

# **THE SONS OF THE REVOLUTION IN THE STATE OF GEORGIA**

## **BY-LAWS AS AMENDED, UPDATED TO FEBRUARY 22, 2013**

### **SECTION I.**

#### **Initiation Fee, Dues and Contributions**

The Board of Managers shall have the authority to (1) set the initiation fee, (2) set the annual dues, which shall be due and payable on or before the first day of January in every year, (3) set the banquet fee and (4) levy assessments from time to time as shall be necessary to meet the expenses of the Society or to finance special projects or programs in the furtherance of the purposes of the Society.

### **SECTION II.**

#### **President**

The President, or in his absence the Vice-President, or in his absence a chairman pro tempore, shall preside at all meetings of the Society and of the Board of Managers, and shall exercise the usual functions of a presiding officer., under general parliamentary rules, subject to an appeal to the Society, in proper cases under those rules. The president shall be, ex officio, a member of all committees other than the Committee on Nominations. He shall have power to convene the Board of Managers and appoint the place of such meeting when called by him.

He shall also perform such other representative duties on behalf of the Society, either personally or by correspondence, as it or the Board of Managers may find desirable or necessary, or as customarily appertain to his office, and he shall enforce a strict observance of the Constitution and By-Laws of the Society.

The President shall submit to the Board of Managers a general report of the Society's proceedings during the year then closing and at such other times as may be required.

In case of his decease, resignation, neglect to serve, or inability from any cause to act as President, the duties of the office shall devolve on the First Vice-President, until the vacancy caused by such decease, resignation, or neglect to serve, shall be filled, or until the inability shall cease.

### SECTION III

#### **Secretary**

The Secretary shall conduct the general correspondence of the Society and keep a record thereof. He shall notify all qualified and accepted candidates of their admission, and perform such other duties as the Society, or Board of Managers, or his office, may require of him. He shall have charge of the seal, certificates of incorporation, by-laws, historical and other documents and records of the Society other than those required to be deposited with the Registrar, and shall affix the seal to all properly authenticated certificates of membership, and transmit the same without delay to the member for whom it shall be issued or to his proper representative. He shall also notify the Registrar of all admissions to membership, and transmit to him the applications and proofs of eligibility of all persons so admitted. He, together with the presiding officer, shall, when necessary, certify all acts of the Society, and, in proper cases, authenticate them under seal. He shall have charge of all printing and publications directed by the Society or by the Board of Managers. He shall give due notice of the time and place of all meetings of the Society, and of the Board of Managers, and shall attend the same. He shall keep fair and accurate records of all the proceedings and orders of the Society, and of the Board of Managers, and shall give notice to the several officers of all votes, orders, resolutions, and proceedings of the Society or of the Board of Managers, affecting them or appertaining to their respective duties; and, at the annual meeting, and oftener, if required, shall report to the Society the names of those candidates who have been admitted to membership and also the names of those members whose resignations or voluntary withdrawals have been consented to and accepted, and also the names of those members who have been expelled, or dropped for non-payment of dues, or for failure to substantiate claim of descent. In his absence from any meeting, a Secretary pro tempore may be designated therefore, unless the Assistant Secretary shall be present to act in such capacity.

### SECTION IV.

#### **Treasurer**

The Treasurer shall collect and keep the funds and securities of the Society, and as soon as possible, those funds shall be deposited into a State or Federally Chartered bank, Federally Chartered Credit Union, qualified custodial brokerage firm or a

Securities and Exchange Commission Registered Investment Advisor under the 1940 Act, with offices located in Chatham County, Georgia, and which shall be approved by the Board of Managers, to the credit of the Society of the "SONS OF THE REVOLUTION", and such funds shall be drawn thence on the check of the Treasurer for the purposes of the Society only. Out of these funds he shall pay such sums only as may be ordered by the Society, or Board of Managers, or his office may require of him. He shall keep a true account of his receipts and payments, and, at each annual meeting, render the same to the Society, with a full statement of the financial condition of the Society, when a committee shall be appointed to audit his accounts.

For the faithful performance of his duty, he shall give such security as the Society, or Board of Managers in lieu of its action thereon, may from time to time require.

#### SECTION V.

##### **Registrar**

The Registrar shall receive from the Secretary, file and keep of record all the proofs upon which memberships have been granted, declarations of members on admission of adherence to the Constitution and By-Laws of the Society, together with a list of all diplomas countersigned by him, and all documents, rolls, or other evidences of service in the War of the Revolution of which the Society may become possessed; and he, under the direction of the Board of Managers, shall make or cause to be made, copies of such original or certified documents as the owners thereof may not be willing to leave permanently in the keeping of the Society.

#### SECTION VI.

##### **Chaplain**

The Chaplain shall be a regularly ordained minister or devoted Christian, and it shall be his duty to open and close all meetings with customary chaplaincy services and perform such other duties as ordinarily appertain to such office.

## SECTION VII.

### **a. Historian**

The Board of Managers shall have power to appoint an Historian, who shall keep a detailed record, to be deposited with the Secretary, of all the historical addresses, essays, papers and other documents of an historical character, and, if there shall be a necrological list for the year then closing, he shall submit the same, with carefully prepared biographies of the deceased members at every annual meeting.

### **b. Solicitor**

The Board of Managers shall have power to appoint a Solicitor, who shall be a member of the Georgia Bar Association in good standing and shall render an opinion on such questions of law or involving the Constitution or By-Laws of the Georgia Society or of the National Society, as may be referred to him by any officer of the Georgia Society, by any chapter of the Georgia Society, or by the chairman of any Trust Fund of the Georgia Society or any subordinate Chapter thereof as properly referred. The Solicitor shall review resolutions and Constitution or By-Law changes in accordance with such policies and guidelines as the Georgia Society may establish.

## SECTION VIII.

### **Assistant Secretary and/or Assistant Treasurer**

The Board of Managers shall have the power to appoint an Assistant Secretary and/or *Treasurer*, who shall assist the Secretary and/or *Treasurer* in the performance of such duties of that office as the respective latter may, from time to time, devolve upon him, and may, in such cases, give required notices, and certify, and authenticate, when necessary, any acts, documents or records of the Society.

In case of the absence of the Secretary and/or *Treasurer* from any meetings of the Society, or of the Board of Managers, or of his decease, resignation, neglect to serve, or inability from any cause to act in that capacity, the duties of the respective office shall devolve on the Assistant Secretary and/or *Treasurer* as applicable until the Secretary and/or *Treasurer* shall return, or until the vacancy caused by such decease, resignation, or neglect to serve, shall be filled, or until the inability shall cease.

## SECTION IX.

### **Board of Managers**

The Board of Managers shall judge the qualifications of every candidate who shall make proper application for admission to the Society, and shall have power to admit him to membership therein, if found eligible under the Constitution of this Society. Three negative votes shall be a rejection of the applicant.

They may, through the Secretary, call special meetings of the Society at such times as they may see fit; and they may arrange for commemorative celebrations by the Society.

They shall recommend plans to the Society for promoting its purposes, and, when practicable, may digest and prepare business for its meetings, and shall supervise all publications issued in its name, and decide whether copies of records or other documents or papers may be furnished on request of any party, in cases not pertaining directly to the business of the Society, and the proper conduct of its affairs.

They shall generally superintend the interests, and shall have the control and management of the affairs and funds of the Society. They shall also perform such duties as may be prescribed by the Constitution and By-Laws, or required by any Standing Rule or Resolution of the Society; provided, however, that they shall at no time be required to take any action nor contract any debt for which they shall be jointly or severally liable. They shall be competent to consent to and to accept the resignation or voluntary withdrawal from membership of any enrolled member of the Society.

They may require the attendance of any member of the Society, or any official or Committee thereof, at any meeting, for consultation and advice.

The Board of Managers shall meet as often as they may desire, or at the call of the President, or upon the written request of any three members of the same, addressed to the Secretary.

There shall be an Executive Committee which shall consist of the President, First Vice-President, Second Vice-President, Immediate Past President, Secretary, Treasurer and two other members appointed by the Board of Managers. The Executive Committee shall have and exercise such of the powers and authority as the Board of Managers in the intervals between meetings of the Board of Managers. Such actions of the Executive Committee shall be reported at the next regular meeting of the Board of Managers.

A majority of the Board of Managers shall be a quorum for the transaction of business.

#### Section X.

##### **Nominating Committee**

It shall be the responsibility of the President to form a nominating committee, consisting of three (3) or more past presidents, whose responsibility it will be to consider and nominate for election a proposed slate of Officers and Managers whose name it has selected or who have been presented to it for consideration. It will be the responsibility of the Nominating Committee to determine that each individual whose name has been selected or presented be of good moral character and be judged qualified and worthy of holding his respective proposed position as an Officer or Manager of the Society.

#### Section XI.

##### **Investment Oversight Committee**

It shall also be the responsibility of the President to select the members of an Investment Oversight Committee composed of at least three (3) past presidents, whose responsibility will be: (i) to establish investment objectives with respect to the Society's financial assets; (ii) to establish a risk/reward profile for the Society's investments; (iii) to recommend to the Officers the allocation of investments among various classes and types of securities; and (iv) to confirm or object to investments made or recommended by the Society's Officers, with the vote of the Board of Managers being final and determinative in the event of any disagreement between the Investment Oversight Committee and the Officers. In addition, the Investment Oversight Committee shall adopt (and may from time to time amend) a policy regarding the acceptance of charitable donations and bequests made to the Society. Notwithstanding the above, the Board of Managers shall have the authority to veto, alter or amend any action proposed to be taken, or omitted, by the Investment Oversight Committee.

## SECTION XII.

### **Expulsion and Suspension**

The Board of Managers shall have power to expel any enrolled member of this Society who, by a conduct inconsistent with a gentleman and a man of honor, or by an opposition to the interests of the Community in general or of this Society in particular, may render himself unworthy to continue a member, or who shall persistently transgress, or, without good excuse, willfully neglect or fail in the performance of any obligation enjoined by the Constitution or By-Laws or any standing Rule of this Society. Provided, that such member shall have received at least ten days' notice of the complaint preferred against him, and of the time and place for hearing the same, and have been thereby afforded an opportunity to be heard in person.

Whenever the cause of expulsion shall not have involved turpitude nor moral unworthiness, any member thus expelled may, upon the unanimous recommendation of the Board of Managers, but not otherwise, be restored to membership by the Society at any meeting.

The Board of Managers shall also have the power to drop from the roll the name of any enrolled member of the Society who shall be in default in the payment of annual dues, assessments, or other sums due the Society for a period of sixty days after the same shall be due and payable, such member shall be suspended automatically from membership. Notice of such suspension shall be given to said member so suspended. During the period of his suspension, a suspended member shall not be permitted to hold any office in the Society, attend any meetings, or exercise any of the privileges of membership. Payment by a suspended member of his obligations to the Society prior to the expiration of sixty days after such suspension shall automatically restore the suspended member to full membership and to all of the rights and privileges thereof. Any member who shall be in default in the payment of any sums to the Society for the period of six months after the same shall become due and payable, shall be dropped from the membership roll. A member whose membership has been so cancelled shall not be entitled to restoration to membership by the mere payment of the sums owed to the Society, but he may become a member again only upon an invitation of the Board of Managers and the payment of the initiation fee and the annual dues required by all new members and his payment of all other sums due the Society, including the annual dues from the date when he was dropped to the date of his restoration.

The Board of Managers may also suspend any officer from the performance of his duties, for cause; which proceeding must be reported to the Society and acted

upon by it within thirty days, either by rescission of the suspension or removal of the suspended officer from office, or otherwise the suspension shall cease.

### SECTION XIII.

#### **Vacancies and Terms of Office**

Whenever an officer of this Society shall die, resign, or neglect to serve, or be suspended, or be unable to properly perform the duties of his office, by reason of absence, sickness or other cause, and whenever an office shall be vacant, which the Society shall not have filled by an election, the Board of Managers shall have power to appoint a member to such office pro tempore, who shall act in such capacity until the Society shall elect a member to the vacant office, or until the inability due to "suspension, absence, sickness or other cause" shall cease. Provided, however, that the office of President or Secretary shall not thus be filled by the Board of Managers, when there shall be a Vice-President or Assistant Secretary to enter upon the duties of those offices respectively.

In like manner, the Board of Managers may supply vacancies among its members, under the same conditions and limitations; and in case any member thereof, other than an officer, shall be absent from three consecutive meetings of the same, his place therein may be declared vacant by the Board of Managers and filled by an appointment which shall continue in full effect until the Society shall elect a successor.

Subject to these provision, all officers of the Society, and the members of the Board of Managers, shall, from the time of their election or appointment, continue in their respective offices for a term of two years and/or until their respective successors shall be duly chosen. Also, no more than two members of the Board of Managers will be replaced each year.

### SECTION XIV.

#### **Resignation**

No resignation or voluntary withdrawal from membership of any member enrolled in this Society shall become effective as a release from the obligations thereof, unless consented to and accepted by the Board of Managers.

## SECTION XV.

### **Disqualification**

No person who may be enrolled as a member in this Society shall be permitted to continue in membership where the proofs of claim of qualification by descent shall be found to be defective and insufficient to substantiate such claim, or not properly authenticated. The Society, or the Board of Managers, may, at any time after thirty days' notice to such person to properly substantiate or authenticate his claim, require the Secretary to erase his name from the list of members, and such person shall thereupon cease to be a member: Provided, He shall have failed or neglected to comply satisfactorily with such notice.

Where the Board of Managers shall direct the erasure of a person's name for a cause comprehended under this section, such person shall have a right of appeal to the next annual meeting of the Society; but he shall not be restored to membership unless by a vote of three-fourths of the members present on that occasion, or at a subsequent meeting to which the consideration of the appeal may have been specifically postponed.

## SECTION XVI.

### **Annual and Special Meetings**

The Society shall hold an annual meeting in the city of Savannah on the closest suitable date as approved by the Board of Managers to Washington's birthday (February 22), at which time a general election of officers and managers shall take place.

Elections shall be by a show of hands and a majority thereof, given for any office or for a manager shall constitute a choice therefore; but if on the first vote, no member shall receive such a majority, then a further voting, in such case, shall take place, in which a plurality of votes given shall determine the choice therefore.

Special meetings shall be held by direction of the Board of Managers, or upon the written request of thirty members of the Society, at such time and place as said Board may direct. At such special meeting, no business shall be transacted except such as shall be specified in the notice therefore.

Two weeks' notice of time and place of annual or special meeting shall be given by mailing through the post office in Savannah, Georgia, a written or printed notice to every member of the Society.

At all meetings of the Society, ten members shall constitute a quorum for the transaction of business.

The meetings of the Society for business shall be generally conducted according to Parliamentary law, and the following Order of Business shall, as far as the same may be applicable, be followed:

### **Order of Business**

1. Meeting called to order by presiding officer.
2. Prayer by the Chaplain.
3. Pledge of allegiance.
4. Reading the Preamble to this Constitution.
5. Reading of minutes of prior meetings not previously acted upon.
6. President's report.
7. Reports of other officers.
8. Other reports.
9. Unfinished business.
10. Election of officers and managers, when appropriate (annual meeting).
11. Closing prayer by Chaplain and adjournment.

### **SECTION XVII.**

#### **Service of Notices**

It shall be the duty of every member to inform the Secretary, by written communication, of his place of residence and of any change thereof, and of his post office address.

Service of any notice under this Constitution or By-Laws upon any member of the Society, addressed to him at his last recorded place of residence or post

office address, and forwarded by mail, shall be deemed sufficient service of such notice.

#### SECTION XVIII.

##### **Recommendation of Candidates**

No member shall approve an application for membership in this Society unless he shall know the candidate to be worthy, and shall have satisfied himself by due examination of proofs that such candidate is eligible, and will, if admitted, be a desirable member.

#### SECTION XIX.

##### **Decease of Members**

Upon the decease of any member residing within the State of Georgia, it shall become the duty of the other members, when practicable, to attend the funeral.

Any member, upon being informed of the decease of a member, shall make it his business to see that the Secretary is promptly notified of the fact, which fact shall also, in due time, be communicated to the Society.

#### SECTION XX.

##### **Certificate of Membership**

Every member shall be entitled to receive a certificate of membership, which shall be authenticated by the President and Secretary, and countersigned by the Registrar of the Society, and to which the seal of the "SONS OF THE REVOLUTION" shall be affixed. The certificate shall be in form following:

**"SONS OF THE REVOLUTION"**

Be it known that ..... has been duly admitted  
a member of this Institution in right of the services of .....  
in the cause of American Independence during the War of the Revolution.

Dated at the City of Savannah this ..... day of ..... in the year  
of our Lord ..... thousand ..... hundred and ..... and of  
the independence of the United States of America the

.....

President of the Society



.....

Secretary of the Society

.....

Registrar

**SECTION XXI.**

**Marshal**

The President of the Society may, from time to time, in his discretion, designate a member to act, under his direction, as Marshal for the Society in its commemorative celebrations, parades and other meetings, and to perform such duties as usually appertain to such a position.

## SECTION XXII.

### **Liquidation and Dissolution**

In the event of liquidation or dissolution of the corporation, no assets shall inure to the benefit of any member of this body, and all of such assets shall be transferred and distributed to the General Society of the Sons of the Revolution presently located at 108 South Liberty Street, Independence, MO 64050-3701 or if it is not then in existence, all of such assets shall go to some other similar, non-profit organization.

## SECTION XXIII.

### **Alterations or Amendments**

No alteration or amendment of the By-Laws of this Society shall be made unless notice thereof shall be duly given in writing, signed by the member proposing the same, at a meeting of the Society, nor unless the same shall be adopted at a subsequent meeting, held at least thirty days after such notice, by a vote of two-thirds of the members present.

## SECTION XXIV.

### **The Establishment of Chapters**

Whenever there shall be resident in any City of this State twelve, or more, members in good standing of the Society of the Sons of the Revolution in the State of Georgia, such members may organize themselves into a local Chapter of this Society in such city, with such local officers as they may select, and with such regulations, not repugnant to the Constitution and By-Laws of this Society and the General Society, as they may adopt; but no one can be a member of such local chapter until after he shall have been regularly admitted, and while he shall remain, a member of this Society.

Such Chapters shall make to the State Society an annual report of their officers, members, doings, financial standing and anything else that the Board of Managers may request on or before the first day of February in each year.

All members of this Society shall continue to pay their annual dues and other dues to the State Society notwithstanding their connection with any local chapter, and shall remain subject in all other respects to the Constitution and By-Laws of the State

Society. No subordinate chapter of the /Georgia Society shall create, organize, or maintain any affiliate, auxiliary or related or similar organization without the expressed written approval of the Georgia Society.

Each Chapter President or his alternate shall be represented on the Board of Managers and shall be expected to attend all annual, quarterly and regular meetings of the Society as well as specially called meetings when requested by the President of the Society.