

By-Laws
of the
Saramana Chapter
Sons of the American Revolution

Approved March 15, 2013

Article 1 – Name

The name of this organization shall be “Saramana Chapter Sons of the American Revolution”, (hereinafter referred to as the Chapter), a not-for-profit organization. The members of the Chapter shall be known and referred to as Compatriots.

Article II – Objectives and Purposes

Section 1. OBJECTIVES – The objectives of this Chapter are declared to be patriotic, historical and educational, and shall include those intended or designed to perpetuate the memory of those patriots who, by their sacrifices during the war of the American Revolution, achieved the independence of the American people; to unite and promote fellowship among their descendants, to inspire them and the community at large with a more profound reverence for the principles of the government founded by our forefathers; to encourage historical research in relation to the American Revolution; to acquire and preserve the records of the individual services of the patriots of the war, as well as documents, relics and landmarks; to mark the scenes of the Revolution by appropriate memorials; to celebrate the anniversaries of the prominent events of the war and of the Revolutionary period; to foster true patriotism; to maintain and extend the institutions of American freedom and to carry out the purposes expressed in the preamble of the Constitution of our country and the injunctions of Washington in his farewell address to the American people.

Section 2. PURPOSES – The purposes of the Chapter are to promote the objectives and purposes of the National Society, growth in its membership, public awareness and support for its objectives, and to do so in a manner that will reflect credit upon it.

Article III - Powers

The Chapter shall have all powers necessary and useful in accomplishing the objectives and purposes set forth expressly or by implication in Article II above. The Chapter may acquire, own, lease and dispose of real and personal property, and shall, in general, have all the powers conferred on organizations of its character by the Statutes of the State of Florida.

Article IV – Membership

- Section 1. QUALIFICATION – Any male shall be eligible for membership in this Chapter who is the lineal descendant of an ancestor who was at all times unfailing in loyalty to, and rendered active service in the cause of American Independence, either as an officer, soldier, seaman, marine, militiaman, spy or minuteman in the armed forces of the Continental Congress, or of any one of the several Colonies or States, or as a signer of the Declaration of Independence, or as a member of any Continental, Provincial or Colonial Congress or Legislature; or as a recognized patriot who performed actual service by overt acts of resistance to the authority of Great Britain; provided however, that no person advocating the overthrow of the Government of the United States by use of force or violence shall be eligible for membership in this Chapter.
- Section 2. ANNUAL DUES AND FEES – Annual Dues which shall be due and payable after September 1st of each year and shall be the sum of the dues and fees required by the National Society, the Florida Society and this Chapter. Failure to pay annual dues by December 5th terminates membership in the Chapter. Any membership so terminated may be reinstated by the payment of all delinquent dues and any reinstatement fee prescribed by the National Society or the Florida Society.
- Section 3. CHAPTER DUES AND FEES – The President and Treasurer shall review Chapter financial needs each April and if a change in dues is needed, the Board of Governors shall meet the following month to establish Chapter dues payable the ensuing September 1st.

Article V – Board of Governors

- Section 1. (Amended January 19, 2019 to Read)
The term Board of Governors has the same meaning and intent as the term Board of Management found in Article XIII of the Saramana Chapter Articles of Incorporation. The Board of Governors shall consist of members in good standing, to include the Chapter President, Vice President, Secretary, Treasurer, Registrar, Genealogist, Historian, Sergeant-at-Arms, Chaplain, six (6) Governors elected from the Chapter at large and all Past Presidents. The Saramana Chapter President shall serve as the Chairman of the BOG; Past Presidents shall serve EX-OFFICIO and have all the privileges of a member of the Board of Governors, but not the obligation to attend meetings. Any Past Presidents in attendance at a meeting of the Board of Governors shall not be counted toward the quorum requirement, unless they hold another office or at-large position on the Board of Governors. The Board of Governors shall make policy decisions, regulate its own procedures and methods of voting, set Chapter dues, and exercise control over the affairs, activities, funds and properties of the Chapter. The Board shall meet at the call of the President and shall have the power to accept resignations from officers, directors and members, and to confirm appointments made by the President to fill vacancies. A quorum for the transaction of business by the Board shall consist of five (5) members of the Board of Governors. Of the nine elected officer positions stated above, no member of the Chapter shall serve as both an officer and governor at the same time. Any member may be elected to, and concurrently hold, more than one, but not more than two, of the nine elected officer positions stated above. All officers, governors, and past presidents shall have the authority to exercise their right to vote.
- Section 2. Except as herein otherwise specifically provided, the decision of the Board of Governors in all chapter matters shall be final, subject only to appeal to the chapter membership at a future chapter meeting where fifteen (15) days' notice of the appeal can be given. Business of interest to the general membership, which was discussed by the Board of Governors along with the action taken on any such business shall be included in the next Chapter Newsletter. The Board of Governors shall exercise control over all officers and committees and for good cause may declare any office vacant.

Section 3. (Amended January 19, 2019 to Read)
For the purposes quorum and the conduct of business, meetings of the Board of Governors may be conducted in person or electronically (phone, video, computer, or other electronic means) or a combination of these. Members attending a meeting through electronic means will be considered present and shall be recorded as attending. These members retain full rights and responsibilities when attending electronically.

Article VI – Election of Officers

Section 1. The President shall appoint a Nominating Committee consisting of three (3) members not later than the May meeting of the Board of Governors, one of whom shall be Chairman of the Committee. The appointments shall be confirmed by a majority vote of the Board of Governors. It shall select nominees for each office to be filled. The Chairman shall report the slate of nominees to the Board of Governors no later than the October Board meeting and publish the slate in the November newsletter prior to the November meeting and election.

Section 2. Election of Officers and Governors shall be at the November Chapter meeting. On presentation of the names of the nominees the Chairman of the Nominating Committee shall certify that each nominee has been contacted and has agreed to serve.

Section 3. Officers to specified offices, named in the Bylaws, shall hold office for one (1) year and any officer may succeed himself, except that the President shall require a written vote of approval by two-thirds of the Board of Governors present.

Section 4. (Amended January 19, 2019 to Read)
The Governors are six (6) members chosen from the Chapter at large. Subsequent to adoption by the Chapter of these Bylaws, three Governors at large shall be elected each year to two (2) year terms. All Officers and Governors shall serve until their successors are elected and installed.

Section 5. After the slate of officers has been presented, the presiding officer shall call for nominations from the floor. Providing no nominations have been received from the floor and nominations have been closed; the presiding officer shall call for a voice vote to elect the slate as presented.

Section 6. If nominations have been received from the floor, the presiding officer shall call for the distribution of blank ballots so that the members may list their candidate for all contested offices. Voting shall continue by ballot and the nominee receiving the majority number of votes cast for the respective office shall then be declared elected.

Article VII – Installation of Officers

Section 1. The installation of Officers and Governors of the Board, elected from the Chapter at large, shall be at the December Annual Meeting of the Chapter.

Section 2. The installation of Officers shall be in accordance with the Chapter Handbook and that of the National Society which shall be used as a guide in all matters which are applicable.

Section 3. Installation of new Officers shall be by an active or past officer of the State or National Societies, or by a past President of this Chapter.

Article VIII – Duties of Officers

- Section 1. THE PRESIDENT shall, when present, preside over and vote at all meetings of the Chapter and Board of Governors. He shall exercise general supervision and control over the affairs and activities of the chapter, and plan and implement a program to achieve the chapter's objectives and purposes, involving as many of the members in the work of the chapter as possible. He shall appoint all committees and their respective chairmen, except as otherwise provided by these Bylaws, and shall be an ex-officio member of all committees, with the exception of the Nominating Committee. The President may require reports from the Committee Chairmen as necessary to assure that timely action is taken to plan, organize, and carry out the various activities of the chapter. He shall have power to appoint assistants to help officers carry out their duties.
- Section 2. VICE PRESIDENT – It shall be the duty of the Vice President to preside at meetings of the Chapter and Board of Governors in the absence of the President. He will succeed to the office of President in the event of death, resignation or incapacity of the President to serve.
- Section 3. SECRETARY – The Secretary shall keep the minutes of the Chapter's and Board of Governors meetings. He is the custodian of all the records of the Chapter. He shall attend to the correspondence of the Chapter; obtain supplies from the National Society; and make such reports as may be required from the Chapter by the Florida Society or the National Society. He shall cause to have published annually and distributed to each member, a Saramana Chapter Yearbook containing, at a minimum for each member, his name, mailing address, telephone number, email address, spouse's name, and other pertinent information as well as a listing of Chapter officers and committee chairs. Members must agree to have their personal information published in the Chapter Yearbook. The Yearbook shall be published as soon as practicable after 31 December of each year, with the understanding that it shall be published no later than the following 15th of April.
- Section 4. TREASURER – The Treasurer shall receive and be custodian of all funds of the Chapter. He shall promptly deposit all monies received in the Chapter's account at an authorized bank. He shall make disbursements as authorized by the President or the Board of Governors. He shall keep itemized accounts of all receipts and disbursements, with invoices or bills to support each disbursement. He shall bill each member for the sum of the Chapter, State, and National Society dues around September 1st and remind delinquent members of their obligations beginning in late October. He shall make a report of the financial status of the Chapter when called upon to do so, and advise the Board of Directors of delinquent members on November 1st and November 20th of each year. He shall keep a complete record of all memberships and changes in memberships. His Treasurer's accounts shall be audited each year prior to submission to the Board of Governors and Chapter, and must be submitted to them no later than March 15.
- Section 5. GENEALOGIST – He shall, when requested, assist the Registrar in checking the lineage of an applicant. He shall serve as liaison between the Chapter and other Societies which emphasize genealogical research. He will serve as liaison between the Chapter and local libraries with the object of establishing and maintaining genealogical reference material.
- Section 6. REGISTRAR – The Registrar shall assist prospective members in completing their applications and he shall assist current member's complete supplemental applications; he shall review them for proper documentation and form, and forward them to the Registrar of the State Society. He shall keep a copy of all papers pertaining to applications for membership and a copy of the "Record Copy" received from National, the original of which goes to the applicant. It is suggested that all such paper copies be converted to digital copies and that a copy of these digital records be given to the Chapter Historian on a regular basis. He shall notify the applicant and Chapter Officers of the action taken on his application. He shall serve as Chairman of the Membership Committee.

- Section 7. HISTORIAN – The Historian shall maintain a running history of the Saramana Chapter and do such historical research as may be assigned to him from time to time by the President or by the Board of Governors including but not limited to the archival of digital Saramana Chapter material and records. Maintenance of files herein described should include provisions for a back-up process, such as a Cloud back-up service. He shall keep a scrapbook of newspaper and magazine clippings pertaining to the Chapter, its members and its activities. His scrapbook shall contain such other documents, pictures and reference material, as, in his opinion, may have future historical interest. He shall have on display such scrapbook when so directed by the President and shall display it at least once a year at a regularly called meeting.
- Section 8. CHAPLAIN – He shall open and close all meetings of the Chapter with the proper services for such occasions. He shall arrange for the funeral ritual prescribed in the NSSAR Handbook in the event that the Chapter is asked to participate. He shall offer consolation and comfort to the Compatriots and/or their families on behalf of the Chapter in the event of the demise of a Compatriot or a member of his family. He should in all cases, when notified of such, send letters or cards of condolence to the family upon the death of a member. Make timely report to the Florida Society Chaplain of the Death of Compatriots from Saramana.
- Section 9. SERGEANT-AT-ARMS – The Sergeants-at-Arms shall be responsible for setting up the meeting room for each regular or special meeting and assisting and preserving order as directed by the President or presiding officer; he shall be responsible for the care and safekeeping of the Chapter's flags, bell, gavel, SAR Pledge Cards, signs and other Chapter property.
- Section 10. (Amended January 19, 2019 to Read)
ELECTED GOVERNORS – The six (6) Board Members who are elected at large may be assigned duties by the President.
- Section 11. EDITOR – The Editor shall be an appointed, non-voting, honorary officer of the chapter. The Editor of the Chapter Newsletter, *The Quill and Bugle*, shall publish information in the newsletter, of the time, place and program for the next meeting, a brief summary of events of the last meeting, and such announcements, information or requests as may be appropriate for the conduct of Chapter affairs and the information of the members. At a minimum, the newsletter should be published during the months of October through May.
- Section 12. COLOR GUARD COMMANDER – The Color Guard Commander shall be an appointed, non-voting, honorary officer of the chapter. The appointment shall be conferred at the discretion of the Board of Governors. The Color Guard Commander shall perform his duties pursuant to the NSSAR Handbook and with the understanding the optimum minimum number of men that form a Color Guard unit consists of four (4) compatriots: Two (2) Color Bearers of which one carries the United States National Flag, and the other carries either the State or SAR Flag; and two (2) Musketeers or Riflemen who escort the Color Bearers. Further, it's also understood that should the Saramana Chapter not have Musketeers or Riflemen in attendance, the Color Guard may consist of a minimum of three (3) members with at least one, usually the Color Guard Commander, marching to the right of the National Colors. The left side of the National Colors shall be covered, where practical, either by a second Color Guard member or by another Color Guard Bearer who carries another flag (most often the state flag or an SAR flag). In formations exceeding four Compatriots, the Color Guard Commander will march ahead of the National Colors separate from any other rank.
- Section 13. WEBMASTER – The Webmaster shall be an appointed, non-voting, honorary officer of the chapter. The appointment shall be conferred at the discretion of the Board of Governors. The webmaster shall maintain and update the web page of the Saramana Chapter.

Section 14. IMMEDIATE PAST PRESIDENT – The Immediate Past President shall assist the newlyelected president as necessary in the discharge of his duties.

Section 15. RETIRING CHAPTER OFFICER – With the election and installation of new chapter officer, retiring chapter officers shall within one week of the date of their retirement, deliver to their successors all papers, funds, records, and any other property belonging to the Chapter.

Article IX – Removal of Officers

For cause, the membership may remove any officer from office by the vote of two-thirds of those present and voting, a quorum being present, provided that at least fifteen (15) days' notice of the proposed action is mailed or emailed to such person at his last known address, and further provided that notice of the proposed action shall have been sent to the membership at least fifteen (15) days prior to the meeting where the vote will take place.

Article X – Vacancies

Section 1. THE PRESIDENT – In the event of the death, resignation, removal, or inability of the President to carry out his duties, the Board of Governors, by a two-thirds vote, may declare the office vacant and the Vice President shall succeed to the office of President.

Section 2. OTHER OFFICERS – A vacancy, for the reasons set forth in the preceding paragraph, in any other office, shall, upon being declared vacant by a two-thirds vote of the Board of Governors, be filled by appointment by the President for the remainder of the term of such office, subject to confirmation by the Board of Governors.

Article XI – Meetings

Section 1. This Chapter shall meet once a month during October, November, December, January, February, March, April and May of each year. The time and place shall be determined by the Board of Governors. In addition to the aforesaid meetings the Board may hold other meetings as determined to be necessary.

Section 2. A meeting of the Chapter shall take place in November for the election of Officers and Governors and for the transaction of the business affairs of the Chapter.

Section 3. The installation of new Officers and Governors shall take place during the December Annual Meeting.

Section 4. Notice to the members shall be provided in the monthly Newsletter, by email, by text message, and/or by phone.

Section 5. (Amended January 19, 2019 to Read)
The attendance of ten (10) members shall constitute a quorum for the transaction of business on any matter brought before the membership at a meeting. Action of the Chapter shall be by motion properly made and seconded, and the vote of a majority of the members present and voting shall be required for the passage of any motion, except as otherwise provided by these Bylaws. Vote on any motion may be made by show of hands, by voice vote, or by secret ballot, as the President may prescribe.

Article XII – Handbook

The Handbooks of the National Society and the Florida Society and the Saramana Chapter shall be used as guides to all matters, which are applicable.

Article XIII – Committees

Section 1. STATUTORY COMMITTEES:

- A. AUDIT COMMITTEE – The President shall appoint an Audit Committee of not less than three members of the Chapter, which committee shall conduct, or cause to be conducted, annually, an audit or financial review of the financial books and records of the Saramana Chapter for the preceding fiscal year. The report of such audit or financial review shall be presented to the Board of Governors for approval.
- B. NOMINATING COMMITTEE – The Nominating Committee is described in Article VI – Election of Officers.

Section 2. OTHER COMMITTEES:

Other committees, not listed in these bylaws, may become necessary or useful; or the need to modify the duties of, or eliminate, an existing committee may arise. In such case, the desired change shall be proposed for consideration by the President, the Board of Governors, or any member of the Saramana Chapter, as appropriate. A proposal for a new committee or for the modification of an existing committee shall include a proposed draft of a new or revised charter that states the name, duties, structure, powers, method of appointment and term of office of its members, and shall propose whether it shall be given the status statutory, standing, or special.

ARTICLE XIV – Trust Fund

SARAMANA SAR OPERATING BUDGET TRUST FUND – The purpose of the Trust Fund is to assist the operating budget of the Saramana SAR in continuing to offer such SAR programs as deemed worthwhile and/or to carry out the goals and purposes of the Saramana SAR as defined by the Board of Governors. Contributions to the Trust Fund are deductible from Federal and State taxable income as allowed under the current Internal Revenue Code and other applicable legislation and regulations as may exist or may hereafter be amended. There shall at all times be five Trustees, who shall be appointed and confirmed from the membership of the Chapter in good standing by majority vote of the Board of Governors. The term of office for a Trustee is three consecutive calendar years. For purposes of continuity and management the terms shall be staggered. Refer to the Governing Documents of the Saramana SAR Operating Budget Trust Fund for the details in the Trust document. To invest the assets of the trust in accordance with the governing trust document and relevant Florida Statute. To provide accountings of trust transactions to the Saramana Board of Governors in accordance with the governing trust document and relevant Florida Statute. To perform any other duties that may be required in accordance with the governing trust document and relevant Florida Statute.

ARTICLE XV – Amendments

Section 1: When required to conform to changes in the Bylaws of the State or National Societies, these By-Laws shall automatically conform. The Secretary shall notify the membership of such conforming change(s).

Section 2. AMENDMENT PROCEDURE – These Bylaws may be adopted, amended, altered, or repealed by a two-thirds vote of those present. Amendments may be proposed by a two-thirds majority vote of the Board of Governors, or by petition of at least fifteen (15) members. A copy of every proposed amendment shall be sent to every member together with the notice of the meeting at which such proposed amendment(s) is to be acted upon. Notice of the meeting and copy of the proposed amendment(s) shall be mailed or emailed at least fifteen (15) days prior to the meeting date. A vote of two-thirds of those present shall be necessary for the adoption of any proposed amendment(s). These amendments approved shall be declared adopted and shall become effective immediately.

Article XVI – Dissolution

In the event of the dissolution of the Chapter, its assets, property, and records shall be transferred to and become the property of the State Society, or in the absence of a State Society, the National Society.

Article XVII – Parliamentary Authority

The rules contained in the current edition, Roberts Rules of Order-Newly Revised shall govern the Chapter in all cases not provided for in these By-laws.

Article XVIII – Adoption of Bylaws

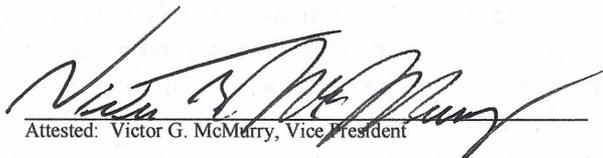
The Board of Governors, with a quorum present at a meeting held February 20, 2013, voted to recommend that the above By-Laws be adopted by the Saramana members. The Board of Governors has deemed these By-Laws both fair and necessary for maintenance and proper order in the manner in which Saramana Chapter, Florida Society, of the National Society of the Sons of the American Revolution does business.

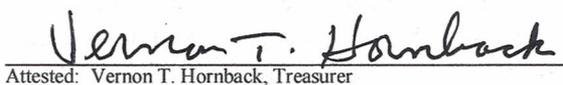
At the Members Luncheon Meeting held March 15, 2013, with a quorum (an attendance of 18 members present) and with a two-thirds majority vote, these Bylaws are adopted.

March 15, 2013

Date


Charles T. Sweeney, President


Attested: Victor G. McMurry, Vice President


Attested: Vernon T. Hornback, Treasurer


Attested: Richard K. Mahaffey, Registrar / Genealogist