

CONSTITUTION AND BY-LAWS
OF
THE BUFFALO CIVIL WAR ROUNDTABLE
BENEDICT R. MARYNIAK CHAPTER

ARTICLE I
MEMBERS

Section 1. PURPOSE: The Club is established for the study of and the preservation of the history of the American Civil War and the Reconstruction Era

Section 2. Membership. The membership of **THE BUFFALO CIVIL WAR ROUNDTABLE, BENEDICT MARYNIAK CHAPTER** (the club) shall consist of those persons who shall have demonstrated a commitment to the study of the American Civil War, and who shall be designated as members by the board of directors from time to time. Any individual may apply for membership.

Section 3. Evidence of Membership. Membership in the Club shall be evidenced by the inclusion of the member's name in a list of members to be maintained under the direction of the Secretary and a membership card.

Section 4. Removal of Member. In the event the board of directors shall determine that it is in the best interests of the Club to terminate the membership of any one or more members, the board of directors may, by written notice to such members, terminate the membership of such members effective as of the date specified in such notice.

ARTICLE II

MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The annual meeting of the members of the club, for the election of officers and for the transaction of such other business as may be set forth in the notice of meeting, shall be held each year at such time and at such place within the State of New York as the Board shall determine and the notice of the meeting shall specify.

Section 2. Special Meetings. Special meetings of the members may be called by the board of directors or by the President.

Section 3. Notice of Meetings. Written notice of the annual or special meetings of the members shall be given, personally or by mail or email, not less than 10 days before the date of the meeting,

Section 4. Quorum. A quorum for the transaction of business shall consist of at least ten members present.

Section 5. Procedure. The agenda and all other matters of procedure at every meeting of members may be determined by the presiding officer. All matters, except amendments to this document, shall be determined by majority vote.

Section 6. Voting. Each paid member in good standing shall be entitled at every meeting of members to one vote.

Section 7. Reports. The board of directors shall present at each annual meeting a report, verified by the President and Treasurer or by a majority of the directors, showing the assets and income and membership of the club

Section 8. Proxies. Every member entitled to vote at a meeting of members may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the member. . Every proxy shall be revocable at the pleasure of the member executing it.

ARTICLE III BOARD OF DIRECTORS

Section 1. Management of Club Affairs. The activities, property and affairs of Club shall be managed by the board of directors.

Section 2. Number and Qualifications. The board of directors shall consist of the elected officers of the club.

Section 3. Removal. Any board member may be removed with or without cause by the affirmative vote of the majority of the board of directors at any meeting of the board, Written notice of which shall be mailed to all Board members.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRESTORS

Section 1. Regular Meetings. Regular meetings of the board of directors for the transaction of any business shall be held at such time and place as shall be determined by the President or two board members.

Section 2. Annual Meeting. The annual meeting of the board of directors shall be held prior to the annual membership meeting.

Section 3. Notice of Meetings. Notice of each regular meeting of the board of directors stating the time and place thereof shall be given by the President, the Vice-President or the Secretary to each member of the board not less than three (3) days before the meeting.

Section 4. Quorum and Action by Board. A quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire board. All matters shall pass by majority vote.

Section 6. Procedure. The order of business and all other matters of procedure at every meeting of the board may be determined by the person presiding at the meeting.

ARTICLE V
COMMITTEES OF THE BOARD

Section 1. Designation of Committees. The board of directors, by resolution may designate three or more member as committee with one member being designated as the committee chairperson.

Section 2. Proceedings. Each committee shall report its actions to the board of directors.

ARTICLE VI
OFFICERS

Section 1. Officers. The members of the club at the annual meeting of the members shall elect a President, Vice-President, Secretary, Treasurer and Communication Officer.

Section 2. Term of Office. The officers shall hold office until the first meeting of the board following the next annual meeting of the members and until their successors have been elected.

Section 3. Vacancy in the Board. Any vacancy shall be filled by the Board by majority vote. The new director shall serve out the term of the director they replace.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an officer or for any other reason that the board may deem sufficient, the board,, may delegate, for the time being, the powers or duties of any officer to any other officer.

Section 5. The President. The President shall be the administrative officer of the club and shall have the general powers and duties of supervision and management of the club and shall perform all such other duties as usually pertain to the office or are properly required by the board of directors. The President shall preside at all meetings.

Section 6. The Vice-President. The Vice-President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice-President shall also have such powers and perform such duties as usually pertain to the office or are properly required by the board of directors.

Section 7. The Secretary. The Secretary shall issue notices of all meetings of the board and members where notices of such meetings are required.. The Secretary shall attend all meetings of the board of directors and keep minutes thereof and shall perform such other duties as usually pertain to the office or are properly required by the board of directors.

Section 8. The Treasurer. The Treasurer shall have the care and custody of all the monies and securities of the club. The Treasurer shall cause maintain accounting records.. The Treasurer shall make and sign such reports, statements and instruments as may be required of

him or her by the board of directors and shall perform such other duties as usually pertain to the office or are properly required of the Treasurer by the board of directors.

Section 9. Communications Officer. The club Communications Officer shall keep written and electronic records of the club and assist all other officers in the performance of their duties.

Section 10. Compensation. No officer of the corporation shall receive any compensation save reimbursement for club expenses.

ARTICLE VII CLUB FINANCE

Section 1. Club Funds. The funds of the club shall be deposited in its name with such banks, trust companies or other depositories as the board of directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the club shall be signed by such officer or officers..

Section 2. Fiscal Year. The fiscal year of the club shall be the calendar year unless otherwise changed by the board of directors.

Section 3. Loans to Directors and Officers. No loans shall be made by the club to its officers.

Section 4. Gifts. The board of directors or any authorized officer, of the club may accept on behalf of the club any contribution, gift, bequest or devise for any general or special purpose or purposes of the club.

Section 5. Income from Club Activities. All income from activities of the club shall be applied to the maintenance, expansion or operation of the lawful activities of the club.

ARTICLE VIII DUES

The annual dues of the club shall be Thirty Dollars (\$30.00) per person or Forty Dollars (\$40.00) for a family, to include parent(s) and any children under the age of sixteen (16) ,and Ten Dollars (\$ 10.00) for a student member and shall be payable on January 1st of each year .

ARTICLE IX AMENDMENTS

Section 1. Procedure for Amending Constitution. The Constitution of the club Shall be adopted by a majority vote of the members present and, amended or repealed at any meeting of paid members, notice of which shall include specification of the proposed action, by the vote of two-thirds of the members present.

Adopted this 24th day of September 2009

Thomas Grace-Secretary