Section 2. Powers:

- (a) A committee may exercise all of the powers and the authority given to it by the Board in the management of the business affairs of the 3rd Battery. However, such a committee does not have the power or authority to:
 1. Amend the Articles of Incorporation,
 2. Adopt an agreement of merging or consolidation,
 3. Recommend to the members the sale, lease or exchange of all or substantially all of the 3rd Battery's property and assets,
 4. Recommend to the members' dissolution of the 3rd Battery or the revocation of dissolution,
 5. Amend the By-laws of the 3rd Battery,
 6. Fill vacancies in the Board,
 7. Fix compensation of the Board for serving on the Board.

Article 8. OFFICERS

Section 1. Number and Election:

- (a) The officers of the 3rd Battery shall consist of a President, Vice-President, Secretary, Treasurer, Military Member-at-Large, and Civilian Member-at-Large. The Board shall not elect or appoint; except in the case of vacancies in the Board pursuant to Article 6, Section 7 of these By-laws, the officers, but rather they shall be elected by the members entitled to vote at each annual or special meeting.

Section 2. The President:

- (a) The President shall represent the 3rd Battery, declaring it's will and in all things obeying its commands. The President shall have general charge of the administrative, legal, and corporate affairs and the official meetings of the 3rd. Battery. The President shall have other such powers and duties as are incident to the office and not inconsistent with these By-laws: or at any time shall be assigned by the Board.
- (b) The President shall not have authority over meetings conducted by the Military unit or the Civilian unit of the 3rd. Battery while they are in the discharge of their respective duties.
- (c) The President, or his designee, shall be responsible for all communication; negotiation and registration of the 3rd. Battery for all events that the 3rd Battery wishes to attend.

Section 3. The Vice-President:

- (a) The Vice-President shall assist the President in the performance of the duties of the office and shall assume the duties and responsibilities of the office of President in the case of the President's absence. The Vice-President shall serve as ex-officio member of all standing committees created by the Board.

Section 4. The Secretary:

- (a) The Secretary shall be the custodian of all of the original records and documents of the 3rd Battery, except those documents which are the responsibility of the Treasurer. The Secretary shall be responsible for the following tasks:
 1. Preparation of all 3rd Battery meeting minutes,
 2. Circulation of the newsletter,
 3. Maintenance of the current active member, associate member, and inactive member rosters.
 4. Perform all other duties that usually pertain to the office of Secretary or as are defined by and under the direction of the Board.

Section 5. The Treasurer:

- (a) The Treasurer shall be accountable for the receipt and disbursement of funds and property on behalf of the 3rd Battery. The Treasurer shall:
 1. Regularly enter into the books of the 3rd Battery a complete account of all funds and property received and disbursed by the 3rd Battery,
 2. Render a written account of all of the 3rd Battery's accounts to the active members at the annual meeting and at special meetings,
 3. Exhibit the account books of the 3rd Battery and all securities, vouchers, papers and documents of the 3rd Battery in his/her possession to any Board member upon reasonable request,
 4. File all tax and corporation financial reports required of the 3rd Battery;
 5. Perform an annual audit prior to the annual meeting,
 6. Perform all other duties that are incident to the office of Treasurer or as are defined by and under the direction of the Board.

Section 6. The Military Member-At-Large:

- (a) The Military Member-at-Large shall be in charge of all military aspects of the 3rd Battery as assigned to the ranking military officer, by Article 11- Military Unit of the 3rd Battery.
- (b) The highest ranking elected military officer will automatically fill the position of Military Member-at-Large.

Section 7. The Civilian Member-At-Large:

- (a) The Civilian Member-at-Large shall coordinate the civilian aspects of the 3rd Battery.
- (b) The duties shall include, but are not restricted to civilian activities such as: interactions with the public at events and activities; and the sharing of information on the Civil War era in the areas of; civilian; dress, etiquette, and lifestyles in general.

Article 9. GENERAL PROVISIONS:

Section 1. 3rd Battery Books, Records, and Minutes:

- (a) The 3rd Battery shall keep books, records of account, and minutes of the proceedings of its members, the Board, and its committees, if any. The books, records, and minutes may not be kept outside of the State of Michigan. The 3rd Battery shall keep at its registered office, which is located within the State of Michigan, a membership roster containing the names and addresses of all of its members and the respective dates when they became members. Any of such books, records, or minutes may be in written form or in any other form capable of being converted into written form. These records will be provided; without charge, upon written request, to any person entitled to inspect them.

Section 2. Corporate Seal:

- (a) The 3rd Battery shall have power, in furtherance of its corporate purposes, to have a corporate seal, to alter the seal, and to use it by causing it or a facsimile to be affixed, impressed or reproduced in any other manner. The 3rd Battery's seal shall be in the form of a circle and shall bear the name of the 3rd Battery, the year of the 3rd Battery's incorporation, and it shall indicate the 3rd Battery's formation under the laws of the State of Michigan.

Section 3. Rules and Regulations:

- (a) The Rules, regulations, processes, and procedures shall be determined and documented in addenda to these Articles by the Board, and they may be appealed, amended or added to as deemed necessary by the Board of Directors.
- (b) All formal military and corporate meetings of the 3rd. Battery shall be run by Robert's Rules of Order.

Article 10. FINANCIAL PROCEDURES AND RESTRICTIONS ON TRANSACTIONS

Section 1. Fiscal Year:

- (a) The fiscal year of the 3rd Battery shall coincide with terms of office.

Section 2. Financial Statements:

- (a) Financial statements of the 3rd Battery, prepared in accordance with generally accepted accounting principles, shall be prepared shortly before the annual audit. Financial statements and fiscal records shall be subject to the annual audit; the results of which are to be reported to the Board, by the Treasurer.

Section 3. Deposits and Withdrawals of Funds:

- (a) All funds of the 3rd Battery, which are not otherwise employed, shall be deposited in a reliable depository as the Board may direct. The President or the Treasurer may withdraw or disperse funds on checks and drafts. Neither the President nor the Treasurer shall withdraw or disperse funds in excess of \$200.00 in any one single instance without receiving the written approval of the President, the Treasurer and one other Board officer.

Section 4. Contracts:

- (a) The President, with the approval of the Board and a majority approval vote of the members entitled to vote at an annual or a special meeting, may enter into any contract or execute or deliver any instrument in the name of the 3rd Battery.

Article 11. MILITARY UNIT OF THE 3RD BATTERY

Section 1. Membership:

- (a) All new 3rd Battery members electing to join the military unit of the 3rd Battery and all reinstated members, who are joining the military unit, shall come into the military unit as privates.

Section 2. Rank Structure:

- (a) The rank structure of the 3rd Battery's military unit shall be composed of privates, noncommissioned officers and may have commissioned officers. No active member of the 3rd Battery shall hold the rank of a commissioned officer in the military unit unless they are elected to such rank by a majority vote of the active membership present at the annual meeting. The chain of command at an event will be vested in the highest elected officer or noncommissioned officer, or a commissioned officer may be temporarily brevetted from the NCO ranks for a maximum period of the duration of the event.
- (b) The ranking officer, or in their absence the ranking noncommissioned officer, shall be able to appoint qualified members of the Battery to serve as NCO's; at an event, when it is necessary to fill open positions on the gun detachment(s).
- (c) The ranking officer, or in their absence the ranking noncommissioned officer, shall be able to appoint a qualified and elected NCO to serve as a brevetted officer; at an event,

when it is necessary to fulfill an event 's rank structure requirements.

- (d) In the event that an event requires two or more commissioned officers to be brevetted to fulfill the rank structure requirements then, the elected commissioned officer shall be brevetted up one rank, with additional officers brevetted to fill the lower officer ranks.
- (e) If, there are no elected commissioned officers available at an event where two or more officers are required then, the ranking NCO shall be able to appoint qualified and elected NCO's to serve as brevetted officers as they see fit.

Section 3. Officers and Noncommissioned Officers:

- (a) See Addenda 1 "Officers and Noncommissioned Officers."

Section 4. Election of Noncommissioned and Commissioned Officers:

- (a) Noncommissioned and commissioned officers shall be elected by ballot of the members entitled to vote at the annual meeting of the 3rd Battery.
- (b) The President of the Board is disqualified to be a candidate for the elected ranking commissioned officer or the ranking NCO.
- (c) See Addenda 2 "Election Procedures" for the proper election procedures.

Section 5. Term of Office:

- (a) The term of office for noncommissioned and commissioned officers shall be for one year, from annual meeting to annual meeting. Noncommissioned and commissioned officers may serve for unlimited consecutive terms.

Section 6. Removal of Noncommissioned and Commissioned Officers:

- (a) The Board may invoke a temporary removal of rank of any noncommissioned or commissioned officer for cause, and shall petition the active membership for the permanent removal of the officer's rank at a special meeting of the 3rd Battery.
 1. This meeting shall be held within 45 days of the removal by the Board. If, the meeting is not held within the allotted time then, the member shall retain the rank which was temporarily removed.
 2. If, the Board votes to temporarily remove a member's rank then, a notice of the proposed permanent removal of rank by the membership shall be; written by the Board Secretary, approved by the Board members, and mailed to the member's address of record on the membership roster. The notice shall list or explain the reasons for the member's temporary removal of rank and it shall be mailed at least fifteen days prior to the special membership meeting.
 3. The Board shall not have the authority to invoke the temporary removal of rank of a person more than once per fiscal year. However, it may petition the members for a vote of permanent removal of rank a second time.

- (b) The permanent removal of rank of any noncommissioned or commissioned officer, for cause, shall be by the approval of the active membership at a special meeting of the 3rd Battery.
- (c) Any noncommissioned or commissioned officer may forfeit their rank by submitting in writing their resignation to the Board and having said resignation be accepted by the Board.
- (d) Any vacancy occurring in a noncommissioned or commissioned officer position may be permanently filled by a majority vote of the Board, subject; however, to confirmation by a majority approval vote of the active members present at an annual or special meeting of the 3rd Battery.
 - 1. If, the Board appoints a military member to a commissioned or a noncommissioned rank then, the Board must call for a special meeting of the membership for a confirmation vote within 45 days of the appointment.

Section 7. Conduct:

- (a) At any non-business meeting; Civil War event, activity, mock battle, competition or public ceremony, all members of the military unit of the 3rd Battery shall follow all military rules, regulations, and courtesies. The command of such events shall be vested in the highest ranking noncommissioned or commissioned officer present.
- (b) See Addenda 3 “Conduct and Prohibited Activities” for further guidelines.

Section 8. Membership in the N.S.S.A.:

- (a) If, any of the members of the military unit of the 3rd Battery wish to form a competitive shooting team for the purpose of competing in N.S.S.A. skirmishes and activities then, they shall be required to conform to all N.S.S.A. By-laws, rules, and regulations at N.S.S.A. events.
- (b) Members, who join the N.S.S.A., shall be responsible for all necessary dues, costs, and fees relating to their participation in N.S.S.A. events.
- (c) Members, who join the N.S.S.A., may use the 3rd Battery's equipment, name, and any other of the 3rd Battery's Civil War era unit designations to participate in N.S.S.A. skirmishes and activities provided that they have the approval of the Board or a majority approval vote of the military unit membership.

Article 12. CIVILIAN UNIT OF THE 3rd BATTERY

Section 1. Membership:

- (a) Any new or returning 3rd Battery members may elect to join the civilian unit of the 3rd Battery in addition to or in lieu of joining the military unit.
- (b) All members of the civilian unit of the 3rd Battery shall strive to present the most authentic impression, in manner, clothing and accoutrements.

Section 2. Conduct:

- (a) At any non-business meeting; Civil War event, activity, mock battle, competition or public ceremony, all members of the civilian unit of the 3rd Battery shall follow all event rules, regulations, and courtesies.
- (b) See Addenda 3 “Conduct and Prohibited Activities” for further guidelines.

Article 13. CORPORATE RULES AND REGULATIONS

Section 1. See Addenda 4 “Rules and Regulations” for further guidelines

Article 14. AMENDING OR REPEALING BY-LAWS

Section 1. Power to Amend or Repeal:

- (a) The power to amend or repeal the By-laws or adopt new By-laws shall be reserved exclusively to the members. The By-laws may be amended or repealed by a majority of the members present and entitled to vote at a regular or special membership meeting.

Article 15. AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION

Section 1. General Power:

- (a) The 3rd Battery may amend its Articles of Incorporation if the amendment contains only such provisions as might lawfully be contained in the original Articles of Incorporation filed at the time when the amendment is approved.

Section 2. Power of the Members to Amend the Articles:

- (a) Except as otherwise provided in these Articles, amendments of the Articles of Incorporation shall be approved by the members. Notice of a Meeting, setting forth the proposed amendment or a summary of the changes to be effected there by, shall be given to each member of record entitled to vote thereon within the time and in the manner provided in Article 5, Section 2 of these By-laws. Any number of amendments may be acted upon at one meeting.

Section 3. Required Vote:

- (a) At a meeting, a vote of members, entitled to vote thereon, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the members entitled to vote thereon.

Article 16. DISSOLUTION

Section 1. Procedure:

- (a) The 3rd Battery can be dissolved only in the manner prescribed in the Nonprofit Corporation Act (MCL 450.2803 and following). Upon dissolution, the assets of the 3rd Battery shall be distributed consistent with the requirements of the Nonprofit Corporation Act and the requirements of the United States Internal Revenue Code relative to charitable and educational organizations as defined in Section 501(c)(3) of the United States Internal Revenue Code of 1954 (as it may be amended).

ADDENDA

to the

BYLAWS

of the

3rd BATTERY, MICHIGAN 1st

LIGHT ARTILLERY INCORPORATED

ADOPTED

January 15, 2005

Revised

August 27, 2005

April 15, 2006

February 18, 2007

ADDENDA 1 OFFICERS AND NONCOMMISSIONED OFFICERS

Article 1. NUMBER:

Section 1. The 3rd Battery shall elect no more than the following: (Note, not all positions must be filled)

- (a) One (1) Captain (Provided all Lieutenants positions are filled) if sufficient men and material are available to field a minimum of two (2) two-gun sections.
- (b) The Captain shall be considered the highest ranking commissioned officer
- (c) One (1) 1st Lieutenant per the first two-gun section
- (d) One (1) 2nd Lieutenant per the second two-gun section
- (e) One (1) 3rd Lieutenant per the third two-gun section
- (f) One (1) 1st Sergeant
 - 1. The 1st sergeant may also serve as a Chief of Piece of the first gun
 - 2. The 1st Sergeant shall be considered the highest ranking NCO
- (g) One (1) Sergeant per the second and additional guns
 - 1. Sergeants shall serve as Chief of piece
 - (a) The rank for each Sergeant shall be as follows: 2nd Sergeant – 2nd Gun, 3rd Sergeant – 3rd gun, etc.
- (h) Two (2) Corporals per gun
 - 1. Corporals shall serve as either Gunner or Chief of Limber

ADDENDA 2 ELECTION PROCEDURES

Article 1. ELECTORS

Section 1. Eligibility:

- (a) Only persons on the rolls as being current with dues for the coming year shall be considered members eligible to vote.

Article 2. BOARD MEMBERS

Section 1. Eligibility:

- (a) Only persons on the rolls as being current with dues for the coming year shall be considered members eligible to vote.
- (b) A Board member shall be an active member of the 3rd Battery for at least 2 years immediately preceding their nomination and election to the Board.
- (c) The 2 year limitation may include one year within a family or associate membership (Need not be the member holding the membership, just a family member) and a one year individual membership for the person nominated for the Board.
- (d) The military commander, regardless of whether they are the ranking CO or NCO, can not run for position of president.

Section 2. Nominations:

- (a) Nominations for the Board of Director positions shall be solicited from the membership no later than 45 days prior to the date set for elections. All solicited nominations shall be confirmed before the election.
- (b) Additional nominations may be made from the membership just prior to the election. Members, who are nominated from the floor, must be present at the annual meeting to confirm their desire to run for the office for which they are nominated.
- (c) The military commander shall hold the Board position of Military Member-at-Large.
 - 1. The Military election shall count as the election for the Military Member-at-Large.

Section 3. Election Officials:

- (a) The following election officials shall conduct the election process. Volunteers for these positions may be made anytime up until the vote is to be held. In the event of more volunteers than positions, the presiding Board President shall appoint the positions from the volunteers.
 - 1. One (1) Head of Elections
 - (a) This person shall be a member of the 3rd Battery, and shall oversee all aspects of the election process.

2. Two (2) Counters

- (a) These persons shall be members of the 3rd Battery, or be included in a family membership, and shall be responsible for distributing, collecting and tallying the ballots, as well as other election duties as directed by the Head of Elections.

Section 4. Procedure:

- (a) The following procedures shall be used to elect corporate officers. (Board of Director Positions)
1. Upon receipt of all nominations, all nominees for each position shall be posted.
 2. The Head of Elections shall call the election open
 3. The counters shall distribute ballots to electors, shall collect said ballots upon completion, and shall convene with the Head of Elections to a private place to tally the results.

(a) Ballots shall be have nominees for each position blank, and each elector shall write in their choice based on the nominees posted
 4. Upon completion of the election tally, the Head counter shall deliver the election results to the President. The President shall then call the meeting to order, and publicly announce the results.

(a) The election tallies shall remain concealed.
 5. Upon a tie vote for any one or more position one or more of the following must happen:
 - (a) Nominees involved in the tie may elect to concede the election to the other(s)
 - (b) If not resolved through concession, a second or third vote shall be called.
 - (c) If the final vote still results in a tie, then the current Board of Directors shall make a final vote to break the tie.

Article 3. MILITARY OFFICERS AND NONCOMMISSIONED OFFICERS

Section 1. Eligibility:

- (a) Only persons on the rolls as being current with dues for the coming year shall be considered members eligible to vote.
- (b) If the military commander is the commissioned officer, then the ranking NCO is no longer prohibited from and is now qualified for the position of board President.

Section 2. Ascension of Rank:

The Ascension of military rank must be as follows:

- (a) A member of the 3rd Battery, 1st Michigan Light Artillery, must be a private in the 3rd Battery, 1st Michigan Light Artillery for 1 full re-enactment season, before they are

eligible to be voted Corporal.

- (b) A member of the 3rd Battery, 1st Michigan Light Artillery, must be a Corporal in the 3rd Battery, 1st Michigan Light Artillery for 1 full re-enactment season, before they are eligible to be voted Sergeant.
- (c) A member of the 3rd Battery, 1st Michigan Light Artillery, must be an NCO in the 3rd Battery, 1st Michigan Light Artillery for 2 full re-enactment seasons (but not necessarily consecutively), before they are eligible to be voted an officer.

Section 3. Nominations:

- (a) Nominations for Military positions shall be solicited from the membership no later than 45 days prior to the date set for elections. All solicited nominations shall be confirmed before the election.
- (b) Additional nominations may be made from the membership just prior to the election. Members, who are nominated from the floor, must be present at the annual meeting to confirm their desire to run for the office for which they are nominated.
- (c) The military commander shall hold the Board position of Military Member-at-Large.
 1. The Military election shall count as the election for the Military Member-at-Large.

Section 4. Procedure:

- (a) The following procedures shall be used to elect military officers and noncommissioned officers.
 1. Three elections shall be held, Commissioned officer(s), Sergeants and Corporals. The previously selected elections Officials shall preside over these elections as well.
 - (a) The sergeant with the majority of the vote shall be considered the First Sergeant (Ranking NCO)
 2. Upon receipt of all nominations, all nominees for the military position shall be posted
 3. The Head of Elections shall call the election open
 4. The counters shall distribute ballots to electors, shall collect said ballots upon completion, and shall convene with the Head of Elections to a private place to tally the results.
 5. Upon completion of the election tally, the Head counter shall deliver the election results to the President. The President shall then call the meeting to order, and publicly announce the results
 - (a) The election tallies shall remain concealed.
 6. Upon a tie vote for any one or more position one or more of the following must happen:

- (a) Nominees involved in the tie may elect to concede the election to the other(s)
 - (b) If not resolved through concession, a second or third vote shall be called.
 - (c) If the final vote still results in a tie, then the current Board of Directors shall make a final vote to break the tie.
7. Each of these steps shall be followed for each military position. An individual unsuccessful in one election for military position is still eligible to be nominated for any other position still available.

ADDENDA 3 CONDUCT AND PROHIBITED ACTIVITIES

Article 1. CONDUCT

- Section 1. The 3rd Battery, though an authentic re-creation of a military unit, is a hobby. Therefore each member should have fun and carefully observe that other members are allowed to do the same.
- Section 2. The rules established herein are suggested code of conduct and criteria for authentic re-enacting. These guidelines have been established by the Board of Directors of the 3rd Battery, Inc. and reflect the desired methodology to be employed by the members of the 3rd Battery.
- Section 3. Each member is free to pursue any other Civil War related activity or membership with another organization, or to perform any other desired impression at their own discretion. The only requirement is that the individual perform within the desired authentic and respectful framework set forth by these rules while portraying a member of 3rd Battery, Inc.
- Section 4. Attendance is not mandatory for any event. There is no minimum effort, number of events, or number of activities required to maintain an active membership in the organization.
- Section 5. Upon written request, the Board may require that 3rd. Battery property that is held by or stored by members be returned promptly to the address listed as the corporate address.

Article 2. PROHIBITED ACTIVITIES

- Section 1. Alcohol:
- (a) The use or consumption of alcoholic beverages by members while participating at events or activities is prohibited until such time as the event or activity is concluded for the day. Violation of this rule will result in the exclusion of the offending individual from participation in any such events for that day, and possible disciplinary actions as deemed necessary by the Board of Directors.
- Section 2. Drugs:
- (a) Abusive use of narcotics or drugs by any member of 3rd Battery at any event, demonstration, or activity, which violates the laws of the State concerned, is forbidden. Members who violate these rules are subject to disciplinary action up to and including expulsion from 3rd Battery.
- Section 3. Solicitation:
- (a) Members of the 3rd Battery shall not actively or passively solicit other members for membership in another reenactment group which would cause a conflict of interest in either party.
- (b) Membership information is confidential and for membership business only. No membership information may be disseminated to sources outside of the 3rd. Battery without Board approval.

Section 4. Disrespectful Behavior:

- (a) No member shall threaten, coerce, or use abusive or obscene language, either in written; including electronic formats such as email, or in verbal formats, or use threatening or obscene gestures or actions towards another member while they are participating in a 3rd Battery event or activity or, during the pursuit of 3rd Battery business.

ADDENDA 4 RULES AND REGULATIONS

Article 1. GENERAL

Section 1. The 3rd Battery, 1st Michigan Light Artillery, Inc. is organized to accurately portray the original battery through *authentic* re-enacting and living history demonstrations. It is expected that each member will maintain the integrity of the 3rd Battery at any function in which they participate as 3rd Battery members. During drill, battle re-enactment, or any other formal military activity, uniformed military members are expected to follow the military chain of command from first call to dismissal.

Section 2. The 3rd Battery shall not, at any event in which the 3rd Battery is a participant, use or display any other form of artillery not typical of a battery of the period, including but not limited to mountain howitzers, Gatling guns, and replica ordnance not of full-scale.

Section 3. Family attendance and participation is highly encouraged. Civilian impressions are encouraged by the 3rd Battery.

Section 4. A civilian coordination committee shall be appointed and chaired by the Civilian Member-at-Large. This committee shall consist of an uneven number of active members. The civilian committee shall establish requirements and guidelines for members of the corporation, who wish to portray a civilian impression at corporation activities.

Section 5. Convicted felons will not be permitted membership in the corporation.

Section 6. Safety:

- (a) Safety is of primary importance! Safety is especially important when working with cannon. Members will observe all safety regulations at all times at all events or activities. The Board of Directors will not tolerate unsafe acts at any time. Observance of safety rules insures all members' safety and helps to further promote our endeavors.
- (b) Artillery training and firing drill shall be conducted according to the Third Battery's School of the Piece document.
 1. The School of the Piece document shall be maintained by the elected Military Commissioned Officers and NCOs.
 2. The Artillery drill may be temporarily modified to comply with the requirements of event sponsors.

Section 7. Smoking:

- (a) Smoking is prohibited while working the gun or at any time when a person is within 25 feet of the limber chest and gun. It is the responsibility of each member to watch for, and maintain this rule.

Article 2. MISCELLANEOUS

- Section 1. All 3rd Battery members and their guests shall observe the noise curfew set by event sponsors, with appropriate noise reduction. At an event where no curfew is mandated, 12 o'clock midnight shall be observed as the curfew.
- Section 2. No cigarettes, photographs, beverage cans, cameras or any other modern anachronisms will be permitted to be visible in camp during hours open to the public.
- Section 3. No insignia of any kind excluding rank, period style I.D. pins, or hat insignia will be worn on the uniform or headgear at reenactments or living history events.
- Section 4. All commissioned and non-commissioned officers recognized within the corporation must have an alternate private's impression available to be worn at any event that they participate in.
- Section 5. Any member or their guest (upon ranking military officer or NCO approval) wishing to participate on any gun crew shall drill with the 3rd Battery at the event on the day of participation.
- Section 6. Non-members may be permitted to serve with the 3rd Battery only on a temporary basis, provided they are sponsored by an active member in good standing with the corporation.
- Section 7. Active members sponsoring non-members shall be solely responsible for said guests' behavior and actions while participating with the corporation.
- Section 8. All members are responsible for maintaining a clean, safe campsite during an event and leaving their campsite at the end of an event in at least as good condition as when they arrived. Fire pits will be replaced, wood and straw piles collected, refuse policed, etc.
- Section 9. The proper maintenance of the 3rd Battery's equipment is the responsibility of the Board of Directors. Any member can bring a maintenance concern to the attention of any Board member.

Article 3. AGE OF PARTICIPATION

- Section 1. During firing demonstrations and re-enactments, crew positions 1 and 2 shall only be staffed by persons who are 18+ years of age.
- Section 2. During firing demonstrations and re-enactments, crew positions 3 and 4 shall only be staffed by persons who are 16+ years of age.
- Section 3. At the discretion of the ranking Military officer, Persons under the age of 16 shall be allowed to participate at the limber, as a powder monkey, or as the flag bearer.
- Section 4. If individual event rules mandate an older age of participation for any position list above, then the event rules shall override the above sections.
- Section 3. At the discretion of the ranking Military officer, Persons under the minimum ages listed above may practice drill in any position as time allows.

ADDENDA 5 WAIVER FORM

I _____ Parent or Legal guardian of _____ have been apprised of the risks and dangers involved in participating with the Third Battery, First Michigan Artillery Inc, re-enactment group, and hereby give my consent for _____ to participate under the guidance of Third Battery member _____ for the event during the time period _____ to _____.

I have declared any medical concerns, allergies, or special needs as indicated on this form. I release the Third Battery, First Michigan Artillery Inc and all it's members from any liability for injuries, death, or dismemberment which may occur as a result of participating and traveling with the Third Battery .

Signatures:

Date:

_____ Parent or Legal guardian

_____ Participant

_____ Sponsoring 3rd Battery Member

Medical concerns, allergies, or special needs:

EMERGENCY CONTACTS:

NAME	RELATIONSHIP	PHONE NUMBERS