Bylaws of the Raleigh Civil War Roundtable – Includes Amendment to Section 5.1 As Approved by the Membership on April 14th, 2025

PREAMBLE

The Raleigh Civil War Roundtable (Roundtable) was established March 12, 2001 as an organization for people with an interest in the American Civil War. It is incorporated in the State of North Carolina as a non-profit, 501(c) (3) organization.

ARTICLE I - MISSION STATEMENT:

Section 1.1 - The Mission of the Raleigh Civil War Roundtable is to study the history of the American Civil War, to stimulate interest and promote education in a broad range of topics related to that war, and to aid in the preservation and enhancement of its battlefields, cemeteries, relics, and other historic sites and landmarks.

Section 1.2 - The motto of the organization shall be, "The Same Rain Falls on Both Friend and Foe."

ARTICLE 2 - BOARD OF DIRECTORS:

Section 2.1 - It is the responsibility of the Board of Directors (Board) to provide strategic direction to the Roundtable and to maintain its integrity and focus. The Board is responsible for establishing policies and assigning responsibilities consistent with the Articles of Incorporation and Bylaws.

Section 2.2 - The Board shall accept nominations for the annual Gatton Award from the Roundtable membership. The Board is responsible for determining the recipient and the level of any cash award.

Section 2.3 - The Roundtable's Board of Directors will include the following officers: President, Vice President, Immediate Past President, and Treasurer. There shall be four additional Directors who may or may not hold other positions in the Roundtable. Four of the eight Directors shall constitute a quorum for the purposes of a Board meeting. Issues receiving a majority vote from the Directors present shall be considered approved.

Section 2.4 - The Board shall have a Scheduled Meeting at least once every four months. Notice of each Scheduled Meeting, its time and location shall be published in the Roundtable newsletter and on the website. The Board may also have Special Meetings during the year. The President shall provide each Director with at least one week advance notice of each Special Meeting and, when practical, announce the Special Meeting in the Newsletter and on the website. Board meetings are open to all Roundtable members. Meetings of the Board shall be governed by Roberts Rules of Order.

Section 2.5 - Any member wishing to bring an issue to the attention of the Board and discuss that issue at a Board meeting should notify the President and request that the issue be placed on the agenda for the next Board meeting.

Section 2.6 - The Board should be open to receiving constructive input in its deliberations from anyone in attendance at its meetings. Any member in attendance at a Board meeting who wishes to speak on an issue under discussion (apart from Section 2.5) must first be recognized by the chair.

Section 2.7 - The Board shall periodically review the performance of the Directors and any Director found to not be carrying out those duties may be removed from the Board by a majority vote of the Directors.

ARTICLE 3 - OFFICERS:

Section 3.1 - The officers of the Raleigh Civil War Roundtable shall be the President, Vice President, Secretary, and Treasurer.

Section 3.2 **-** The President shall chair all meetings of the Roundtable and serve as the chief executive officer of the organization.

Section 3.3 - The Vice President shall serve as President during any term of vacancy by the President.

Section 3.4 - The Treasurer shall be responsible for the Roundtable's budget, maintaining the organization's finances, accepting dues and other payments on behalf of the group, writing all checks and providing financial information at each Board meeting and the annual meeting. The Treasurer is responsible for filing any reports required by the organization's 501 (c) (3) status. The Treasurer will also maintain a current membership roster.

Section 3.5 - The Secretary is responsible for recording minutes of Board meetings and retaining and submitting other documents required by law. The Secretary is responsible for filing with the North Carolina Secretary of State all Bylaws changes and notice of the organization's Registered Agent, which shall be the current President.

ARTICLE 4 - COMMITTEES:

Section 4.1 - The standing committees shall be the Program Committee and the Newsletter Committee.

Section 4.2 - The Program Chair is appointed by the Board, may select committee members, and is responsible for the selection of monthly speakers as well as speakers at special events, as directed by the Board. The Program Chair shall submit a list of proposed speakers to the Board at its regularly scheduled meetings. The Program Chair also is responsible for contacting speakers and negotiating

expenses. The Board must approve in advance any speaker expenses of more than $500.

Section 4.3 - The Newsletter Editor is appointed by the Board, may select committee members, and is responsible for developing, editing, and publishing a monthly newsletter and distributing it to the members of the Roundtable. To promote knowledge of the organization and its activities, the Newsletter Editor may send newsletters to likeminded organizations, educational institutions, and non-member individuals with the approval of the Board.

Section 4.4 - The Web Master is appointed by the Board, may select committee members, and is responsible for the maintenance of the Roundtable's web site. Web site content is determined by the Board.

Section 4.5 - Ad hoc committees may be created by the Board as it deems necessary. The Board shall also appoint a chair for such committees.

ARTICLE 5 - MEETINGS:

Section 5.1 - Regular Meetings: Regular meetings of the Roundtable shall be convened at a date, time and location to be determined by the Board of Directors. The Board will be guided by the need for consistency to the degree that circumstances permit.

Section 5.2 - Special Meetings: The Board of Directors may schedule special meetings or events to take advantage of additional or unique opportunities such as the availability of speakers, exhibits, or activities.

Section 5.3 - Annual Meeting: During the August Regular Meeting, there shall be an annual meeting at which the business of the organization is to be conducted. This meeting shall include the election of officers or directors whose terms expire, a report of the financial condition of the organization, and any other matters placed on the agenda one month prior to the meeting. At the meeting prior to the annual meeting, a member can move that an Item be placed on the agenda of the annual meeting, such motion to be handled under Roberts Rules of Order.

Section 5.4 - All members of this organization shall be expected to behave in a courteous manner towards each other at all activities, meetings, and communications.

Section 5.5 - In the event that an attendee is disruptive during a meeting, the presiding officer shall ask that attendee to leave the meeting. If the disruptive person refuses to leave, the presiding officer shall contact security to request assistance and, if necessary, law enforcement.

ARTICLE 6 - MEMBERSHIP:

Section 6.1 - Regular Membership: Membership in the Raleigh Civil War Roundtable is open to all individuals and families having an interest in the American Civil War.

Section 6.2 - The Board of Directors may confer Honorary Lifetime Membership.

Section 6.3 - Student Membership: Student membership is open to any academic student. Student members will pay one half of the amount of regular members.

Section 6.4 - Upon payment of dues with a completed application to the Treasurer, applicants shall be approved by the membership as a member of the organization.

Section 6.5 - Termination of Membership: The Board of Directors is responsible for determining if a member has exhibited or engaged in conduct at odds with, or seriously prejudicial to the interests and purposes of the organization. Any member so determined shall be provided written notice within 5 business days following the Board's determination. The member has a right to meet with the Board or provide in writing an explanation or refutation of the findings. If the Board still believes the determination to be correct, the Board shall present a motion to the membership for termination of the member's membership in the organization.

ARTICLE 7 - DUES:

Section 7.1 – The Raleigh Civil War Roundtable's fiscal year runs from September 1 through August 31.

Section 7.2 - The Board shall determine the annual dues for membership in the organization.

Section 7.3 - Dues are to be paid by September 30 for the upcoming year. Members who have not paid their dues by November 30 shall be dropped from the roster.

Section 7.4 - Any person expelled from the organization shall receive a refund of dues already paid for the full months still remaining in the current fiscal year.

ARTICLE 8 - ELECTION OF OFFICERS AND DIRECTORS:

Section 8.1 - Terms of Officers and Directors: Officers and Directors of the Roundtable serve for two-year terms, concurrent with the fiscal year.

Section 8.2 - The incumbent Board will submit a complete slate of nominees for Officers and Directors one month prior to the election; other nominations will be accepted from the floor. Elections will be held at the August Regular Meeting during even-numbered years. Approval requires a majority vote by the Roundtable members in attendance.

Section 8.3 - In the event of a vacancy, the Board will appoint another member to serve the remainder of that term.

ARTICLE 9 - PROCEDURES FOR AMENDING BYLAWS:

Section 9.1 - Changes to the bylaws will be proposed by the Board and provided to the membership in the newsletter and on the website one month prior to vote. Amendments are approved by a majority vote of the Roundtable members present at the next regular meeting.

ADOPTED DECEMBER 12, 2006; Amended August 11, 2008; Amended March 31, 2010; Amended April 14, 2025.