

Bylaws
of the
Orange County Chapter
of the
California Society
of the
Sons of the American Revolution



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ARTICLE I NAME & AUTHORITY

Section 1. The name of this chapter shall be the Orange County Chapter, Sons of the American Revolution, (hereinafter Chapter).

Section 2. The Chapter has been organized as a local chapter, by means of its charter granted by the California Society Sons of the American Revolution, (hereinafter CASSAR) on April 15, 1967, for patriotic, educational and historical purposes and to promote the interests of the CASSAR and the National Society of the Sons of the American Revolution (hereinafter NSSAR). At all times and in all things this chapter shall conform to and be governed by the Articles and By-Laws of the CASSAR, as they now are, or hereinafter may be altered or amended, together with such actions as may be taken and such policies as may be adopted by the NSSAR which they are not in conflict.

Section 3. The Chapter shall maintain its principal office in Southern California. The principal office shall be the address of its President during his term of office, or the address of the Secretary at the election of the Executive Board.

ARTICLE II PURPOSES & OBJECTIVES

Section 1. The purposes and objectives of this chapter are those set forth in Article II of the Restated Articles of Incorporation of the CASSAR and the governing documents of the NSSAR.

ARTICLE III MEMBERSHIP

Section 1. Qualifications. Qualifications for membership shall be those as set forth in CASSAR Bylaw No. 1, and Article III of the Constitution of the NSSAR.

Section 2. Designation. The official designation of a member of this chapter and society shall be "Compatriot."

Section 3. Categories. The categories for membership in this chapter shall be those set forth in Article III of the Constitution of the NSSAR.

Section 4. Definition of Member in Good Standing. Each CASSAR life member and annual member whose national, state and chapter dues are not in arrears is deemed a member in good standing of this Chapter.

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Section 5. Membership Rights and Privileges. All members in good standing shall equally share the rights and privileges of this chapter. The privileges of attending meetings, being heard, voting in membership meetings, and holding office shall belong to all chapter members in good standing.

Section 6. Resignation of Membership. Members of this chapter, whose dues are not in arrears, may resign their membership or any office held, either orally at any meeting of this chapter or by written notice mailed to the chapter Secretary. Such resignation shall be effective as of the date of the resignation.

Section 7. Delinquent and Reactivated Members. A member delinquent in payment of annual dues shall become inactive. A member who becomes inactive pursuant to this section may be reactivated by the Executive Board upon payment of dues in arrears and any reactivation fees fixed by the Chapter, the CASSAR and the NSSAR.

ARTICLE IV

NOMINATIONS AND ELECTIONS OF OFFICERS

Section 1. Chapter Officers. Officers of this Chapter shall be chosen from among its members in good standing and shall consist of the following: (a) President; (b) Vice-President; (c) Recording Secretary; (d) Corresponding Secretary; (e) Treasurer; (f) Registrar; (g) Chaplain; (h) Historian/Archivist; (i) Chancellor; (j) Parliamentarian; (k) Sergeant-at-Arms and such additional officers as may be voted by the chapter. The offices of President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Registrar, Chaplain, and Chancellor shall be elective. The offices of Corresponding Secretary and Treasurer may be combined upon majority vote of the Executive Board. All other offices shall be appointive and shall serve at the pleasure of the President.

Section 2. Nominating Committee. There shall be a nominating committee, composed of the three most recent past Chapter Presidents who are able and willing to serve. The immediate Past President shall serve as chair. A past Chapter President who intends to seek elective office the following year may serve on the nominating committee but may not take part in any discussions concerning the office he intends to seek. At the regular meeting in October, the nominating committee shall announce it is accepting nominations for the elective Chapter offices, which announcement also shall be included in the Chapter newsletter for October and November. Nominated Compatriots shall indicate in writing that, if elected, they consent to serve. Prior to the November Chapter meeting, the nominating committee shall meet, in person or electronically, and nominate a slate of Chapter officers for the upcoming year.

Section 3. Eligibility. No member shall be eligible for the office of President who has not previously served on the Executive Board. No member shall be eligible for any office who has not been an active member of the Chapter for at least one year.

Section 4. Nominations. The nominating committee shall present its proposed slate of officers at November meeting. The membership further shall be informed of the proposed slate of officers

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through the Chapter newsletter, which is distributed prior to the December meeting. Nominations shall remain open until the December meeting. At the December meeting, further nominations from the floor shall be entertained and thereafter accepted if consent of the nominee first has been obtained.

Section 5. Elections. Upon closing of the nominations, the election shall be held at the December meeting. Election shall be by written ballot when there is more than one nominee for each office, with a majority of votes of the members present at the meeting required to fill an office. If there are no nominations other than the slate submitted by the nominating committee, election of the slate shall be decided by voice vote and approved if a majority of the members then present vote to do so. There shall be no proxy voting.

Section 6. Term of Office. The term of each officer shall be one year. Officers shall assume their office and be installed at the January meeting.

Section 7. Vacancies. If the office of president becomes vacant during the year, the Vice-President shall assume the office of President. The Executive Board shall fill vacancies in other offices until the next regular election.

Section 8. Incapacity. The Chapter shall apply the rules for incapacity of officers currently holding office specified in the CASSAR Bylaws.

ARTICLE V **DUTIES OF OFFICERS**

Section 1. President. The President shall be the executive officer of this Chapter, but his authority is subordinate to that of the Executive Board. He shall supervise, direct and control Chapter affairs. He shall preside at all membership and Executive Board meetings. He may recommend projects, programs and activities to be undertaken by the Chapter during his term in office. He shall fill all appointive offices and committee chairmanships and appoint members of committees. He shall be an ex officio member of all committees over which he has the power of appointment.

Section 2. Vice-President. The Vice-President shall function as President in the absence or inability of the President to act and shall perform such duties as assigned by the President. He shall also actively assist in the developing of programs for chapter meetings.

Section 3. Recording Secretary. The Recording Secretary shall keep a record of the proceedings of the chapter meetings and the Executive Board meetings with the time and place of the meeting, and the name and number of members present. He shall distribute copies of the minutes of the previous meeting electronically prior to the Chapter meeting and shall make available additional copies at the Chapter meeting so as to be voted on and approved with or without changes. Copies of all minutes shall be kept by the Recording Secretary.

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Section 4. Corresponding Secretary. The Corresponding Secretary shall be responsible for handling membership dues and maintaining a list of members in good standing. He shall conduct such correspondence of the chapter as may not belong to other officers or as may be requested by the chapter President. This office may be combined with that of Treasurer.

Section 5. Treasurer. The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the chapter, including a record of its cash and other financial assets, if any. Such books of accounting shall be open to inspection by any member of the chapter during regular business hours upon reasonable notice. The Treasurer shall deposit all monies of the chapter with such depositories as is designated by the Executive Board, and shall disburse funds of the chapter as may be ordered by the Executive Board. A minimum of two signatures shall be required on all checks in excess of \$500.00 (five hundred dollars) before they shall be issued. The Treasurer shall prepare and provide a report of the Chapter's finances at each Regular and Executive Board meeting. A full statement of the previous year's accounting shall be presented at the chapter meeting in January. Together with the incoming President, the Treasurer shall develop a proposed budget for the upcoming year. The Treasurer will comply in a timely fashion with all applicable statutes and regulations pertaining to nonprofit corporations, currently the filing of Form 990-n with the Internal Revenue Service and form 199N with the California Franchise Tax Board and will notify the California Society Secretary of those submissions in a timely fashion.

Section 6. Registrar. The Registrar shall examine all applications for membership for compliance with the requirements set by the CASSAR and NSSAR. He shall screen all membership applications for completeness. He shall verify the eligibility of applicants for membership and report thereon to the regular meeting of the chapter membership.

Section 7. Chaplain. The Chaplain shall open and close all meetings with an appropriate invocation and/or benediction. He should be an ordained clergyman; however, a suitable layperson may serve in this position. The President may request the Chaplain to perform such other duties that will improve the spiritual well-being of chapter members.

Section 8. Historian/Archivist. The Historian/Archivist shall be responsible for maintaining all records concerning the history of the chapter. These shall include minutes of the meetings, newspaper articles, photographs and other information concerning the activities of the chapter and its members. He shall maintain a copy of the chapter's Constitution and its By-Laws and shall surrender all records to his successor or other proper authority at the end of his term.

Section 9. Chancellor. The Chancellor shall be an attorney-at-law holding a current license to practice in the State of California. He shall act as Chapter parliamentarian and shall provide such legal advice as may be of assistance to the President and the Executive Board, concerning legal and associated matters. If no practicing attorney is available, a sitting California judge, retired attorney or retired judge may serve as Chancellor to the extent permitted by California law.

Section 10. Parliamentarian. If the office of Chancellor is not filled, if the Chancellor is unavailable, or if the Executive Board deems it beneficial, the President may appoint a

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Parliamentarian to settle questions of the order of business at the Chapter and Executive Board meetings.

Section 11. Sergeant-at-Arms. The Sergeant-at-Arms shall maintain order and shall lead the members in the Pledge of Allegiance to the Flag of the United States at the start of the meetings unless another person is designated by the President to do so.

Section 12. Removal & Resignation. Any member of the Executive Board may resign. Any elected member of the Executive Board may be removed for good cause by majority vote of the Executive Board after at least thirty days written notice and after being permitted to a hearing at a regularly scheduled meeting of the Executive Board. Any appointed office holder may be removed by the President at any time, with or without cause.

Section 13. Fees and Compensation. Officers, members of the Executive Board and Committee Chairmen all shall serve without compensation for their services. However, upon majority vote of the Executive Board, they may receive reimbursement for reasonable expenses.

ARTICLE VI **EXECUTIVE BOARD**

Section 1. Composition. The Executive Board shall be composed of the immediate Past President, President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Registrar, Chaplin, Historian/Archivist and Chancellor.

Section 2. Responsibility. The Executive Board shall have charge of, conduct, and manage the affairs of the Chapter, generally superintend and guard its interests, and conduct business in accordance with these By-Laws. It shall make policy and govern the chapter subject to the interests and will of the membership under these By-Laws. The Executive Board is the “governing body” for purposes of review and approval of required Internal Revenue Service forms and other required reports and for purposes of compliance with Federal and State law.

ARTICLE VII **DUTIES OF COMMITTEE CHAIRMAN**

Section 1. Newsletter Editor. The Newsletter Editor shall publish the chapter newsletter, currently entitled *Muskets & Broad Swords*, to inform members of upcoming meetings, listing the meeting time and place. The Editor may include information on recent activities, upcoming events, and articles concerning the history of the American Revolution, photographs, and submissions by members or other interested persons.

Section 2. Medals and Awards. The Medals and Awards Chairman shall, at the Executive Board’s request, obtain and maintain custody of all medals and awards necessary for the chapter to make presentations. Prior to the expiration of each calendar year, he shall provide an inventory

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to the Executive Board of the medals and awards on hand and shall make recommendations concerning items which may be required for the coming year.

Section 3. Eagle Scout Chairman. The Eagle Scout Chairman oversees the disbursements of Eagle Scout Recognition Certificates to all new Eagle Scouts within the geographical area of this chapter and chairs the Eagle Scout Scholarship Contest.

Section 4. Information Technology / Systems. The Information Technology / Systems Chairman shall oversee the Chapter website. He shall develop and maintain strategies for communicating with the Executive Board, Chapter members, prospective members and compatriots from other chapters, concerning meetings, events, SAR activities and the society as a whole.

Section 5. Activity Contests. The Activity Contest Chairman shall report at the end of each month the chapter activities to the CASSAR chairman of the Activity Contest. He shall encourage members to participate in the various categories as set forth by the State Society and to report those activities to him.

Section 6. Essay Contest. The Essay Contest Chairman shall oversee the Essay Contest as designated by the CASSAR and NSSAR rules. His duties include disseminating information to schools and receipt of applications as well as arranging for judging entries and forwarding the winning essay to the State Chairman.

Section 7. Oration Contest. The Oration Contest Chairman shall oversee the Oration Contest as designated by the CASSAR and NSSAR rules. His duties include disseminating information to schools and receipt of applications as well as arranging for judging entries and forwarding the winning application to the CASSAR chairman.

Section 8. Valley Forge Project. The Valley Forge Project Chairman shall oversee the contest as designated by the CASSAR rules. His duties include a search for the best teacher of U.S. History at eligible schools in Orange County who advances the ideals espoused by the Society and forwarding the application of the recommended Teacher to the State Chairman. If there is more than one such teacher who meets the qualifications, the applications will be judged by a committee of at least three persons selected by the Chairman.

Section 9. Color Guard Commander. The Color Guard Commander shall encourage and coordinate the participation of the chapter in parades and other patriotic events. His duties include contacting the entities sponsoring parades and other patriotic events in Orange County to ascertain the dates of the parades and other patriotic events and requirements for participation and thereafter obtaining the necessary documentation to participate in the parades and other patriotic events and filing it with the sponsoring entity. The Color Guard Commander shall recruit and train compatriots for the color guard, prepare an annual calendar of color guard events, and safeguard and maintain the Lee's Legion Color Guard Inventory (Brown Bess Musket reproduction, flags, poles, streamers, flag stands, etc.)

Section 10. JROTC/ROTC. The Junior Reserve Officer Training Corps and the Reserve Officer Training Corps Chairman shall oversee the presentation of the JROTC/ROTC medals and certificates. His duties include contacting schools in the Orange County area which sponsor JROTC/ROTC programs and advising the schools of the programs and thereafter coordinating presentation of medals and certificates to a worthy cadet.

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Section 11. Other Committees and Contest Participation. Participation by the chapter in other contests shall be at the discretion of the Executive Board. The chair and members of these committees, and any other committees deemed necessary by the Executive Board, shall be determined by the President.

ARTICLE VIII **CHAPTER MEETINGS**

Section 1. Meeting Days. Unless otherwise voted by the Executive Board or voted by the Chapter membership, regular meetings shall be held on the second Saturday of each month, at approximately noon hour, with the exception of July and August, in which there need be no regular meeting.

Section 2. Election Meeting. Officers for the following calendar year shall be elected at the December meeting.

Section 3. Annual Meeting. The Annual Meeting shall be held in January, at which time officers shall be installed.

Section 4. Executive Board. The Executive Board shall meet monthly in the months in which there is a regular meeting.

Section 5. Special Meetings. Upon good cause the President, Vice-President acting on behalf of the President, or the Executive Board may call a special meeting of the chapter after providing the membership reasonable notice as set forth in Section 6 of this article. No business may be considered, transacted, or acted upon at a special meeting except that business for which the meeting was called and which was specified in the notice.

Section 6. Notice of Meetings. Notice of time and place of each meeting shall usually be given by mail or email to all members in good standing at least seven days prior to the meeting. The date of posting shall be considered the first of seven days.

Section 7. Governing Rules. The rules contained in the latest edition of Robert's Rules of Order, Newly Revised, shall govern the business at all meetings in all cases in which those rules are not inconsistent with the governing documents of the NSSAR and Articles of Incorporation and Bylaws of the CASSAR.

Section 8. Quorum. A quorum that shall be required in order to conduct a valid meeting, or ballot, or transact business shall be (3) three members of the Executive Board for Executive Board meetings and (5) five members for other meetings.

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ARTICLE IX FEES AND DUTIES

Section 1. Admission Fees. The Admission Fee for membership shall be that declared by the NSSAR Bylaws and by the CASSAR Bylaws, plus that fee declared by the Executive Board of this Chapter.

Section 2. Annual Dues. The dues for each member of the chapter shall be that amount due to the NSSAR, and the CASSAR, plus the amount of Chapter dues declared by the Executive Board. New members whose applications are approved and registered by the NSSAR and CASSAR on or after October 1st, and pay their initial dues on or after November 1st, are not required to pay NSSAR dues for the balance of the calendar year pursuant to NSSAR Bylaws. Annual dues shall be due and payable by January 1st of each year for that calendar year.

Section 3. Reactivation. Any member whose membership has been inactive for nonpayment of annual dues may be reactivated by payment of the current dues, provided that his request for reactivation is approved by the Executive Board. The Executive Board may require a reasonable reactivation fee, not to exceed one-half the current annual chapter dues, to assist in defraying the cost for processing the reactivation.

Section 4. Hardship. The payment of annual dues may be excused by the Executive Board upon good cause and demonstrated evidence of financial hardship.

Section 5. Fiscal Year. The Fiscal Year of this Chapter shall be from January 1st through December 31st. The Fiscal Year is subject to change by the Executive Board without amendment to these Bylaws.

ARTICLE X CHAPTER BYLAWS

Section 1. Amendments and Revisions. These Bylaws may be amended, revised or changed by a vote of two-thirds of the members present at any regular business meeting, provided that a copy of any proposed amendment, revisions or change shall be distributed, either electronically or by mail, to the membership at least thirty (30) days in advance of that meeting. Unless otherwise provided in the motion to adopt the amendment, revision or change; the amendment, revision or change shall take effect forthwith upon passage of the motion.

Section 2. Conformity. Any amendment, revision or change to these By-Laws shall be patterned after the By-Laws of the NSSAR and CASSAR and shall not be in conflict with the Articles of Incorporation of the CASSAR or the Governing Documents of the NSSAR. These By-Laws may be amended by the Executive Board to bring them into conformity with any and all amendments, revision and changes to the By-Laws, Article of Incorporation or Constitution of the NSSAR or CASSAR without prior notice to the chapter membership.

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Section 3. Inspection. The chapter shall keep in its principal office or with the Historian/Archivist the original, or if the original has been misplaced or destroyed, a true and correct current copy, of these By-Laws, which shall be certified by the Corresponding Secretary. A copy of the current By-Laws shall be posted on the Chapter website.

ARTICLE XI **DISSOLUTION**

Section 1. Dissolution. This chapter may be dissolved upon formal action of the Board of Managers of the CASSAR, by majority vote of the Executive Board or of the membership, as ratified by the CASSAR; or by operation of law; for good cause and consistent with the requirements of the CASSAR and NSSAR.

Section 2. Obligation. Upon the dissolution of this chapter, the Executive Board first shall ensure the payment of all outstanding debts and obligations of the Chapter. It then shall deliver all books, records, genealogical papers, and all remaining assets of the Chapter into the care, custody or control of the Board of Managers of the CASSAR, if it then is in existence. If the CASSAR is no longer in existence, the Executive Board shall deliver those assets to the care, custody or control of the NSSAR. If the NSSAR is no longer in existence, or no longer has tax exempt status under the Internal Revenue Code, the Executive Board may deliver the assets to the care, custody or control of another educational or genealogical organization or entity. No assets of this Chapter shall inure to the benefit of any individual member or any other individual upon dissolution.

ARTICLE XII **LADIES AUXILIARY**

Section 1. Authorization. The Executive Board may authorize a Ladies Auxiliary to the Chapter, which may be affiliated with the Ladies Auxiliary of the CASSAR, the purpose of which is to assist and support the Chapter and its activities.

ARTICLE XIII **STANDING RULES**

Section 1. Displays. The Flag of the United States of America, the SAR Flag and the Chapter Charter shall be displayed at all regular meeting of this Chapter.

Section 2. Circulation and Solicitation. Circulation of, or solicitation from the chapter members at any meeting for any project, commercial or otherwise, which is not a SAR project shall be prohibited unless prior approval has been obtained from the Executive Board.

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Section 3. Order of Business. The following order of business is suggested for the regular meetings of this Chapter.

- A) Call to Order
- B) Invocation
- C) Pledge of Allegiance
- D) SAR Pledge
- E) Introductions
- F) Approval of the Previous Meeting's Minutes
- G) Treasurer's Report
- H) Memorial Service (If applicable)
- I) Reading of Correspondences and necessary action there on
- J) Officer's Reports
- K) Standing Committee Reports
- L) Special Committee Reports
- M) Old or unfinished Business
- N) Program
- O) New Business
- P) Announcements
- Q) Benedictions/Recessional
- R) Adjournment

Section 4. Amendment. All standing rules will be changed by a majority vote of the Executive Board or a majority vote of those members present at any regular meeting.

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The original By-Laws were adopted first approved when this Chapter was formed and chartered on April 15, 1967 by the CASSAR.

They were revised in 1983-84 and signed by President Kermit Q. Greene and Secretary Leslie E. Stahler, Jr.

They were revised July 13, 2002, and thereafter approved by the membership on September 14, 2002, and signed by President Louis V. Carlson, Jr., and Secretary Floyd J. Shadwick. Minor revisions to that version were made April 12, 2003 and published in the April 2003 edition of *Muskets and Broadswords*.

This revision is dated October 26, 2012. It was approved by the Executive Board, communicated to the membership in accordance with the By-Laws, and thereafter approved by the membership at a regular meeting in Fullerton, California on December 8, 2012.

This revision is dated March 31, 2015. It was approved by the Executive Board, communicated to the membership in accordance with the By-Laws, and thereafter approved by the membership at a regular meeting in Fullerton, California on March 14, 2015.

James W. Klingler

James W. Klingler
President

Gustave R. Fischer, Jr.

Gustave R. Fischer, Jr.
Corresponding Secretary

John L. Dodd

John L. Dodd
Chancellor