

# BY-LAWS OF THE LONE STAR CHAPTER, OF THE COMPANY OF MILITARY HISTORIANS

## **Article I. Charter**

The Lone Star Chapter of the Company of Military Historians has been duly authorized and chartered by the Governors of the Company of Military Historians (the Company).

## **Article. II. Purposes**

The purposes of this Chapter are to promote fellowship among Company members residing within the States of Texas, and members in states surrounding Texas; to enhance the exchange of scholarly information regarding the military heritage of our nation; and to promote the study of that heritage among Chapter members and by the public at large. Further, it is the purpose of this chapter to support the Company by engaging in actions that promote the growth of membership within the Company and to develop a cadre of candidates for consideration as Governors and Officers within the Company.

## **Article III. Geographic Area**

The Lone Star Chapter is established to provide Company fellowship in the state of Texas. Company members in states surrounding Texas may also be members of the Lone Star Chapter.

## **Article IV. Membership**

Section 1. All members of the Company in good standing are eligible for membership in this Chapter, if they so desire, upon payment of dues in the amount specified in these Bylaws.

Section 2. Any member of the Company in good standing may become affiliated with the Lone Star Chapter by applying to the President. Conversely, all members of this chapter must be members of the Company or have applied for membership.

Section 3. Membership in the Lone Star Chapter shall be completely voluntary.

Section 4. There shall be membership dues required for affiliation with the Chapter.

## **Article V. Officers and Terms of Office**

### Section 1 – Officers

The officers of this Chapter shall consist of a President, a Vice President, a Secretary and a Treasurer.

The President shall Preside at all meetings and supervise the other officers in the performance of their duties. He will also formulate the agenda and programs for such meetings, serve as the Chapter's liaison with the Company headquarters, and act on behalf of the Chapter in arranging programs, meetings, field trips and other activities. He is empowered, from time to time, to appoint committees from among Chapter membership to assist him in the performance of his responsibilities, including the development and organization of programs. The Chairman of any such committee will report to the Chapter President.

The Vice-President of the Chapter will preside at meetings in the absence of the President and fulfill the responsibilities of the President in the event of his incapacitation. He will assist the President in the development of the Chapter's programs, and perform such other managerial duties as may be assigned by the President.

The Secretary will be responsible for maintaining a roster of all Chapter members and notifying them of the times and locations of meetings and events, as well as other matters affecting the Chapter. The Secretary will also be responsible for conducting correspondence on behalf of the Chapter, as well as maintaining such records and transmitting such reports as are deemed necessary by the President.

The Treasurer shall be responsible for the collection of dues and additional assessments of the membership, the establishment and maintenance of a bank account as a repository of Chapter funds, and the disbursement of such funds as may be necessary to subsidize the activities of the Chapter. The Treasurer shall prepare and submit to the membership an annual report of receipts and expenditures. It will be furnished to the membership during the month of December of each year. If at the end of the calendar year there is a surplus of funds in the Chapter's account, such surplus shall be carried forward from year to year so as to provide a fund to support major projects, provide for unexpected expenses and other applications as determined by the membership.

## Section 2. – Terms of Office and Elections

The officers of this Chapter shall serve for a term of two years and shall be eligible for re-election. Beginning in the month of July 2013, the election of officers will occur biennially during that month. Any member of the Chapter is eligible to run for office or to nominate another member to stand election for office. To facilitate the conduct of elections, the President may, not later than three months prior to any scheduled election, appoint a Nominating Committee of three Chapter members. The Committee will receive nominations (including self-nominations) from Chapter members, and, when necessary, solicit members to run as candidates for office. Not later than 30 days prior to any scheduled election, the Nominating Committee will, through the Secretary, apprise the membership of all candidates whose names have been submitted for office. The Chairman of the Nominating Committee will conduct the election. The candidate who receives the highest number of votes during any such election will be deemed the winner. Chapter members unable to attend the election meeting can cast proxy votes by communicating their choices, via written correspondence or e-mail, to the Chairman of the Nominating Committee prior to the scheduled date of the election.

### Section 3 – Initial Election

Upon the approval of these Bylaws, the members in attendance at any meeting conducted for the purpose of securing such approval will select at least one member to accept nominations for office, and to conduct an initial election of officers. The election may also occur during such meeting but must be conducted within ninety days thereof. The term of the officers so elected will commence immediately and will expire on July 31, 2015. Any officer elected during the initial election will be eligible for reelection.

### Section 4.- Replacement of Officers

In case of a vacancy in office of President before his/her term has expired, the Vice-President will serve as President for the remainder of the term. In case of vacancy in another office, a special election will be held to elect an individual to fill the vacancy.

## **Article VI. Dues and Finances**

### Section 1- Dues

Each Company member wishing to affiliate himself with this Chapter will be assessed \$10.00 in annual dues. Additional assessments of Chapter members may be required in order to defray the expense of their participation in particular programs or activities of the Chapter. Such expenses include but are not limited to transportation costs, admission fees, lodging costs and the costs of meals.

### Section 2. – Disbursements.

The President is empowered to direct the Treasurer to disburse Chapter funds in an amount not to exceed [\$100] for any purpose necessary to support the Chapter's functions and objectives. In addition, the Treasurer is authorized to disperse any assessments, collected from the members in accordance with Section1, for the purpose of paying the costs of special events and activities. Any other disbursement requires the approval of a majority of the members present at a meeting during which such disbursement is proposed. The Chapter will not incur any obligations on behalf of the Company without prior approval of its Board of Governors.

## **Article VII. Activities**

The Chapter will conduct meetings of its membership at least on a quarterly basis. In addition to the disposition of Chapter business, meetings will ordinarily feature a speaker who will address a topic relating to United States and Western Hemisphere military history or material artifacts pertaining to that history. Chapter members who make such presentations will not receive monetary compensation for their presentations. Non-members who make presentations at

Chapter meetings may be reimbursed for reasonable travel, lodging and meal expenses in connection therewith. In addition, The President can compensate any such speaker via a honoraria in an amount not to exceed [\$50].

Chapter activities will also include field trips to battlefields, fortifications, museums and other points of interest relating to the military history of the United States, as determined by the officers and the membership.

The Chapter will sponsor appropriate social activities for the benefit of members and their guests.

The Chapter will cooperate with other historical, patriotic and governmental organizations in the region in the commemoration of historic events, and in conducting programs of a historic and patriotic nature.

The Chapter will assist the Company in the fulfillment of its objectives and in the conduct of its programs by providing it such as assistance as may be requested from time to time by its Officers and Board of Governors.

#### **Article VIII. Approval and Amendment.**

##### Section 1 – Approval of the Bylaws.

The foregoing Bylaws of this Chapter will be deemed approved and in effect upon ratification by a two-thirds majority of the Company members in attendance at its organizational meeting during the month of XXX 2013. Upon ratification, the members in attendance will designate one of their number to inform the Company's Board of Governors of the formation of this Chapter, to furnish that Board with a copy of its Bylaws, and request Company recognition as an affiliated Chapter.

##### Section 2 - Amendment of the Bylaws.

Any Chapter member may propose an amendment to these Bylaws by communicating such proposal to the President. The Secretary will apprise the membership of any proposed amendment not less than thirty days before a vote is to be taken concerning its adoption. A proposed Bylaw amendment will be adopted upon a two-thirds vote of the members in attendance during a meeting when such amendment is considered. Written proxy votes can be submitted to the Secretary prior to such a meeting and will be counted in tallying the total number of votes for or against the proposed amendment.

#### **Article IX. Dissolution.**

This Chapter will be dissolved by a three-fourths vote of its members. In the event of dissolution, any financial assets, records, or other Chapter property will be transmitted to the Administrator of the Company for appropriate disposition.

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These proposed by-laws for the Lone Star Chapter have been approved by a majority vote of its members and are hereby submitted to the Board of Governors of the Company of Military Histories with the request for approval and the granting of a formal charter for the establishment of the area chapter.

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