

CONSTITUTION OF THE
MISSISSIPPI SOCIETY SONS OF THE AMERICAN REVOLUTION

ARTICLE I - NAME

1. The name of this Society is the MISSISSIPPI SOCIETY SONS OF THE AMERICAN REVOLUTION.
2. The Constitution and Bylaws of The Mississippi Society Sons of the American Revolution must conform to the Constitution of The National Society of the Sons of the American Revolution.

ARTICLE II - AIMS AND PURPOSES

The aims and purposes of the Mississippi Society Sons of the American Revolution [State Society] are:

1. To educate the general public about the American Revolution, to unite and promote fellowship among patriot descendants through Chapters, and to promote true patriotism;
2. To preserve and add to the historical records of the American patriots who achieved our independence and established these United States of America; and,
3. Such other patriotic, educational, and historical purposes as stated in the Congressional Charter of the National Society of the Sons of the American Revolution (36 U.S.C. § 153301-153304), as may be amended by Congress from time to time.

ARTICLE III - MEMBERSHIP

Subject to Bylaw No. 1 of the National Society, any male descendant, eighteen years or older, and of good repute, is eligible for membership, who submits satisfactory proof that his ancestor served in the American Revolutionary War, in any capacity.

Regular: A member age 18 or older who pays annual dues. Only regular members may vote and hold office in the SAR and receive the *SAR Magazine* at no additional cost.

Junior: A member under age 18 who pays annual dues at a reduced rate. He is not eligible to vote or hold office and does not receive the *SAR Magazine*.

ARTICLE IV - OFFICERS

1. The State Society elects by ballot by a majority vote of the members in good standing present at an Annual Meeting the following officers, to serve without compensation in such capacities: President; First Vice President; Second Vice President; Recording Secretary; Corresponding Secretary; Treasurer; Registrar; Chancellor; Chaplain; State Genealogist; Historian; National Trustee; Alternate National Trustee; Sergeant-At-Arms; and Color Guard Commander.

2. All nominations of officers, including those made by the Nominating Committee, must be made from the floor, at a regular meeting of the Annual Meeting.
3. The Office of Recording Secretary may be combined with the Corresponding Secretary by unanimous resolution of the Nominating Committee and a majority of the members in good standing present and voting at an Annual Meeting.
4. The Office of Registrar may be combined with the Office of Treasurer by unanimous resolution of the Nominating Committee and members in good standing present and voting at an Annual Meeting.

ARTICLE V - BOARD OF DIRECTORS

1. The Board of Directors consists of the President, the First and Second Vice Presidents, the Recording Secretary, the Corresponding Secretary, the Treasurer, the Registrar, the Chancellor, the Chaplain, the State Genealogist, the Historian, the National Trustee, the Alternate Trustee, the Sergeant-At-Arms, the Color Guard Commander, all past State Presidents, all current Presidents of Chapters, all chairmen of standing and special committees, and the Area District Directors.
2. The Board of Directors advises and assists the President and Executive Committee in their supervision and conduct of the business and affairs of the State Society.
3. The Board is charged with following duties: review proposed budgets; develop plans for the State Society; to confer with Committee Chairmen; and review the reports of the Officers charged with joint control over the assets of the State Society.
4. The Board must review the Nominating Committee's slate for proposed candidates for State Society offices at the September Board meeting. The Nominating Committee must present said slate at the next Annual Meeting.
5. The Board is charged to promote membership growth and retention and assist in reviving and organizing Chapters. The Board may perform such additional duties as may be committed to the Board by majority resolution of an Annual Meeting.
6. In case of death, disability or failure to serve of any Officer of the State Society, the President is authorized to appoint an acting successor to fill the unexpired term of Office, with the advice and majority consent of the Board present and voting. Said appointee is considered a duly elected officer vested with all rights, privileges and duties of that elective office.
7. In the event of the death, disability or failure to serve of the President, the First Vice President becomes the Acting President and serves until the next meeting of the Board at which meeting the acting President automatically becomes the President, subject to confirmation by a majority of the Board present and voting.
8. The Board must meet quarterly with an Annual Meeting to be held in the fourth quarter (March). Meetings are held on the second Saturday of June, September, and January, and in conjunction with an Annual Meeting to precede the Annual Congress of the National Society.

9. The President may call a special meeting of the Board at any time, on his own initiative or upon written request of five Board members thereof. Such special meeting must be held for a specific purpose, time and place or by teleconference for a specific time and purpose. All such meeting require no less than ten days written notice limited to the specific agenda item(s) stated in the special call.

10. All agenda items to be placed before the Board should be received by the Secretary at least thirty (30) days before a quarterly or annual meeting.

ARTICLE VI - EXECUTIVE COMMITTEE

1. The Executive Committee consists of the President, First and Second Vice-Presidents, Corresponding and Recording Secretaries and Treasurer. The Committee may exercise all powers of the Board of Directors to perform such duties it may deem necessary between meetings of the Board, except it cannot sell, convey or encumber any assets of the State Society or incur any liability other than for ordinary current expenses of the State Society.

2. The President is chairman and the Recording Secretary is Secretary of the Committee and keeps a record of the votes of each officer, except on parliamentary questions.

3. Four members of the Committee are a quorum, but a less number may meet and transact business provided a majority of those present vote in the affirmative on the question to be decided, and all six members by personal vote or in writing over their signatures assent to any final action taken.

4. The Executive Committee must report to the Board all actions taken without prior approval for ratification by the Board of Directors at the next quarterly or annual meeting.

ARTICLE VII - ELECTION OF OFFICERS AND TERM

1. The President serves for term of one year. He may succeed himself in that office only upon two-thirds majority approval by roll call of the Board of Directors. He must not serve more than two consecutive terms, partial or otherwise.

2. Any officer who removes from the State Society automatically relinquishes his office.

3. All Officers are elected at an Annual Meeting.

4. All members present and in good standing in State Society have the right to vote on any and all matters presented for consideration at an Annual Meeting. Proxy voting is not permitted.

5. Election by secret ballot is required where there are two or more nominees for the same office. The persons receiving a majority of the votes are declared elected to hold office until the next Annual Meeting.

6. Unless otherwise provided by the State Society bylaws, the members present and in good standing constitute a quorum at all meetings of the State Society.

ARTICLE VIII - DISSOLUTION OF STATE SOCIETY

1. In the event of the dissolution of the State Society, after paying or making provision for payment of all liabilities of the Society, the assets must be placed in escrow with a local Mississippi bank(s), as selected by the Executive Committee, to be held in escrow for a period of five (5) years or upon re-establishment of the State Society. The Executive Committee must hold all other personal property in trust for a period of five (5) years or upon re-establishment of the State Society.

2. At the end that period, the Executive Committee must dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations, which are organized and operated exclusively for charitable, educational, religious or scientific purposes as may at the time qualify as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, as the Executive Committee determines. Any of such assets not so disposed of may be disposed of by the Chancery Court of Hinds County, First Judicial District exclusively for such purposes or to such organizations, as that Court determines, which are organized and operated exclusively for such purposes.

ARTICLE IX – CODE OF CONDUCT AND CONFLICT OF INTEREST

1. To preserve integrity and ensure accountability, the State Society must adopt and maintain in force and effect a clearly stated Code of Conduct and Conflict of Interest policy. The Code of Conduct and Conflict of Interest policy must be developed and continually reviewed for compliance with applicable Federal and State laws and “best practices” by Ethics Committee with input from the Chancellor and the Board of Directors. The Code of Conduct and Conflict of Interest policy must be adopted annually by the Board of Directors

2. Signatories acknowledging receipt of, and compliance with, said Code of Conduct and Conflict of Interest policy must include, without limitation, all Officers and members of Board of Directors. Execution of the Code of Conduct and Conflict of Interest policy statement is required annually.

ARTICLE X - AMENDMENTS

1. This Constitution may be altered or amended by a two-thirds 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;

2. 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.