

**BYLAWS**

**OF**

**The 2nd Florida Volunteers Living History, Inc.**

**ARTICLE 1**

**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located in Orange County, State of Florida.

**SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, \_\_\_\_\_

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

## **ARTICLE 2 NONPROFIT PURPOSES**

### **SECTION 1. IRC SECTION 501(c)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

### **SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be:

- (a) to further the public's awareness and understanding of the history of the 2nd Florida Volunteer Infantry Regiment during the War Between The States, as well as military and civilian life during the years 1860 through 1865;
- (b) to establish, sponsor, and govern living history and reenacting units related to the War Between the States;
- (c) to sponsor training and certification programs for reenactors and living historians that will teach proper drills and safety;
- (d) to perform and sponsor research on 2nd Florida Volunteer Infantry Regiment during the War Between The States, as well as military and civilian life during the years 1860 through 1865;
- (e) to share research on 2nd Florida Volunteer Infantry Regiment during the War Between The States, as well as military and civilian life during the years 1860 through 1865 through lectures, seminars, round-table discussions, living history encampments, and reenactments related to the War Between The States;
- (f) to work with other organizations with similar objectives to establish, organize, sponsor, and participate in living history encampments and reenactments related to the War Between The States;
- (g) to engage in other activities related to raising the public's awareness and understanding of 2nd Florida Volunteer Infantry Regiment during the War Between The States, as well as military and civilian life during the years 1860 through 1865.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have five (5) Directors and collectively they shall be known as the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in this state. Other qualifications for Directors of this corporation shall be as follows:

The Directors must be fully dedicated to the furthering of the public's awareness and understanding of the 2nd Florida Volunteer Infantry Regiment during the War Between The States, as well as military and civilian life during the years 1860 through 1865.

The Directors must fully comply with the Code of Conduct as outlined in Article 14 of these Bylaws.

No Director may be a member of any hate group, or organization that promotes racial superiority, or the overthrow of the government or the Constitution of the United States of America or the State of Florida.

### **SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4. DUTIES**

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the corporations;
- (c) Supervise all Officers, agents, and employees, of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof; and,
- (f) Perform Reenacting and Living History Governance.

The Board of Directors shall establish, sponsor, and govern a variety of living history and reenacting units that will specialize in specific impressions from the War Between The States. Any Director, Officer, or Member of the corporation may make a request to establish a new reenacting or living history unit. The Board of Directors is responsible for ensuring that such units do and will continue to present an accurate portrayal of life as it existed during the War Between The States. This includes

reviewing a unit's research and standards (impression, uniform, command structure, drill, member guidelines) for completeness and historical accuracy, and making suggestions to ensure that each unit presents as accurate an impression as possible.

If a Member or the Board of Directors feels that a unit or unit commander (officer or NCO) is in violation of these Bylaws, the Code of Conduct (see Article 14 of these Bylaws), or the unit's own guidelines, the Board of Directors may investigate the allegations. Upon completion of this investigation, which may involve open hearings on the matter, the Board of Directors will issue its determination.

If the unit or unit commander refuses to accept this determination, the Board of Directors will call a Special Meeting of the Membership (see Article 13 of these Bylaws) to settle the issue. At this Special Meeting, all involved parties will have the opportunity to present their case to the Membership. The majority decision of the Members present and voting is final. A two-thirds (2/3) vote of those Members present and voting is required to expel a unit or unit commander. If a unit commander or unit is expelled by the Membership, the Board of Directors will terminate the Membership of the unit commander or the Members of the unit.

#### SECTION 5. TERM OF OFFICE

Each Director shall hold office for a period of three (3) years and until his or her successor is elected and qualifies.

<b>Position</b>	<b>Initial Term Expiration Date</b>	<b>Term of Office (years)</b>
Director - 1 & 2	January, 2011	3
Director - 3 & 4	January, 2010	2
Director - 5	January, 2009	1

#### SECTION 6. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

#### SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

#### SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held semi-annually on the second Saturday of January and July at 9:00 AM. If said day falls on a legal holiday, the regular meeting shall be held at the same hour and place on the next Saturday.

If this corporation makes no provision for Members, then, at the regular meeting of Directors held on the second Saturday of January, Directors shall be elected by the Board of Directors. One-third of the Directors shall be elected each year. Voting for the election of Directors shall be by written ballot. Each Director shall cast one (1) vote per candidate, and may

vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board.

#### SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Vice-President, the Secretary, the Treasurer, by any three (3) Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation, or, if different, at the place designated by the person or persons calling the special meeting.

#### SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.

(b) Special Meetings. At least one (1) week prior notice shall be given by the Secretary of the corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first electronic mail or facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Members of the Board of Directors, providing that the President is in attendance or has given waver of his right to attend to all Members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law requires a greater percentage or different voting rules for approval of a matter by the Board.

### SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary and parliamentarian of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by the current edition of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

### SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

### SECTION 15. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

### SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status of such, whether or not the corporation would have the power to indemnify the agent against such liabilities under the Articles of Incorporation, these Bylaws or provisions of law.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. DESIGNATION OF OFFICERS**

The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairman of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such Officers with such titles as may be determined from time to time by the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Officers shall be of the age of majority in this state. Any member may serve as Officer of this corporation.

The Officers must be fully dedicated to the furthering of the public's awareness and understanding of Southern History and the role of the 2nd Florida Volunteer Infantry Regiment during the War Between The States, as well as military and civilian life during the years 1860 through 1865.

The Officers must fully comply with the Code of Conduct as outlined in Article 14 of these Bylaws.

No Officer may be a member of any hate group, or organization that promotes racial superiority, or the overthrow of the government or the Constitution of the United States of America or the State of Florida.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Directors, at any time, and each Officer shall hold office for a period of three (3) years, until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the corporation.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive Officer (CEO) of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has Members, at all meetings of the Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of the committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Prepare agendas for all meetings of the Board of Directors.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly execute documents of the corporation.

Keep at the principal office of the corporation a Membership book containing the name and address of each and any Members, and, in the case where any Membership has been terminated, he or she shall record such fact in the Membership book together with the date on which such Membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the Membership book, and the minutes of the proceedings of the Directors of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, all reports required by law, the Articles of Incorporation, or these Bylaws including, but not limited to, an annual report of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## SECTION 9. DUTIES OF TREASURER

The Treasurer shall be the chief financial Officer (CFO) of the corporation and shall, subject to the control of the Board of Directors:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his agent or attorney, on request thereof.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, a summary financial report to be presented to the Board of Directors at each regular meeting of the Board of Directors.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## SECTION 10. COMPENSATION

Officers shall serve without compensation except that a reasonable fee may be paid to Officers for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its Members, designate an Executive Committee consisting of two (2) Board Members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provision of law.

By a majority vote of its Members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of Members of the Executive Committee, and fill vacancies on the Executive Committee from the Members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also Members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors and its Members, except that the time for regular and special meetings of the committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE 6 REENACTING AND LIVING HISTORY UNITS

### SECTION 1. FIELD REGIMENTS, COMPANIES, PLATOONS, SQUADS

Each reenacting and living history unit will be responsible for researching and establishing their own guidelines. The Board of Directors will review each unit's guidelines and standards to ensure their completeness and accuracy, and to ensure that each unit is acting in compliance with these Bylaws and the Code of Conduct (see Article 14 of these Bylaws).

The size of each military unit will be based on currently active, paid Members who are enlisted in that specific reenactment and living history unit. A Member may be enlisted in multiple reenactment and living history units.

No unit, for the purpose of determining command structure, may count as Members any individual who is not a currently active, paid Member of the corporation. If the loss of Membership causes a unit's size to fall below what is allowed in the unit's standards for the existing command structure, the unit will have 90 days to return its membership to the proper level before the unit's command structure must be re-determined. If the unit fails to re-determine its command structure at that time, the unit may face discipline by the Board of Directors.

The following is presented as a guideline.

<b>Unit Type</b>	<b>Size</b>	<b>Command Structure</b>
<b>Regiment</b>	2 or more Battalions of minimum size	1 Colonel & 2 Lt. Colonels, plus Battalion Commanders
<b>Battalion</b>	2 or more Companies or Batteries of minimum size	2 Companies - 1 Major, plus Company or Battery commanders 3 Companies - 1 Lt. Colonel & 1 Major, plus Company or Battery commanders 4 Companies - 1 Colonel & 2 Majors, plus Company or Battery Commanders
<b>Company</b>	2 or more Platoons of minimum size	1 Captain, 1 Adjutant Lieutenant & 1 First Sergeant, plus Platoon commanders
<b>Platoon</b>	Minimum of 10 uniformed Members	10-12 Members - 1 Sergeant & 2 Corporal 13-15 Members - 1 Sergeant & 3 Corporals 15 + Members - 1 Lieutenant, 1 Sergeant & 2 Corporals
<b>Squad</b>	Minimum of 5 uniformed Members, armed and equipped to perform their specific impression	5-9 Members - Corporal
<b>Battery</b>	4-6 cannons with Cannon Crews	1 Captain, 1 Adjutant Lieutenant & 1 First Sergeant, Plus Cannon Crew commanders
<b>Section</b>	2 cannons with Cannon Crews	1 Lieutenant & 1 Sergeant, Plus Cannon Crew commanders
<b>Cannon Crew</b>	Minimum of 5 uniformed Members	5-6 Members - 1 Corporal 7-12 Members - 1 Sergeant & 1 Corporal

<b>Artillery Observers</b>	Minimum of 4 uniformed Members	1 Lieutenant & 1 Sergeant, Plus 4-6 Members - 1 Corporal 7-12 Members - 1 Sergeant & 1 Corporal
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Sergeant Majors will be responsible for all enlisted personnel in the individual regiments.

Company First Sergeants will be responsible for all enlisted personnel in the individual companies. Eligibility for a First Sergeant requires a qualified company of 2 or more minimum platoons.

## SECTION 2. UNIT COMMANDERS

The individual officers and NCOs (Non Commissioned Officers) for each reenacting and living history unit should be elected by the Members of that unit for one (1) calendar year. Nominations and voting will be handled during the annual meeting of each reenacting and living history unit, and a simple majority of those Members present and voting is sufficient to elect an individual officer or NCO. No individual may be an officer or NCO of a unit who is not a currently active, paid Member of the corporation. Each unit may also elect additional support impressions, such as Chaplain, Adjutant, Quartermaster, Scout, Bugler, Provost, Engineer, Cook, and others as needed.

NCOs will be responsible for all enlisted personnel and subject to the responsibilities outlined in the appropriate field manuals. Officers will be responsible for the senior NCO and subject to the responsibilities outlined in the appropriate field manuals.

Each officer and NCO will have specific duties and responsibilities outlined in the unit standards, but each unit should be a democratic organization. The Members of a unit govern the unit, not the officers and NCOs.

The Members of each unit may remove an elected unit officer at any unit meeting for any cause and elect a suitable replacement. Removal of an elected unit officer will require a two-thirds vote of the Members present at the meeting. The unit must inform the Board of Directors within five (5) days of any unit officer changes.

## SECTION 3. QUALIFICATIONS FOR UNIT COMMANDERS

Unit leadership is a position that requires time, effort, and commitment. Therefore, each individual seeking or accepting a unit commander position must be willing and prepared to serve their units and participate in activities representing the specific period of time for the individual reenacting or living history unit. No one should seek or accept unit command just for the prestige of a rank. A unit leader's job is to support the Members of their unit.

NCOs should have completed a School of the Soldier for NCOs (or its available equivalent) and completed an appropriate exam. New NCOs should complete this during their first year to be eligible for promotion or re-election. For artillery units, NCOs should have attended at least one artillery school (i.e. USFAA). Artillery officers should have earned their certification prior to being eligible for promotion.

## SECTION 4. UNIT MEETINGS

Each reenacting and living history unit should meet no less than quarterly and will hold an annual meeting each year to nominate and elect unit officers. Each unit shall appoint a Clerk, who shall keep regular minutes of the unit's proceedings and report the same to the Board of Directors from time to time as the Board of Directors may require.

Each reenactment and living history unit should meet on a regular basis to drill, prepare for upcoming events, determine which events to attend, coordinate recruitment and fund raising

activities, and get to know each other better. As each unit becomes larger, the commanders (officers and NCOs) of each reenactment and living history unit should also meet on a regular basis to guide the organization and maintain active lines of communication throughout the unit.

## SECTION 5. PARTICIPATION IN REENACTMENTS AND LIVING HISTORY EVENTS

Units taking part in events shall follow the guidelines set by the event organizers regarding the flying of unit colors in the field and at camp, and regarding unit rank/command structures.

Authenticity in presentation and appearance is vital to the purposes of this organization. Each unit is responsible for enforcing the authenticity of its impression and Members. Authenticity shall be governed by the “20 foot rule,” which states that authenticity will be judged acceptable based on its appearance from a distance of 20 feet or more. Grievances regarding authenticity may be taken to the Board of Directors for final ruling.

## SECTION 6. EXTERNAL ASSOCIATIONS

Units may find it beneficial to be part of an association of groups that are not all Members of this Corporation (i.e. Florida Battalion, US Field Artillery Association). These associations offer a wide variety of benefits, such as training programs and interaction with other groups providing similar historical impressions. There is no restriction on units being part of these associations, so long as no unit acts in a manner contrary to these Bylaws or the Code of Conduct (see Article 14 of these Bylaws).

Units may also form and sponsor associations of groups that are not all Members of this corporation (i.e. Florida Division of Artillery). It is not required for all of the groups that are part of this association to be Members of the Corporation. However, these associations must be focused on the Corporation’s purpose, and units must not act in a manner contrary to these Bylaws or the Code of Conduct (see Article 14 of these Bylaws). Groups that are part of this association, but are not Members of the Corporation, are not eligible for any benefits of Membership except those offered exclusively through the association (i.e. certification programs).

Each association sponsored by the Corporation shall have a Commanding Officer and an Adjutant. The Adjutant shall keep regular minutes of the association’s proceedings and report the same to the Board of Directors from time to time as the Board of Directors may require.

**ARTICLE 7**  
**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

**SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, or bequest for the nonprofit purpose of this corporation.

**ARTICLE 8**  
**CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

(a) Minutes of all meetings of Directors, committees of the Board of Directors and, if this corporation has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present at the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) A record of its Members, if any, indicating their names and addresses and, if applicable, the class of Membership held by each Member and the termination date of any Membership;

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the corporation at all reasonable times during office hours.

**SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

**SECTION 4. MEMBERS' INSPECTION RIGHTS**

If this corporation has any Members, then each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

(a) To inspect and copy the record of all Member's names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested;

(b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of names, addresses and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board of Directors, upon written demand on the Secretary of the corporation by the Member, for a purpose reasonably related to such person's interests as a Member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of the Article may be made in person or by agent or attorney and the right to inspection shall include any right to copy and make extracts.

#### SECTION 6. PERIODIC REPORT

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

#### SECTION 7. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

#### SECTION 8. AGENDAS

Any Member of the Board of Directors, Officer, or Member, if any, may request an item be placed on the agenda for a meeting of the Board of Directors. The request must be received no less than two (2) weeks before the meeting to be included on the agenda for that meeting.

**ARTICLE 9**  
**IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

**SECTION 1.                  LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**SECTION 2.                  PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**SECTION 3.                  DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**SECTION 4.                  PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE 10**  
**AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

Subject to the power of the Members, if any, of this corporation to adopt, amend or repeal the Bylaws of the corporation and except as may otherwise be specified under provision of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors. A two-thirds (2/3) majority of those Members present and voting is required to pass an amendment to these Bylaws.

Any Director, Officer, or Member, if any, may propose an amendment to these Bylaws. If this corporation makes no provision for Members, then, at the regular meeting of Directors held on the second Saturday of January, amendments shall be voted on by the Board of Directors. Proposed amendments to these Bylaws must be received, in writing, by the Secretary no less than four (4) weeks before the second Saturday of January to be included on the agenda for that meeting. The Secretary shall distribute the proposed amendment no less than two (2) weeks before the second Saturday of January to each Member for review.

## **ARTICLE 11 CONSTRUCTION AND TERMS**

If there is any conflict between the provision of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial Directors or incorporators of this corporation, as we consent to, and hereby do, adopt the foregoing Bylaws, consisting of nineteen (19) preceding pages, as the Bylaws of this corporation.

Dated: \_\_\_\_\_

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\_\_\_\_\_  
\_\_\_\_\_

**MEMBERSHIP PROVISIONS**  
**OF THE BYLAWS OF**  
**The 2nd Florida Volunteers Living History, Inc.**

**ARTICLE 12**  
**MEMBERS**

**SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have only one class of Members. No Member shall hold more than one Membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all Memberships shall have the same rights, privileges, restrictions and conditions.

**SECTION 2. QUALIFICATIONS OF MEMBERS**

The qualifications for Membership in this corporation are as follows:

The Members must be fully dedicated to the furthering of the public's awareness and understanding of Southern History and the role of the Southern United States from the Colonial Period through the Western Expansion Period.

The Members must fully comply with the Code of Conduct as outlined in Article 14 of these Bylaws.

No Member may be a member of any hate group, or organization that promotes racial superiority, or the overthrow of the government or the Constitution of the United States of America or the State of Florida.

**SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to Membership at any time during the year. Application, with initial dues payment and the signed Code of Conduct (see Article 14 of these Bylaws), shall be sent directly to the Treasurer.

**SECTION 4. FEES AND DUES**

- (a) Fees for Membership applications shall be established by the Board of Directors.
- (b) Dues for Memberships shall be established by the Board of Directors. Dues are payable on an annual basis and are due on the first day of January of each year.

**SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of Members the corporation may admit.

**SECTION 6. MEMBERSHIP BOOK**

The corporation shall keep a Membership book containing the name and address of each Member. Termination of the Membership of any Member shall be recorded in the book, together with the date of termination of such Membership. Such book shall be kept at the corporation's principal office.

At no time may any membership information of the corporation be provided to outside parties for the purpose of telemarketing activities.

## SECTION 7. NONLIABILITY OF MEMBERS

A Member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No Member may transfer a Membership or any right arising therefrom. All rights of Membership cease upon the Member's death.

## SECTION 9. TERMINATION OF MEMBERSHIP

The Membership of a Member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such Membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) If this corporation has provided for the payment of dues by Members, upon a failure to renew his or her Membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Secretary of the corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency.

(3) After providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall not receive a refund of dues already paid for the current dues period.

All rights of a Member in the corporation shall cease on termination of Membership as herein provided.

## **ARTICLE 13 MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETINGS**

Meetings of Members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

### **SECTION 2. REGULAR MEETINGS**

The Annual Business Meeting of Members shall be held on the Second Saturday of January at 1:00 PM, for the purpose of electing Directors, voting on amendments to these Bylaws, and transacting other business as may come before the meeting.

One-third of the Directors shall be elected each year. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each voting Member shall cast one vote, with voting being by ballot only.

Proposed amendments to these Bylaws must be received, in writing, by the Secretary no less than four (4) weeks before the Annual Business Meeting to be included on the agenda for that meeting. The Secretary shall distribute the proposed amendment no less than two (2) weeks before the Annual Business Meeting to each member for review. A two-thirds (2/3) majority of those Members present and voting is required to pass an amendment to these Bylaws.

The Annual Business Meeting of Members for the purpose of electing Directors and voting on amendments to these Bylaws shall be deemed a regular meeting. If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next Saturday.

### **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the Members may be called by the Board of Directors, the Chairman of the Board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Members.

### **SECTION 4. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the Member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

The notice of any meeting of Members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given.

Whenever any notice of a meeting is required to be given to any Member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this

state, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of 20 percent of the voting Members of the corporation, but not less than five (5) of the voting Members of the corporation.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting Members present in person at a duly held meeting at which a quorum is present is the act of the Members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

#### SECTION 7. VOTING RIGHTS

Each Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot. Voting by proxy shall not be permitted.

#### SECTION 8. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the corporation distributes a written ballot to each Member entitled to vote on the matter. The ballot shall:

- (1) set forth the proposed action;
- (2) provide an opportunity to specify approval or disapproval of each proposal;
- (3) indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted; and,
- (4) shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of Membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

## SECTION 9. CONDUCT OF MEETINGS

Meetings of Members shall be presided over by the Chairman of the Board, or, if there is no Chairman or, in his or her absence, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairman chosen by a majority of the voting Members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the current edition of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

A parliamentarian shall be present at all Meetings of the Membership to provide counsel to the presiding Officer on all questions relative to the proper parliamentary procedures to be followed for handling the business of the meetings. All final decisions as to parliamentary procedures as stated by Robert's Rules of Order shall be made by the presiding Officer.

## **ARTICLE 14 CODE OF CONDUCT**

### **SECTION 1. PURPOSE OF THE CODE OF CONDUCT**

The 2nd Florida Volunteers Living History, Inc. is an organization dedicated to furthering the public's awareness and understanding of the 2nd Florida Volunteer Infantry Regiment during the War Between The States, as well as military and civilian life during the years 1860 through 1865. Educating the public is a responsibility not to be taken lightly. Accuracy in presentation and portrayal is of the highest importance.

Many of the corporation's activities will involve direct interaction with the public during living history encampments and reenactments. Because many living history encampments and reenactments are portraying military events that occurred in the Southern United States, great care must be taken to ensure the safety of all participants and the public.

The Code of Conduct represents the commitment each Director, Officer, and Member must have to the goals and activities of the corporation.

### **SECTION 2. VIOLATIONS OF THE CODE OF CONDUCT**

Each Member of the Corporation must sign the Code of Conduct as part of completing the membership application. Failure to follow the requirements of the Code of Conduct will result in disciplinary action by the Board of Directors, which could include the termination of membership.

### **SECTION 3. THE CODE OF CONDUCT**

1. Hatred and bigotry have no place in society or this corporation. Respect the feelings of others. Do unto others as you would have them do unto you. We live in a culturally diverse nation. The true history of the Southern United States includes many of these diverse cultures, all linked together by a common heritage. We must learn to live together and have mutual respect for each other's history and heritage.
2. Obey all safety rules. Every member is a Safety Officer and is responsible for learning and enforcing all safety procedures. Members must respect and follow the Chain of Command (Officers and NCOs) during each event to help prevent mishaps, and each Officer and NCO must strive to maintain safety within their command during each event.
3. There will be no consumption of alcoholic products before or during reenactments, while armed, while in first person persona, or while the public is present. No one shall consume alcohol within 12 hours of serving on a cannon. This shall be strictly enforced so that the detection by any member warrants an immediate inspection. Anyone found violating this rule will be issued a written reprimand signed by all members witnessing this behavior. A second occurrence will result in the immediate termination of membership without the possibility of re-admittance.
4. No person under the age of 16 years shall be allowed to handle arms in camp or carry arms in the ranks without special dispensation from the unit's commanding officer. No one who has not been through artillery training by a certified instructor may serve on a cannon crew when firing blank rounds or live ammunition without special dispensation from the gun owner.
5. No camp fires, lamps, or candles will be left unattended. These fires must be thoroughly extinguished or someone must remain in camp to watch the fire and ensure no accidents happen. This shall be strictly enforced so that the detection by any member warrants an immediate inspection. Anyone found violating this rule will be issued a written

- reprimand signed by all members witnessing this behavior. A second occurrence will result in the immediate termination of membership without the possibility of re-admittance.
6. No fires will be allowed in tents not designed to accommodate a stove. This includes candles not in a lantern.
  7. Keep all modern items out of sight when the general public is in camp. No use of modern tobacco products when in first person persona or when the public is present.
  8. No smoking of any kind (pipe, cigar, cigarillo) is permitted when handling or working with gun powder or in the vicinity of someone who is.
  9. No smoking of any kind is permitted while participating in any battle reenactment, weapons demonstration or parade, or in possession of a loaded firearm.
  10. Treat all firearms as if loaded. Treat all firearms loaded with blank rounds as deadly weapons.
  11. All weapons must be inspected by the designated unit safety officer prior to each battle reenactment. No weapon can be used that has not passed inspection.
  12. If you have used your musket in a live fire (projectile down the bore), always fire at least three blank loads into the ground before using it in a battle reenactment.
  13. Each unit will post a guard to keep the camp secure whenever anyone is working with gun powder. Gun powder may only be handled in a secluded place a safe distance from camp.
  14. Avoid rolling cartridges in camp. If absolutely necessary, keep the powder well away from campfires, candles, sources of heat, and the public.
  15. Load muzzle-loading muskets with pre-rolled cartridges, never from a powder flask/horn.
  16. Always load muzzle-loading pistols in advance from a powder flask or pre-rolled cartridges, and seal each cylinder with "cream of wheat." Paper or cotton wadding is never to be used to seal the cylinders, and the cylinders of muzzle-loading pistols should never be re-loaded during a reenactment except with pre-rolled cartridges.
  17. While loading firearms, keep hands and face away from the muzzle.
  18. After loading, always point the muzzle in a safe direction. Be aware of anyone in front, behind, and on either side of you.
  19. During battle reenactments, Infantry must never fire directly at a person less than 50 feet from you. Aim over the head or to the side of anyone within that distance.
  20. When firing muskets from two ranks, the rear rank should step well forward and, before firing, ensure that neither the muzzle nor the cap is near the faces of the front rank.
  21. Never draw or use a musket ram rod during a battle reenactment.
  22. Be careful when fixing or drilling with bayonets. When marching with bayonets fixed, keep weapons nearly vertical to protect the person behind you.
  23. Artillery units follow the instructions of the United States Field Artillery Association muzzle-loading artillery school, and its manuals are the only acceptable artillery manuals for learning the drill and operation of muzzle-loading cannons. All members are expected to own their own copies of these manuals.

24. Artillery units follow the “3 minute” rule, which states that three minutes shall have elapsed between when the cannon was last fired and serviced, and when the next round may be loaded. The rule shall never be violated under any circumstances.
25. Do not, under any circumstances, pass in front of the muzzle of a cannon any closer than 50 yards, or within a 90 degree arc from the center line of the bore. The charge of a full scale 12-pound Napoleon cannon could be up to two pounds of powder.
26. During battle reenactments, Artillery must never fire if anyone is within 50 yards from the muzzle of the cannon and keep the cannon at full elevation. Never discharge a pistol, rifle, or musket within 100 feet of a loaded cannon or artillery limber chest.
27. In a real medical emergency, the key word for help is “Medic.” If you hear the word “Medic,” repeat it as loud as you can, then go to the person that needs help and give all the assistance you can.
28. Maintain a vigilant control of all small children, especially when we have a camp fire burning or weapons in the open. Remember, most portrayals are of armies in the field and we are handling instruments of death. We do not want to ruin a member of the general public’s outing, or our own.
29. Complete your uniform or civilian attire in as timely a manner as possible.
30. Bring your own rations. Don’t expect someone else to furnish you with food or powder.
31. Always use the military protocol of the War Between The States. If unsure of the correct protocol, don’t be afraid to ask.
32. When in first person persona, always act as a Southern Lady or Gentleman. Always act with honor, integrity, and chivalry. Always maintain the actions and attitudes of the Southern Ladies and Gentlemen of the War Between The States. Always be polite, even in the face of adversity. If faced with adversity, walk away and notify your unit’s commanding officer.
33. To accurately portray the inhabitants of the South from 1860 - 1865, we must play by their rules. In those days, a man was only as good as his word and many business transactions were consummated over a handshake. We must be as true and accurate as possible to effectively represent the historically correct facts of what actually occurred during that time period.
34. Treat the general public with respect no matter how stupid their question might seem, or how many times you have answered that question. Remember, they are one of the main reasons we do what we do, and their education should be at the forefront of our interests.
35. Be a good listener. The general public wants to tell you all about their ancestor, and in so doing, valuable information can be gathered for future use.
36. Ask permission before using another person’s property. Always say “Thank you” when you return it, and return it in at least as good a condition as when you borrowed it.

To be good reenactors, we must learn what people of the South from 1850 - 1865 did in their day to day activities. We must commit to the study of how they lived and experience it for ourselves. Time devoted to the study of the various disciplines of the Southern military and civilian organizations of the Nineteenth Centuries is the only way to achieve the goal of being the finest reenacting and living history organization in the region. Only with time spent in serious study will we obtain the honor and integrity our heritage deserves.

We must use caution when correcting the years of misinformation and political correctness that is pervasive in American education today. We must not use exaggerated or misleading information. Once we lose trust of the public, it is difficult, if not impossible, to get

that trust back. We have no control over our heritage, but we can surely control the destiny of our legacy. By controlling this legacy, we will ensure our great-grandchildren will know us and our great-grandparents.

As re-enactors of Southern gentility, we should inculcate all the attributes of Honor, Integrity, Chivalry, and Respect for all we meet, as well as for ourselves. Honor, Chivalry, Integrity, and Respect are the intangible parts of our psychological makeup that separate us from common thieves and worse. Open and active Respect is the benchmark of the Southern Ladies and Gentlemen. The Southern Lady and Gentleman carries Honor as the standard by which he or she is judged by his or her peers. Honor is a Southern quality that must be preserved and handed down to future generations, or we will cease to be set apart from the common rabble that inhabit this planet.

**ADOPTION OF THE MEMBERSHIP PROVISIONS  
AND THE CODE OF CONDUCT**

We, the undersigned, are all of the initial Directors or incorporators of this corporation, as we consent to, and hereby do, adopt the foregoing Membership Provisions and The Code of Conduct, consisting of nine (9) preceding pages, as part of the Bylaws of the corporation.

Dated: \_\_\_\_\_

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