

BYLAWS OF THE
MISSISSIPPI STATE SOCIETY SONS OF THE AMERICAN REVOLUTION

Bylaw No. 1. OFFICERS; POWERS AND DUTIES.

The duties of the State Society Officers are such as usually appertain to their respective offices, such other duties as may be hereinafter imposed and such powers as delegated to them by an Annual Meeting or the Board of Directors. Each officer must agree to perform his respective duties of office before nomination and acceptance of that office.

The State Society Officers must report at the Annual Meeting and at such other times as may be required by the Board of Directors. They may perform such other duties as may be assigned by the President or the Board of Directors.

Bylaw No 2. PRESIDENT.

The President is the Chief Executive Officer of the State Society and manages the business affairs of the State Society with the advice and consent of the Board of Directors. He appoints all committee chairmen and members, including but not limited, to those discussed in these bylaws, with the advice and consent of the Board of Directors at the June Board meeting. The President presides at all meetings of the State Society. If absent, the First Vice President presides. He serves as Chairman of the Board of Directors. He is *ex officio* a member of all committees with the authority to fill any vacancy that may occur in any office, committee, or chair, subject to the majority approval by the Board. All committees have terms of office concurrent with the President's term.

The President must prepare a report on the state of the Society and present it to the Board of Directors at the Spring-June and Fall-September meetings of the Board, and to officers and members present at the Annual Meeting. These reports are available to any member in good standing of the State Society on written request to the Recording Secretary. He must deposit a copy of each report in the archives of the State Society for future reference.

The President must attend the National Congress and the Spring and Fall Leadership meetings of the National Society. He must attend the Spring and Fall meetings of the Southern District at such locations as scheduled. If he is unable to attend for any reason, then the First Vice-President will represent the Society in his stead, with the authority and voting privileges of the President. He must attend two-thirds (2/3rds) of the State Conventions within the Southern District on an annual basis.

Bylaw No. 3. FIRST VICE-PRESIDENT.

The First Vice-President acts in an official capacity for the President in his absence. He is the Chairman of the Long-Range Planning Committee responsible for the planning, coordination and execution of the Annual Meeting. He may utilize one or more of the Chapters of the hosting District as the host Chapter for support of the Annual Meeting. Along with the Treasurer, he must maintain a supporting bank account, separate and aside from the Society's revenues, to accommodate the funding for the

Annual Meeting. He must ensure that the Annual Meeting is self-supporting and that Society funds that are utilized only for the purchase of awards. He is *ex officio* a member of all committees, standing or otherwise.

Bylaw No. 4. SECOND VICE PRESIDENT.

The Second Vice-President is responsible for planning, coordinating and executing an annual membership drive for the society. He is the Society's designated point of contact for liaison with the State's DAR and CAR Societies. He must be the second signatory for the State Society checking account. He chairs the Audit Committee.

Bylaw No. 5. RECORDING SECRETARY.

The Recording Secretary is the Recorder of all State Society meetings, including those of the Executive Committee, Board of Directors, and such other meetings of the Society as may be required in the conduct of the Society's business. He is responsible for the minutes of all such meetings and must insure that copies of the minutes are distributed to the appropriate officers of the Society in a timely manner. He insures that copies of the minutes are placed in the Society's archives for future reference. The Recording Secretary conducts correspondence relating to his duties within the Society's interest. He must report the election of officers following the Annual Meeting. He is the custodian of the Constitution and By-Laws and performs such other duties as may be properly requested of him by the Board of Directors.

Bylaw No. 6. CORRESPONDING SECRETARY.

The Corresponding Secretary is the Correspondent of all State Society meetings, including those of the Board of Directors, and such other meetings of the Society as may be required in the conduct of the Society's business. In the absence of the Recording Secretary, he is responsible for the minutes of all such meetings.

The Corresponding Secretary must conduct all correspondence relating to his duties within the Society's interest. He must prepare for signature the Society Annual Report to the National Society (NSSAR Handbook, Vol. 2, Revision 2010, Page 16, "Annual Reports"). He must keep a record of the membership and give notice of regular and special meetings. He must maintain a record of all pending applications and assist in their prosecution. He provides notification of death of Society members as required.

He is the State Society designated point of contact, and his name will be placed as such on the National and State Web sites. He must forward the nominees for Trustee and Alternate Trustee to represent the State Society to the Secretary General at least thirty (30) days prior to the Annual National Congress. He must forward State nominees to the Council of State Presidents for possible inclusion as members of the National Nominating Committee.

He is the alternate custodian of the Constitution and By-Laws and performs such other duties as may be properly requested of him by the Executive Committee. He is responsible for coordinating submission of IRS Form 990 for the State Society and its Chapters.

Bylaws No. 7. TREASURER

The Treasurer collects all dues and fees for both the State and National Societies and all checks should be made payable to the "Mississippi Society SAR." He deposits all funds in the name of the State Society in a state or national bank, whose deposits are insured by the Federal Deposit Insurance Corporation, with the type of accounts for deposit and the selection of the bank and method of control determined by the Board of Directors. From such account or accounts, the Treasurer must pay all charges and accounts due by the Society, when such accounts are due or action is authorized by the Board of Directors or by such person as may be authorized by them so to act.

The Treasurer maintains the State Society checking account that must have authorized signatories: The Treasurer and Second Vice President. The Treasurer maintains the separate supporting checking account for the Annual Meeting that will have three authorized signatories: The Treasurer, the First Vice President and Second Vice President. The Treasurer must be under a Twenty-Five Thousand Dollar (\$25,000) Surety Bond, the premiums of which are paid by the State Society.

He chairs the Finance Committee, supported by the Second Vice President and additional members appointed by the President. He must make a full report of the financial condition and affairs of the State Society at each Annual Meeting and at each regularly scheduled meeting of the Board of Directors.

Bylaw No. 8. REGISTRAR.

The Registrar must examine all applications for membership and, if in proper order and duly approved, immediately forward them to the National Society for approval and acceptance. He has the care and custody of all duplicate applications and keeps a register by name of all members and former members of the Society, listing their dates of birth, dates of admission, resignation, transfer or death.

Bylaw No. 9. HISTORIAN.

The Historian preserves the historical records and items of interest to the State Society. He performs other duties as assigned.

Bylaw No. 10. CHANCELLOR.

The Chancellor is legal advisor to the Society and as a member of the Board of Directors. He renders legal opinions on Society matters upon request by the President and reports on legal matters of concern to the President and the Board of Directors. He must make a detailed report on such matters to the Board of Directors at each regularly scheduled meeting. Copies of the Chancellor's reports are available to any member in good standing of the Society upon written request. He performs such other duties as provided elsewhere in the State Constitution and Bylaws.

The Chancellor must be a licensed attorney-at-law and a member in good standing of the Mississippi Bar Association. He must be familiar with the latest edition of Roberts Rules of Order.

Bylaw No. 11. STATE GENEALOGIST.

The State Genealogist assists the District Genealogists and the State Registrar in the review of all applications for membership in the Society, and in coordination with the District Genealogist and the State Registrar, provides genealogical research support as required. The State Genealogist provides genealogical research to the Corresponding Secretary in the prosecution of pending applications. The State Genealogist serves in an advisory capacity to State Society.

Bylaw No. 12. CHAPLAIN.

The Chaplain conducts the religious services for the State Society as required consistent with the liturgical duties of his home church.

Bylaw No. 13. SERGEANT-AT-ARMS.

The Sergeant-At-Arms maintains good order and discipline at all regularly scheduled meetings.

Bylaw No. 14. COLOR GUARD COMMANDER.

The Color Guard Commander is responsible for the coordination of the State Society Color Guard and will plan the schedule of supported events. He must own or have the use of a Revolutionary War uniform. He must care for and maintain the State Society Flags, Charter, and other accouterments used for support of Board of Director meetings and the Annual Meeting.

Bylaw No 15. NATIONAL TRUSTEE.

The National Trustee is the Representative of the State Society at all meetings of the Board of Trustees of the National Society of the Sons of the American Revolution. The National Trustee is elected by the State Delegates at the Annual National Congress of the National Society. The names of the nominees for Trustee and Alternate Trustee to represent the State Society must be communicated to the Secretary General at least thirty (30) days prior to the Annual National Congress. If the State Society fails to notify the Secretary General of a nominee in a timely manner, the President is considered the nominee for the Office of Trustee to represent his State Society. The State Society's Alternate Trustee functions as Trustee if the elected Trustee is absent for any reason and cannot fulfill the duties of his office. The nominees for Trustee and Alternate Trustee are elected at the State Society's Annual Meeting.

Bylaw No. 16. ALTERNATE NATIONAL TRUSTEE.

The Alternate National Trustee has the same duties and responsibilities of the National Trustee.

ORGANIZATION OF DISTRICTS

Bylaw No. 17. AREA DISTRICT DIRECTORS.

With the approval of the Board of Directors, the State Society is divided into a North, Central, and South District according to County Lines. With the advice and majority consent of the Executive Committee, the President appoints Area District Directors to serve Chapters in each of the three districts of the State Society. The term of these Area District Directors is concurrent with the President's term of office. The President must provide written guidance to the Area District Directors as to their goals, objectives and reporting procedures upon appointment

The Area District Directors work closely with Chapters in their assigned District by contacting members and proposed members, attending each Chapter's meeting at least once a year, and performing such other duties as the President may assign them. They must be prepared to advise Chapters on structure, programming, procedures, and duties of Chapter officers. They assist the Chapter Presidents in reporting any changes in the Chapter Rosters to the State Corresponding Secretary.

Each Director serves as a member of the Long-Range Planning Committee and the Medals and Awards Committee. They will provide written activity reports to the Board at each regularly scheduled meeting.

Bylaw No. 18. DISTRICT GENEALOGISTS

The duties of the District Genealogists are the same those of the State Genealogist within their respective district.

ORGANIZATION OF CHAPTERS

Bylaw No. 19. NEW CHAPTERS.

Ten or more members may apply to form a Chapter. Such application is referred to the Executive Committee for approval. Upon approval, any newly organized chapter must remain in a Provisional Status for a minimum of two (2) years following the chapter's organization, and such chapter may be continued in a Provisional Status for an indefinite period thereafter at the discretion of the Board of Directors.

Before any newly organized chapter may be removed from Provisional Status and placed on full active status, it must add to its membership a minimum of at least five (5) new members who were not previously members of the National Society Sons of the American Revolution within the two (2) year Provisional Status period. Newly organized chapters not meeting this new membership requirement within the two (2) year Provisional Status period must remain on Provisional Status until this membership requirement is met. This will insure the formation of new, healthy chapters with a commitment to membership growth essential to the health of both the chapter and the State Society. Except as to the words "Provisional Status" being added after the name of any chapter that is in Provisional Status, said Chapter enjoys all of the rights, privileges and duties of other chapters in the Mississippi Society Sons of the American Revolution.

Provisional Status of any chapter may be terminated at any meeting of the Board of Directors upon recommendation of the State Society President with the concurrence of a majority of the members of the Board present and voting.

Bylaw No. 20. SPONSORING/COLONIZING CHAPTERS.

Chapters are authorized to sponsor or colonize new chapters in selected target areas of the state. The Board of Directors may designate sponsoring or colonizing chapters. The President of each sponsoring or colonizing chapter must provide assistance and guidance to the newly organized chapters within his designated target area by appointing a chapter sponsor representative. The chapter sponsor representative is responsible for coordinating activities within the target area and must report the results of his efforts to chapter meetings, as well as submitting quarterly reports to the State Society President.

CHAPTER RESPONSIBILITIES

Bylaw No. 21. BASIC RESPONSIBILITIES.

Each Chapter of the Mississippi Society is responsible for providing the following reports to the Director of that Chapter's District and the State Corresponding Secretary each year before the Annual Meeting: an annual summary report of activities and an alphabetical list of names and addresses of paid chapter members.

Every Chapter President, or a duly designated representative, must attend all Board of Directors meetings and the Society Annual Meeting. Chapter officers are elected prior to the Annual Meeting. A training session, conducted by the District Director for said Chapter, will be held for the chapter officers upon request. With the exception of Chaplain, chapter officers must be a full paying member of that Chapter, and not honorary.

Local Chapters must conform to the Constitution and By-Laws of State Society and the National Society.

Bylaw No. 22. DORMANT INACTIVE STATUS.

All Chapters of the Mississippi Society must meet no less than four (4) times during the calendar year and must devise a meeting schedule to meet this requirement. Any Chapter that fails to hold four (4) meetings within a calendar year may be declared DORMANT INACTIVE. The State President may appoint a Chapter President and Secretary for the purpose of reactivating the Chapter. The reactivation of any Chapter will result in the placing of that Chapter in a Provisional Status for a period of two (2) years following its reactivation. The requirement for the removal of Provisional Status and the designation of such Chapter into full ACTIVE status are the same as that of a new Chapter.

Bylaw No. 23. DEACTIVATION AND DISSOLUTION OF CHAPTERS.

In the event of the deactivation of a Chapter, the State Society must hold the assets of said Chapter in escrow for a period of five (5) years or upon re-activation. In the event of dissolution of a Chapter, the assets of that Chapter must be transferred to the General Fund of the State Society.

Bylaw No. 24. ADMISSION FEES AND ANNUAL DUES.

The National Society, in addition to a handling charge that is set by the State Society, sets the admission fee for membership. National Society sets annual dues for the National Society for each member. Annual dues for the State are set by the membership present and voting at the Annual Meeting. The Board of Directors sets the state dues for a new "member at large". Those members currently associated with a state Chapter and desiring to transfer to "membership at large" must pay a one-time transfer fee as set by the Board of Directors at the Annual Meeting.

The Board of Directors sets chapter dues. The Treasurer collects these dues from each member of the State Society each year along with State and National dues. All checks in payment of National and State fees or National, State and Chapter dues are payable to "Mississippi Society, SAR" and delivered to the State Treasurer.

The State Treasurer must mail a check representing Chapter dues and a list of Chapter members to the Chapter treasurer prior to the first day of May each year.

Members of the Mississippi Society may choose membership in any chapter, or if no preference is offered, the State Treasurer will determine Chapter affiliation based upon the member's address and a map of the State of Mississippi that has been divided into Area Districts.

All dues for National and State Societies are payable in advance and must be paid before November 1st for the ensuing year. Any member who fails to pay his dues on or before January 1st is deemed delinquent and his name removed from the Membership Roster.

COMMITTEES

Bylaw No. 26. STANDING COMMITTEES.

The President appoints the following Standing Committees: Bylaws, Finance, Audit, Ethics, Nominating, Newsletter, Long-Range Planning, Membership, Website, Media Outreach, DAR/CAR, Color Guard, and Education Outreach. The duties of these committees are such as usually pertaining to committees of that nature, except as defined herein and subject to these Bylaws and rules of order.

Bylaw No. 26. SPECIAL ADVISORY AND PROGRAM COMMITTEES.

The President appoints the following Special Advisory and Program Committees: Medals and Awards Committee, Chapter Training, Rumbaugh Oration, Knight Essay, Elementary Poster, Eagle Scout, JROTC Awards, Flag, Veterans, History Teacher Award, Patriot Index, Patriot Graves, 250th Anniversary, and Lafayette Tour. The President or the program documents define the duties of these committees, subject to these Bylaws and rules of order.

Bylaw No. 27. NOMINATING COMMITTEE.

The President must appoint a Nominating Committee no later than ninety (90) days after the Annual Meeting. The Nominating Committee is composed of no less than five (5) members of good standing, three (3) of whom must be Past State Presidents.

The Nominating Committee is responsible on an annual basis for interviewing and proposing a slate of nominees for State Society offices for the coming year. The slate of proposed officers must be provided to the Board no later than one hundred eighty (180) days (September Board meeting) prior to the next Annual Meeting.

Bylaw No. 28. MEETINGS BY ALTERNATIVE MEANS.

The Officers, Board of Directors, and all Committees of the State Society may participate in special meetings, or conduct a meeting through use of any means of communication by which all individuals participating may simultaneously hear each other during the meeting. This provision allows for the use of the Internet, a conference telephone, video conference, or other communications method so long as all individuals participating in the meeting can communicate with each other at the same time. A participant in a meeting by this means is deemed to be present at the meeting. Voting on all matters is permitted, with votes cast by individual voice vote of the participants or by an electronic vote tabulation means by which the Chairman of the meeting can confirm the submission of a vote by an individual member. This provision permits any electronic means that combines voice and/or video communication with capability of document sharing either in advance of or during the meeting.

Bylaw No. 29. AWARDS.

The State Society establishes the following awards to participants in certain youth programs.

Rumbaugh Oration Award: \$250 to \$500 cash award plus expenses for participation at the National Congress up to \$1,000; Knight Essay Contest Award: \$250 to \$500 cash award; Eagle Scout Award: \$250 to \$500 cash award; American History Teacher Award: \$100 to \$500 cash award.

The Board of Directors has the sole discretion to make any or all of the awards and has the authority to alter any or all awards by a majority vote of the members; provided, however, that the Board must notify members present at the next Annual Meeting of any such alteration and such alterations are construed to be in effect for the next Annual Meeting following the announcement.

Except for the State Medal of Distinguished Service, the Medals and Awards Committee must recommend and approve all state society medals or certificates presented for the Board's consideration. The Committee must not consider or recommend the award of any retroactive medals or certificates without the Board's prior express approval.

SPECIAL MATTERS

Bylaw No. 30. VICE PRESIDENT GENERAL.

The Mississippi Society, as a member of the Southern District of the National Society, must subscribe to and abide by the Constitution of the Southern District. At the September meeting of the Board of Directors of the Mississippi Society, prior to the Annual Meeting of the Mississippi Society which precedes the Annual Congress of the National Society at which a member of the Mississippi Society is to be elected Vice-President General of the Southern District, in accordance with the rotation of the office contained in the District

Constitution, the Nominating Committee of the Mississippi Society, provided for in Bylaw 27 must nominate a candidate for the office of Vice President General. An election for this office must occur at the Annual Meeting of the Mississippi Society at the same time as the election for the officers enumerated in Article VI of the Constitution and National Trustee and Alternate National Trustee in accordance with Bylaw 15.

If, and only if, the meeting of the Southern District Nominating Committee is scheduled prior to the Annual Meeting of the Mississippi Society, the Board of Directors, at its January meeting, will endorse said nominee for Vice President General. The member so elected by the Executive Committee of the Mississippi Society is the endorsed candidate of the Mississippi Society for nomination by the District Nominating Committee to the office of Vice President General.

Bylaw No. 31. LADIES' AUXILIARIES.

The State Society and its Chapters are authorized to form related ladies' auxiliaries. Each ladies' auxiliary must have its own constitution and bylaws. Membership is open to women meeting the eligibility requirements as provided in the bylaws of the ladies' auxiliary. All costs of operation of a ladies' auxiliary organized in accordance herewith is borne by the membership of such ladies' auxiliary. The ladies' auxiliary should provide assistance to the State Society or Chapter to which it is auxiliary to further the patriotic, historical and educational objectives and purposes of the National Society. A ladies' auxiliary may hold meetings in accordance with the schedule of the State Society or Chapter to which it is auxiliary.

Bylaw No. 32. AMENDMENTS.

The State Society Bylaws may be altered or amended by a majority vote of the members present and voting at an Annual Meeting, or at a special meeting of this Society, provided that such amendment is proposed to the Recording Secretary by:

- a. A member at a prior Annual Meeting or prior special meeting of the State Society.
- b. The Board of Directors; or
- c. A resolution of a Chapter;

The Recording Secretary must send notice of such proposed amendment thirty days in advance to each of the State Society officers, members of the Board and to the President and the Secretary of each of Chapter. The Recording Secretary must deposit said notice in the United States Mail at his place of residence, the notice period to be computed to not include the date of such mailing.