

BY-LAWS  
of  
NEW ENGLAND BRIGADE, INC.

Section 1. NAME, GOALS, LOCATION, CORPORATE SEAL AND FISCAL YEAR

1.1. Name. The name of the corporation shall be New England Brigade, Inc.

1.2. Goals and Objectives. The corporation is dedicated to supporting Union Civil War reenactors and coordinators of Civil War reenactments in New England. The goals and objectives of the corporation shall include: providing functional Union regimental and brigade headquarters staff for reenactment events in New England; supporting civilian impressions at reenactment events by hosting dedicated activities and civilian camp locations; sponsoring re-enactments, living history events, and public educational programs; holding educational programs, seminars, and classes for living historians of the Civil War; helping reenactment event sponsors organize and manage their events; providing a forum for the exchange of news and information about Civil War reenacting in New England.

1.3. Location. The principal office of the corporation in the Commonwealth of Massachusetts currently is located in Uxbridge, Massachusetts.

1.4. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on the 31st day of December in each year.

Section 2. MEMBERS UNITS

2.1. Membership. Only units are members of the NEB. The membership shall be comprised of living history organizations consisting of five or more reenactors representing an infantry, artillery, cavalry, medical, civilian and/or other Civil War period impression, that are at-the-time current in the payment of the applicable annual unit dues, and a sponsor letter by one of the current unit organization. A unit becomes a member unit of the NEB after approval by majority vote by the member organizations.

2.2. Dues. Upon payment of the annual dues then specified by the board of directors, an organization shall be and become a member for the corporate year then current at the time of the payment of the annual dues. The dues shall be set by the board of directors and approved by a majority of the members who are eligible to vote at the annual meeting. Any dues and fees assessed and approved at the annual meeting shall become effective for the year following the annual meeting.

2.3. Membership policies and regulations. In becoming a member, each member organization agrees to abide by the rules, regulations, SOP, and policies of the New England Brigade, Inc. during events managed by the New England Brigade, Inc. as proposed by the Command and Executive board and approved by the member organizations by the simple majority vote.

See attachment A for policies and procedures.

2.3. Annual Meeting. The annual meeting of members shall be held at 1:00 p.m., on the third Sat. in Jan each year, or at such other earlier or later date that the directors shall determine, from time to time as needed.

2.4. Special Meetings. Special meetings of the member organizations may be held at any time when called by the president or by the directors.

2.5. Notice of Meetings. A written notice, to include electronic mail, of each meeting of members, stating the place, date, and time and the purposes of the meeting, shall be given at least fourteen days before the meeting to each member organization entitled to vote thereat.

2.7. Quorum. At any meeting of the member organizations, representatives of not less than 5 member organizations, present in person and entitled to vote on any action proposed at the meeting shall constitute a quorum, except when a larger quorum is required by law, by the Articles of Organization, or by these By-laws.

2.8 Action by Vote. Each member organization may designate two representatives to cast a vote on behalf of their organization at meetings of the New England Brigade. Each Member organization gets two votes, one military vote and one civilian vote. The military vote, votes on every position EXCEPT that of Civilian Coordinator. The civilian vote, votes also on every position EXCEPT that of Brigade Commander.

No member organization shall have more than two votes. Each member organization representative must be present during the meeting to cast a vote or be represented by properly executed proxy. A proxy being letter or memo signed by the unit commander and or civilian coordinator designating who shall exercise this proxy and any limitations the unit desires. A copy of this proxy shall be sent to the President prior to the meeting at hand. When a quorum is present at any meeting, a majority of the votes properly cast by member organization representatives present in person shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-laws.

2.9. Removals. A member organization may be suspended or removed from membership in the corporation by the vote of a majority of the board of directors at a special meeting of the directors called for that purpose. A special meeting for the purpose of such removal shall be called by the board of directors by their majority vote or by signed petition of representatives of at least 10 member organizations of the corporation in good standing and presented to the board of directors. If a special meeting is called by petition, such meeting must occur within 30 days of the board's receipt of the petition.

### Section 3. BOARD OF DIRECTORS

3.1. Powers. The affairs of the corporation shall be managed by the board of directors, who shall have and may exercise all the powers of the corporation except those powers reserved to the members by law, the Articles of Organization, or these By-laws. The board of directors shall have charge, control, and management of the property, affairs, and funds of the corporation.

3.2. Duties. A director shall perform his duties in good faith and in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinary prudent person in a like position would use under similar circumstances. In satisfying his duty of loyalty to the corporation, a director shall act in good faith toward the corporation, and any transaction that a director enters into with the corporation shall be fair to the corporation.

3.3. Number and Election. The board of directors shall be nine in number consisting of four officers, namely the president, the vice-president, the treasurer and the clerk, three members-at-large and the duly elected military coordinator and civilian coordinator. At each annual meeting of the member organizations, the member organizations representatives shall first elect the corporate officers, followed by the military and civilian coordinators, and then shall elect the appropriate number of members-at-large as needed to fill vacancies.

3.4. Term of Office. Each member-at-large shall hold office for the term of two years or until he sooner resigns, is removed, or becomes disqualified.

3.5. Meetings. Regular meetings of the board of directors shall be held at least twice per year. Special meetings of the board of directors may be held at any time and at any place when called by the president or by four or more directors.

3.6. Quorum. At any meeting of the board of directors a majority of the board of directors then in office shall constitute a quorum.

3.7. Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors' consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

#### Section 4. OFFICERS OF THE CORPORATION

4.1. Number, Election, and Tenure. The officers of the corporation shall be a president, vice-president, treasurer, and clerk. The member organization representatives at the annual meeting shall elect the officers of the corporation. The officers of the corporation shall each hold office for the period of two years or until the annual meeting of the corporation following their election. Neither the president nor the vice-president may serve as the military coordinator for the purposes of reenactment activities and events.

4.2. President. The president, subject to the control of the board of directors, shall have general charge and supervision of the affairs of the corporation. The president will preside over all meetings of the corporation and also act as the chairperson of the board of directors. The president, subject to the advice and consent of the directors, may appoint regular members in good standing to committees as necessary. The president will also have the authority to authorize expenditures up to a limit set by the board of directors.

4.3 Vice president. The vice president will assist the president in the affairs of the corporation as needed and will officiate at all meetings of the membership and the board of directors in the president's absence. The vice president will be an *ex officio* member of all committees of the corporation. If for any reason the president does not fulfill his term of office, the vice president will assume the office of president until the next annual meeting. He shall have such other duties and powers as designated by the directors or the president.

4.4. Treasurer. The treasurer shall be the financial and accounting officer of the corporation. He shall be in charge of its financial disbursements, accounting records and funds. The treasurer will make a report, in detail, at all regular meetings of the board of directors and, at the annual meeting of the corporation, will make a report on the financial results of the past fiscal year. He also shall prepare or oversee all financial reports and filings required by the Commonwealth of Massachusetts and other governmental agencies. He shall have such other duties and powers as designated by the directors or the president.

4.5. Clerk. The clerk shall record and maintain records of all proceedings of the members and board of directors as required by law and will have such other duties and powers as designated by the directors or the president. If the clerk is absent from any meeting of members or board of directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

Section 5. RESIGNATIONS, REMOVALS, AND VACANCIES

5.1. Resignations. Any trustee or officer may resign at any time by delivering his resignation in writing to the president or the clerk. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

5.2. Removals. A trustee may be removed with or without cause by the vote of a majority of the board of directors during a special meeting of the board of directors held for that purpose, provided notice is given to each director fourteen days prior to the meeting. A trustee or officer may be removed only after being given an opportunity to be heard before the body proposing to remove him.

5.3. Vacancies. A member of a New England Brigade member organization may fill any vacancy in the board of directors, by vote of a majority of the directors then in office. The directors shall elect a successor if the office of the president, treasurer, or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer, and clerk until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed, or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 6. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the corporation shall be signed by the president, vice president, or the treasurer.

Section 7. PERSONAL LIABILITY; INDEMNIFICATION

The board of directors and member organizations of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 8. AMENDMENTS

These By-laws may be altered, amended, or repealed at any annual or special meeting of the member organizations, notice of which shall specify the subject matter of the proposed alteration, amendment, or repeal or the sections to be affected thereby, by majority vote

Section 9. DISSOLUTION

Pursuant to M.G.L. Chapter 180 Section 11, the corporation may be dissolved by a two-thirds vote of the members at any annual or special meeting called by the board of directors for such purpose. Written notice

of such a meeting, specifying intent to vote on dissolution of the corporation, must be sent to each member entitled to vote thereat at least 14 days prior to the meeting. After paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation dedicated to the preservation of Civil War history which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under § 501(c)(3) of the Internal Revenue Code.