

# The Chatham Artillery By-laws

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ARTICLE I. **Name and Purpose.** This organization shall be known as the “Chatham Artillery Corporation.” The purpose of this organization shall be to inculcate a spirit of patriotism, encourage our citizens to participate in military affairs, promote social fellowship among its members, perpetuate the historical significance of the organization, and shall be non-profit to any individual member thereof.

ARTICLE II. **Organization.** The Chatham Artillery Corporation shall consist of one or more units of detachments of the Army National Guard of Georgia stationed in Chatham County, Georgia, and of such classes of membership not in active state or federal service as elected and prescribed by these by-laws.

## ARTICLE III. **Membership.**

Section 1. **Eligibility for Membership.** Membership in the Chatham Artillery Corporation shall be limited to a total of three hundred (300) persons in all categories as set forth hereafter, which persons are citizens of the United States of America and who otherwise qualify as provided hereafter.

Section 2. **Election to Membership or Re-Instatement of Membership.** Any member in good standing of the Chatham Artillery Corporation may propose the name of an applicant (who qualifies under this Article) on a form approved by the Board of Directors. Such application shall be endorsed by two members of the Chatham Artillery Corporation. The application shall be addressed to the Secretary of the Chatham Artillery Corporation, who shall refer it to the Membership Committee, which committee shall act as an investigating committee. If the application is recommended by the Membership Committee, the application shall be read at the first regular meeting of the Chatham Artillery Corporation following approval by said committee and shall be voted on at that meeting. Applications shall be voted on collectively, but in the event that three (3) negative votes appear, each application shall be voted on individually. Three (3) negative votes shall be cause to reject any applicant for membership in the Chatham Artillery Corporation.

Section 3. **Classes of Membership.** The classes of membership in the Chatham Artillery Corporation shall be:

### a. **Active Members.**

- (1) Active members shall be those who have qualified and been elected under Sections 1. and 2., Article III. and shall be limited to Georgia Army National members of the Chatham Artillery units or detachments; commissioned, warrant, or enlisted under federal or state regulations.
- (2) An active National Guardsman applying for membership in the Corporation must have satisfactorily served a minimum of **two (2)** years in the Georgia National Guard or active duty, one (1) year or more of which must have been in a properly designated active Chatham Artillery unit or detachment.
- (3) A member of the National Guard who transfers to the regular service shall be eligible for membership provided he has served for one (1) year or more in a Chatham Artillery unit or detachment. Upon separation from the regular service he must be honorably discharged to maintain his membership.
- (4) A member of the Georgia National Guard who is assigned to a properly designated active Chatham Artillery unit or detachment and served with the unit in a Theater of Operations when mobilized to active Federal service.
- (5) **DELETED.**
- (6) Active members shall have a vote in all matters pertaining to the Corporation, provided all dues are paid for the calendar year, including date of meeting.

### b. **Veteran Members.**

- (1) Veterans applying for membership in the Corporation shall be limited to those former soldiers who:
  - (i) Have served a minimum of **two (2)** years either in the National Guard or active duty, one (1) year or more of which must have been in a Chatham Artillery unit or detachment

("detachment" includes the Medical Detachment personnel of the 118th Field Artillery Regiment prior to World War II), or a former member of the National Guard who was assigned to a properly designated active Chatham Artillery unit or detachment and served with the unit in a Theater of Operations when mobilized to active Federal service and are not active members.

- (ii) Have served a minimum of four (4) years either in the National Guard or active duty, one (1) year or more of which must have been in an artillery unit and also designated as one of the Historical Units of the Savannah Volunteer Guards, Georgia Hussars, Republican Blues, Irish Jasper Greens, or German Volunteers and stationed in Chatham County Georgia.
- (2) Such veterans may upon application and election at a regular meeting become veteran members.
- (3) Any active member in good standing, upon separation from a Chatham Artillery unit or detachment, shall automatically become a veteran member provided he fulfills the requirements of Section 3.a. of Article III.
- (4) Veteran members shall have a vote in all matters pertaining to the Corporation provided that they have paid all of their dues for the calendar year including the date of meeting.

**c. Honorary Members.**

- (1) Those who have rendered distinguished service to the Chatham Artillery, the State of Georgia, or the United States of America may be elected to honorary membership in the Chatham Artillery Corporation. A person proposed for honorary membership shall have his application vouched for by three (3) members in good standing. The application shall be referred to the Membership Committee, who shall report with a recommendation at the next regular meeting. An affirmative vote of three-fourths of the members present shall be necessary to elect to honorary membership.
- (2) All members of this Corporation who served in a Chatham Artillery unit prior to 1921 are honorary members.
- (3) Honorary members shall not have a vote unless they have previously served as an active or veteran member and been in good standing when elected to honorary membership.

**d. Life Members.** An active or veteran member becomes eligible for life membership after he has been a member of the Corporation for ten (10) or more years. Application of the member for life membership shall be referred to the Secretary and read at a regular meeting of the Corporation. An affirmative vote of three-fourths of the members present shall be necessary for election to life membership.

**e. Waiting List.** There shall be maintained by the Secretary a Membership waiting list, and the names of all applicants exceeding the maximum Corporation membership number of three hundred (300) shall be listed thereon in chronological order arranged by the date the applications are received by the Secretary. The names of the top five applicants remaining on the aforesaid list shall be read out by the Secretary at each meeting of the Board of Directors and shall be recorded in the minutes of said Board meeting.

**ARTICLE IV. Officers.**

**Section 1. Officers.** The officers of the Chatham Artillery Corporation shall be a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Historian, Assistant Secretary, Assistant Treasurer, and not less than twelve (12) elected members, along with the immediate past President of the Corporation as a member, together shall constitute the Board of Directors. The President shall be the Chairman of the Board of Directors and a quorum shall consist of any ten (10) members of the Board of Directors. All members of the Board shall be given timely written notice of the time and place of any meeting to be held.

**Section 2. Term of Office.** All officers (except members of the Board of Directors) shall be elected for a term of one (1) year, and the President shall not serve for more than two (2) consecutive terms during any one continuous tenure of office. Members of the Board of Directors shall hold office for a term of three (3) years. Four (4) directors shall be elected each year.

**Section 3. Election of Officers.**

- a. All officers shall be elected at the annual meeting and shall take office at the ensuing May Anniversary Party.

- b. The President, at least sixty (60) days prior to the annual meeting, shall appoint a Nominating Committee of not less than three (3), nor more than five (5) members, to recommend to the members a complete slate of officers for approval of the members. Any member in good standing shall have the right to nominate from the floor a member in good standing for an office other than the names submitted by the Nominating Committee and, if such nomination receives two seconds, the President shall then call for balloting on respective nominees. Such balloting may be open or secret.

**Section 4. Vacancies.**

- a. Upon the death, disability, or resignation of the President, the First Vice-President shall complete the unexpired term of the President. Should a vacancy occur in the office of First Vice-President, then the Second Vice-President shall complete the unexpired term of the First Vice-President. In such case the Board of Directors shall fill the vacancy created by the Second Vice-President becoming First Vice-President. Should a vacancy occur in the office of Secretary, such vacancy shall be filled by the Assistant Secretary. In such case the Board of Directors shall fill the vacancy created by the Assistant Secretary becoming Secretary. Should a vacancy occur in the office of Treasurer, such vacancy shall be filled by the Assistant Treasurer. In such case the Board of Directors shall fill the vacancy created by the Assistant Treasurer becoming Treasurer. Should a vacancy occur in the office of Historian, such vacancy shall be filled by the Board of Directors. In all cases the vacant office shall be for the unexpired term only.
- b. An election shall be held to fill any unexpired period of vacancy occurring on the Board of Directors and shall be for the unexpired term only.

**Section 5. Installation of Officers.**

- a. All officers and newly elected members of the Board of Directors shall be installed at the ensuing May Anniversary Party in the following manner. The Installing Officer is to be the current President, or in his absence any Past President of the Chatham Artillery. The Installing Officer is permitted to install alone or with such assistants as he may select.
- b. The Installing Officer shall call the newly elected officers and members of the Board of Directors to assemble before him in the order of rank; i.e., President, First Vice-President, Second Vice-President, Secretary, Treasurer, Historian, Assistant Secretary, Assistant Treasurer, and members of the Board of Directors. A charge consistent with the duties of offices will be given to the newly elected officers and members of the Board of Directors.
- c. Installing Officer. "Officers and members of the Board of Directors, you have been chosen by your fellow members to fill various offices of the Chatham Artillery and you will, I know, vindicate the trust that has been placed in you and fulfill, in every way, the obligation which this trust entails. You will raise your right hands and repeat after me, giving your name. 'I \_\_\_\_\_ do solemnly pledge myself to perform the duties of the office I am about to assume in accordance with the by-laws of the Chatham Artillery'."
- d. After the obligation, the new officers will be presented to those present.

**ARTICLE V. Duties of Officers and Committees.**

Section 1. The duties of the President shall be as prescribed in the Charter of the Chatham Artillery Corporation and as set forth in these by-laws. The President shall preside at all meetings of the Corporation. The President shall appoint all committee members and be an ex-officio member of all committees. The President shall authorize all expenditures and countersign all checks drawn on funds of the Corporation. In his absence from any meeting, his duties under these by-laws shall devolve upon the First Vice-President. Should the First Vice-President be unable to serve, then the duties shall devolve upon the Second Vice-President. Should the Second Vice-President be unable to serve, then the duties shall devolve upon the member of the Board of Directors with the longest service to the Chatham Artillery Corporation.

Section 2. It shall be the duty of the Secretary to keep a record of the proceedings, including meetings of the Board of Directors, in a book prepared for this purpose and titled "Minutes." He shall keep a record of members. He shall notify in writing new members of their election in the Corporation and in the event of the resignation or expulsion of a member, shall notify in writing the member of the action of the Corporation. He shall keep in his possession and produce whenever required, after a reasonable notice, all books, records, and papers pertaining to his office. He shall notify the President of any inability on his part for any reason to perform the duties of his office, giving such notice, if possible, in advance. He shall initiate and maintain the membership waiting list as provided hereinbefore.

Section 3. It shall be the duty of the Assistant Secretary to acquaint himself with the duties of the Secretary in order to fill the position of Secretary should the occasion arise.

Section 4. It shall be the duty of the Treasurer to attend all regular meetings of the Chatham Artillery Corporation and to maintain a set of books recording all funds received or distributed by him. He shall collect and disburse all funds of the organization as directed by the Corporation or as prescribed by these by-laws. He shall submit at each regular meeting a statement of the assets and liabilities, and shall furnish detailed information as may be called for by the Board of Directors. He shall serve notice of indebtedness to all members. He shall notify the President of any inability on his part for any reason to perform the duties of his office, giving such notice, if possible, in advance.

Section 5. It shall be the duty of the Assistant Treasurer to acquaint himself with the duties of the Treasurer in order to fill the position of Treasurer should the occasion arise.

Section 6. It shall be the duty of the Historian to collect and preserve all papers, records, and articles of interest to or concerning the Chatham Artillery Corporation. A comprehensive report shall be made at each annual meeting.

Section 7.

a. It shall be the duty of the Board of Directors to govern the financial affairs of the Chatham Artillery Corporation. The Board of Directors shall authorize the President and Secretary to bind the Corporation by written contract, except as provided in Section 8.

b. The Board of Directors shall have the power to make any charges for functions of the Corporation — this to include any charge for a member or guest failing to attend such function when he/she has indicated and asked for a reservation for same.

Section 8. The sale, purchase, or encumbrance of real property by the Corporation shall only be made after the Corporation shall have voted at a regular meeting by two-thirds majority of those present and voting in favor of such sale, purchase, or encumbrance. The Board of Directors shall be authorized to invest the funds of the Corporation or change the investment of any assets and shall not be individually or personally liable for any financial loss to the Corporation, except for gross negligence or actual fraud. The Board of Directors shall cause the Treasurer to prepare any desired statement of finance of the Corporation and shall approve the request of any member, entitled thereto, to inspect the books of the Treasurer, providing reasons are shown for such request. The Board of Directors shall fix and approve bond to be given by the Treasurer.

Section 9. It shall be the duty of the President to appoint an Audit Committee, which shall prescribe the books to be kept by the Treasurer. The Audit Committee shall audit the books of the Treasurer, or have audit made by a Certified Public Accountant, and report results of the audit at the regular annual meeting.

Section 10. It shall be the duty of the President to appoint a Membership Committee, which shall receive and investigate all applications for membership. They shall present the applications at the next scheduled meeting with recommendation as to acceptance or rejection.

Section 11. The duties of other special committees shall be directed by the President.

#### **ARTICLE VI. Dues and Initiation Fees.**

Section 1. Active and veteran members shall be subject to annual dues of five dollars (\$5.00), payable at the annual meeting.

Section 2. Honorary members shall be exempt from payment of annual dues.

Section 3. Life membership may be obtained, without an additional fee or dues, provided the member meets and passes the requirements of Section 3.d. of Article III. herein.

Section 4. Each new applicant to the Chatham Artillery Corporation must pay an initiation fee of twenty-five dollars (\$25.00) before his application can be acted upon. If elected to membership, the twenty-five dollar initiation fee shall be applied to the first year's dues, and cost of the name badge and lapel pin. If the applicant is rejected, the twenty-five dollar fee shall be refunded.

#### **ARTICLE VII. Resignations.**

Section 1. Any active, veteran, life, or honorary member desiring to resign from membership shall express such wishes in writing addressed to the Chatham Artillery Corporation, attaching a certificate from proper authority showing all his pecuniary liabilities to the Corporation. Such resignation may be presented at any assemblage and acted upon after the first reading. A majority vote will govern.

Section 2. The holder of any elective office under these by-laws desiring to resign shall express such wishes in writing to the Corporation. Resignations may be presented at any assemblage and acted upon after the first reading. A majority vote will govern.

Section 3. Any member of a special committee desiring to resign therefrom shall express his wishes to the President, who may in his discretion relieve the member from the committee.

**ARTICLE VIII. Expulsion.** Any active, veteran, life, or honorary member may be expelled by a majority vote at a regular meeting of the Corporation for conduct unbecoming a gentleman, or by failure to pay within ninety (90) days from date it is due any financial obligation to the Corporation, and after notice in writing has been sent by U.S. Certified Mail Return Receipt Requested to the last address given to the Secretary. Likewise, any active, veteran, life, or honorary member not responding to Corporation communication requiring a response, for a period of two (2) years, shall be placed by the Secretary on a list of inactive members. Additionally, any active, veteran, life, or honorary member not actively participating in or attending Corporation meetings, functions, and activities for a period of three (3) years, shall be placed by the Secretary on a list of inactive members. Those placed on the inactive list may automatically regain their previous active, veteran, life, or honorary membership by requesting a restoration of such in writing and, for active and veteran members, the payment of a restoration fee of twenty-five dollars (\$25.00). In this manner, inactive members may be restored to their former classes of membership regardless of the three hundred (300) membership limit as aforesaid. However, in the event that the restoration of an inactive member causes the three hundred (300) member limit to be exceeded, then no new applicants shall be admitted to membership until the total membership of active, veteran, life, and honorary membership shall again drop below three hundred (300).

**ARTICLE IX. Funds and Expenses.**

**Section 1. Funds and Expenses.** The Corporation Fiscal Year shall be from January 1st to December 31st. All funds received by the Corporation shall be turned over to the Chatham Artillery Treasurer and therefrom shall be paid all general expenses of the Corporation and other items as may be approved by the Board of Directors or by the Corporation at a regular assemblage. The funds of the Corporation shall be deposited in 2 separate accounts: Expense Account and Investment Account. The Expense Account shall be a Checking Account with a local Financial Institution to be utilized to deposit and dispense funds for the day-to-day operations of the Corporation. Funds and Checks shall be drawn as prescribed in **ARTICLE V. DUTIES OF OFFICERS AND COMMITTEES.** The Investment Account shall be deposited with a Professional Financial Advisor, licensed in the State of Georgia. The Investment Account shall be utilized to invest funds into Stocks and Bonds to conserve the Corporation assets and generate funds for the annual operations and functions of the Corporation as established by an agreed Investment Policy.

**Section 2.** The President shall appoint an Investment Committee consisting of the Treasure (Ex-Officio), Assistant Treasurer, Chairman, and 5 Members from the Membership to oversee the Investment Account and the operations of the Investment Manager. Members currently serving as Directors shall not be eligible to serve as Members of the Committee during their term. The Investment Manager shall prepare an Annual Plan for investment of the funds and projections of performance to support the annual financial requirements of the Corporation and shall be approved by the Board of Directors.

**Section 3. Annual Budget and Expenses.**

a. An annual projection of expenses shall be prepared by the Board of Directors based on the previous year's expenses by January 15th of each year. Any unexpended funds from the previous year's budget shall be considered. The Investment Manager's estimate of projected funding and the schedule of Corporation activities shall be the basis for establishing the Budget. The Membership shall approve the Budget at the Annual meeting. No Budget amount shall be voted upon that exceeds the projected funding without advising the membership prior to the annual meeting. After the Budget is approved, an amount equal to the approved Budget shall be reserved by the Investment Manager for use by the Treasurer in meeting the current year's obligations. Reserved funds shall be deposited into the Expense Account as needed by the Treasurer. However, the total amount to be deposited shall not exceed the approved Budget. This does not apply to investment or reinvestment of funds by the Board of Directors. Any part of the annual funding not expended and exceeding actual expenses at the end of the fiscal year (December 31st), shall be returned to the general fund, unless otherwise authorized for expenditure by the Board of Directors at the first quarterly Board meeting.

**b. Budget Quarterly Review:** The Investment Committee shall conduct a quarterly review of the Investment Account and expenses and report to the Board of Directors. Prior to the end of the 3rd Quarter (September 30th), the Committee shall present a Preliminary Budget for the subsequent Fiscal Year to fund the Corporation operations until the approval of the final Budget by the Membership at the Annual meeting. The Preliminary Budget shall not exceed the current Budget and shall be approved by the Board of Directors. The Membership shall be advised of the Preliminary Budget at the 4th Quarterly meeting.

**ARTICLE X. Meetings.**

Section 1. There shall be a minimum of one general membership meeting of the Corporation each calendar quarter. The place, date, and time shall be designated by the President. The first quarterly meeting shall be the annual business meeting.

Section 2. The President shall call special meetings whenever he deems it necessary, giving ten (10) days notice. It shall be his duty to call a special meeting upon request signed by twenty-five percent (25%) of the members privileged to vote on any matter to be presented thereat. Purpose of the special meeting shall be stated in the notice and no other business shall be transacted.

Section 3. A notice of meetings shall be mailed to each member at the last address given to the Secretary, by the Secretary ten (10) days before the date of the meeting.

Section 4. The order of business at a regular meeting shall be: Invocation, Allegiance to Flag, Roll Call, Minutes of Preceding Meeting, Applications for Membership, Report of Officers, Report of Committees, Unfinished Business, New Business, Communications, Adjournment.

Section 5. Thirty (30) members or twenty-five percent (25%) of the membership, whichever is lower, shall be necessary to constitute a quorum at any regular or special meeting.

**ARTICLE XI. Chatham Artillery Distinguished Service Medal.**

Section 1. During each calendar year the Chatham Artillery Corporation may award its Chatham Artillery Distinguished Service Medal to such person or persons whom it deems worthy of such distinction. This medal may be awarded to those who have rendered outstanding service to the Chatham Artillery Corporation, The Georgia National Guard, the local community, the State of Georgia, or the United States of America, such service being of an extraordinary nature and being a significant contribution to the advancement of the spirit of the Chatham Artillery.

Section 2. Nomination for the award of the Chatham Artillery Distinguished Service Medal shall be made no later than April first to the Board of Directors for their approval.

**ARTICLE XII. Amendments.** Any proposed amendments to or alterations of these by-laws shall be presented to the Secretary in writing, and in addition all members shall be notified in writing of the proposed amendments or alterations. Action on same may be taken at any meeting with two-thirds affirmative vote of those present and voting shall be necessary to carry.

**ARTICLE XIII. Suspension of By-laws.** These by-laws, or any part of them, may be suspended at any meeting, for that meeting only, by the unanimous vote of the members present.

**ARTICLE XIV. By-laws in Conflict Void.** All by-laws, rules or regulations heretofore adopted by the Chatham Artillery Corporation against these by-laws are hereby repealed and rendered of no force or effect.

**ARTICLE XV. Dissolution.**

Section 1. The Chatham Artillery Corporation may be dissolved in accordance with the provisions of the Georgia Non-Profit Corporation Code.

Section 2. In the event of dissolution of the Corporation, all assets will be distributed in accordance with a Plan of Distribution. This Plan of Distribution must have the approval of two-thirds (2/3) of the members of the Board of Directors and the affirmative vote of two-thirds (2/3) of the membership of the Corporation of all voting classes upon the rolls at that time. In no event shall such Plan of Distribution provide that any assets be distributed to any member or any class or classes of members.