

2017 Edition

BYLAWS
&
ARTICLES OF
INCORPORATION



of the

North-South Skirmish Association, Inc.

2017 Edition

The North-South Skirmish Association (N-SSA) is a 501(c)(3) corporation, incorporated in the Commonwealth of Virginia.

The address of the N-SSA is 480 Chalybeate Spring Road, Winchester, Virginia 22603-9542.

N-SSA website: <http://www.n-ssa.org/>

BYLAWS

of the

NORTH-SOUTH SKIRMISH ASSOCIATION

ARTICLE I: NAME, OBJECTIVES, ARTICLES OF INCORPORATION

SECTION 1

The name of this organization shall be the NORTH-SOUTH SKIRMISH ASSOCIATION. It is a non-profit organization, and shall be incorporated in the Commonwealth of Virginia as a non-stock corporation, and registered in any other state so determined by the Board of Directors.

SECTION 2

The objectives of this Association are as follows:

- (A) To commemorate the heroism and sacrifice of all, North and South, who fought in the American Civil War, 1861-1865.
- (B) To promote education of the membership and the general public in the history of the Civil War.
- (C) To promote, encourage and coordinate research and preserve information on Civil War firearms, artillery, equipment, uniforms and period dress.
- (D) To disseminate knowledge of Civil War firearms, artillery, equipment, uniforms and period dress.
- (E) To encourage and promote original research, writing and publication on Civil War subjects of interest to this Association by the provision of small grants, providing access to archives and information collected and maintained by the Association, and through cooperation with educational institutions, museums and other historical associations.
- (F) To demonstrate and promote the safe and proper shooting of Civil War firearms and artillery for the public in events known as "Skirmishes."
- (G) To arrange for, secure, and/or maintain appropriate sites for the safe conduct of Skirmishes for public view.
- (H) To encourage the preservation and public display of Civil War era artifacts, manuscripts, and literature.
- (I) To establish rules and procedures for the safe conduct of Skirmishes and other activities of the Association.
- (J) To conduct Skirmishes and other activities in accordance with the rules and procedures adopted by the Association.
- (K) To accept donations of gifts and funds and Civil War artifacts, and to establish rules and procedures to ensure that such donations or gifts are utilized appropriately for the stated objectives of the Association.

SECTION 3

The Articles of Incorporation, under which this Association has been incorporated in the Commonwealth of Virginia, are the basis on which all these Bylaws are written, and are hereto appended. In the event of conflict, the Articles of Incorporation take precedence over these Bylaws, acts of the Board of Directors, or any action of any officer of the Association.

ARTICLE II: MEMBERSHIP

SECTION 1

The membership of the Association shall be comprised of member organizations. A member organization shall consist of no less than eight persons, organized for competition under the Skirmish Rules.

SECTION 2

Types of N-SSA organizations are as follows:

- (A) **CHARTER MEMBER ORGANIZATION:** All organizations which have participated in a North-South Skirmish prior to June 1, 1956 shall be the Charter Member Organizations.
- (B) **MEMBER ORGANIZATION:** Member organizations shall be those organizations which have been granted membership by the Board of Directors. They shall have the same rights as Charter Member Organizations:
 - (1) vote in the election of officers;
 - (2) vote in the amending, repeal, or adoption of Bylaws;
 - (3) vote in amending the Articles of Incorporation;
 - (4) vote on mergers or consolidations;
 - (5) vote on the dissolution of the Association.
- (C) **PROBATIONARY MEMBER ORGANIZATION:** A probationary member organization is one which has been invited to participate in a National Skirmish as a prospective member organization. It shall have the privileges of competition of a member organization, but shall have no vote or voice in Association matters.

SECTION 3

Requirements and procedures for obtaining membership are:

- (A) Application must be made on the form provided for that purpose to the Executive Secretary for:
 - (1) membership in the Association, and
 - (2) participation in a National Skirmish as a probationary organization.

- (B) Application must be accompanied by:
 - (1) a photograph, or an accurate sketch and description of the uniform proposed for use,
 - (2) a short history of the original organization, and
 - (3) a copy of the group's Bylaws.
- (C) The applicant organization must be endorsed by at least two member organizations in good standing which are located in the region to which the organization shall be assigned. Endorsing organizations are restricted to member organizations having a minimum of two years of full membership. Letters of endorsement shall state:
 - (1) the extent of the applicant's interest in skirmishing,
 - (2) an estimate of the applicant's value as a potential member organization, and
 - (3) other information which may be requested by the Board of Directors. Letters of recommendation must be sent directly to the Executive Secretary.
- (D) If the National Commander and the Membership Committee know of no reason why probationary membership would be detrimental to the Association, the applicant may be recommended as a probationary organization. Upon approval by the Board of Directors, the Executive Secretary shall notify the applicant organization of its appointment as a probationary organization.
- (E) The probationary member organization must participate in a National Skirmish within two years of its probationary appointment, and pass its probationary inspection to demonstrate that it complies with the rules of the Association. It shall be considered for membership at the next regular meeting of the Board of Directors following its participation in a National Skirmish.
- (F) An organization applying for probationary membership shall pay, with its application, its members' dues for a full year if application is made prior to the fall National Skirmish. A charter fee of \$100 shall be paid at the time of application, and shall be refunded if membership is denied.

SECTION 4

A member organization shall maintain membership by payment of its annual dues to the Association, by complying with the requirements of these Bylaws, and by participating in at least three official skirmishes a year. Exceptions to the participation requirement may be granted by the Board of Directors, upon written request of the organization.

SECTION 5

(last amended 10/2016)

All members in good standing of member or probationary member organizations in good standing shall be deemed to be members of the Association. These individuals must be fourteen years of age or older, not convicted of any crime or subject to any other legal disability prohibiting his or her possession of a firearm, and must not be members of any organization having as its sole purpose or one of its purposes the overthrow by force or violence the government of the United States or any of its political subdivisions.

SECTION 6

Each member organization shall be free to set its own standards of membership and establish its own Bylaws without interference from the Association, provided all the requirements of these Bylaws and the Skirmish Rules are met.

SECTION 7

The Board of Directors shall have the power to bar any individual from participation in any Association affairs or official skirmishes, and to bar any individual from Association property, if such action is deemed to be in the best interest of the Association. The Board of Directors may suspend or expel any member organization, pursuant to Article XI, Section 3, if such organization continues to keep as a member a person so barred.

SECTION 8

Organizations that contribute to the general color and pageantry of the Skirmish may be invited by the Board of Directors to become Associate or Honorary Members. As such, they have no vote or say in Association matters.

SECTION 9

(added 2014)

There shall be a class of temporary individual members, called "Unassigned Recruits". These individuals shall be assigned to the regions in which they reside, and shall function as unassigned recruits until they join member or probationary organizations under procedures to be adopted by the Board of Directors

ARTICLE III: OFFICERS

SECTION 1

The officers of the Association shall be the President, Vice President, Secretary, Treasurer, Inspector General, and Executive Secretary. Except for the Executive Secretary, the officers shall be elected by the membership from members in good standing of member organizations for terms of two (2) years, or until their successors are elected. Beginning in 1994, no one shall be elected to the same national office for more than two consecutive terms. The Executive Secretary shall be appointed by the Board of Directors and serve at the pleasure of the Board. Officers elected by the membership shall receive no compensation except the reimbursement of bona fide expenses incurred on behalf of the Association. The six officers shall be known as National Officers, and, except for the Executive Secretary, shall be eligible to vote on all matters coming before the Board of Directors.

SECTION 2

Officers and their duties are as follows:

- (A) **PRESIDENT**, having the title of **COMMANDER**, shall
 - (1) preside over meetings of the membership and the Board of Directors;
 - (2) be a member *ex officio* of all regular and special committees (except the Awards, Nominating, and Election Committees;

- (3) perform all the duties usually pertaining to the office of President;
 - (4) perform other duties as may be assigned by the Bylaws.
- (B) **VICE PRESIDENT**, having the title of **DEPUTY COMMANDER**, shall
- (1) perform all duties of the Commander in his absence or at his request;
 - (2) perform other duties as may be assigned or directed by the Commander.
- (C) **SECRETARY**, having the title of **ADJUTANT**, shall
- (1) conduct official correspondence at the direction of the Commander or the Board of Directors;
 - (2) keep records of Association business, except as delegated to the Executive Secretary;
 - (3) maintain a roster of national and regional officers, committee chairmen, and staff officers;
 - (4) perform other duties as may be assigned by the Board of Directors.
- (D) **TREASURER**, having the title of **PAYMASTER**, shall
- (1) perform normal duties of treasurer;
 - (2) collect all dues and other funds paid to the Association;
 - (3) serve as custodian of all Association funds;
 - (4) write checks in a manner prescribed by the Board of Directors;
 - (5) keep an accurate record of all funds, and submit an accounting of same to the Board of Directors;
 - (6) submit records for auditing when so directed;
 - (7) be bonded for malfeasance and misfeasance in an amount set by the Board of Directors.
- (E) The **INSPECTOR GENERAL** shall
- (1) inspect to determine that participating individuals and organizations at National Skirmishes comply with the Skirmish Rules;
 - (2) inspect probationary organizations at National Skirmishes, and make recommendations as to their qualification for membership to the Board of Directors.
 - (3) appoint assistants from among the members, if necessary, to assist him in the performance of his duties.

- (F) The **EXECUTIVE SECRETARY** shall
- (1) be the administrative officer of the Association, functioning under the direction of the Commander and the Board of Directors;
 - (2) conduct the business of the Association as directed by the Board of Directors;
 - (3) maintain Association records;
 - (4) issue certificates of membership;
 - (5) record and sign the minutes of meetings of the membership and the Board of Directors;
 - (6) perform other administrative duties as may be assigned by the Board of Directors;
 - (7) perform other duties as may be assigned by the Bylaws;
 - (8) be bonded for misfeasance and malfeasance in an amount set by the Board of Directors.

SECTION 3

Staff Officers, as assistants to the Commander, may be appointed for specific duties by the Board of Directors when desirable.

SECTION 4

Vacancies created by resignation, recall, or death of a national officer shall be filled for the unexpired portion of the term of office by the Board of Directors, either from its ranks or from the membership.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1

The Board of Directors shall consist of the National Officers, the immediate Past Commander, and the Region Commanders. The immediate Past Commander shall serve for a period of two years. Each Region Commander shall be elected by his region for a term of two years, with these regional directors being divided one-third into Group A and two-thirds into Group B. Group A shall be elected for a term of two years, beginning in 1964, the same year as National Officers are elected, and every even year thereafter. Group B shall, in 1965, be elected for a term of two years, and every odd year thereafter this group shall be elected for a term of two years. All vacancies of Region Commander Directors shall be filled as they occur, by the region concerned, within one month after they occur, for the unexpired term thereof. Upon creation of new regions, the Board of Directors shall assign each region to a group so as to keep the ration of one-third in Group A and two-thirds in Group B. Regions shall be groups as follows:

GROUP A

Northeast
Northwest Territory
New England
Potomac
Western

GROUP B

Allegheny
Carolina
Central Virginia
Chesapeake
Deep South
Midwest
Middle Atlantic
Tidewater

SECTION 2

The Board of Directors shall determine all questions of policy, and shall be the governing body of the Association. In this respect, it shall be limited and bound by the provisions of these Bylaws and Articles of Incorporation in all matters, except as otherwise provided under the Corporation Laws of Virginia. The Board of Directors shall meet as set out in Article XIII, Section 2 of these Bylaws. A quorum shall be not less than one-half of the Board members. Members may vote in writing on specific questions, if unable to attend. Members may not vote by proxy.

SECTION 3

The Board of Directors shall vote on applications for membership from probationary organizations, and, using the reports and recommendations of the Inspector General and their personal observations, approve or disapprove them.

SECTION 4

The Board of Directors shall approve annual budgets. Over-budget item expenditures of more than \$200 but less than \$1000 must be approved by the Board. Membership approval must be received for all expenditures \$1000 or more over budget. The Board shall cause an annual audit of Association financial records to be conducted.

ARTICLE V: ELECTION OF NATIONAL OFFICERS (CORPORATE OFFICERS)

SECTION 1

Elections of National Officers shall be held every two years during the membership meeting at the fall National Skirmish of each election year, commencing in 1994. In the event the fall National Skirmish is not held in an election year, the time and place of the election shall be established by the Board of Directors, to correspond as nearly as possible to the time the skirmish would have been held.

SECTION 2

Nominations for National Officers shall be made by a nominating committee elected by the Board of Directors. The committee shall report its recommendations to the Board of Directors at the May meeting of that body in each election year. Member organizations shall be notified of the nominees through the July issue of the Association's official publications. Additional nominations may be made from the floor at the election meeting.

SECTION 3

In the event a member organization cannot attend the election meeting, it may vote either by proxy or mail. If it votes by mail, the ballot must be sent to the National Adjutant and must be postmarked at least ten days prior to the election (see Article XIII, Section 8 for proxy rules).

SECTION 4

A majority of the votes cast for office shall be required to elect a candidate to that office.

SECTION 5

National Officers shall assume their offices December 1 following their elections.

SECTION 6

Rules and procedures for the nomination of candidates and the election of officers shall be published as a separate document, adopted by the Board of Directors and amended by the Board as needed.

ARTICLE VI: REGIONAL ORGANIZATION

SECTION 1

Regions shall be established for the purpose of:

- (A) providing member organizations with a voice in Association affairs through representatives on the Board of Directors;
- (B) furthering the objectives and the orderly growth of the Association by administering at local levels;
- (C) providing logical working groups for the conduct of National Skirmishes, and
- (D) conducting skirmishes on regional levels.

SECTION 2

Membership in regions shall be limited to member organizations which are assigned to those regions.

SECTION 3

Each region shall elect for a term of two years, by affirmative vote of a majority of the member organizations of the region, a Commander, a Deputy Commander, and an Inspector.

SECTION 4

The duties of the Region Commander shall be to:

- (A) serve as a member of the Board of Directors;

- (B) serve as chief administrative officer and to assure his region's compliance with these Bylaws and the Skirmish Rules of this Association.

Duties of the Deputy commander shall be to:

- (C) perform the duties of the Region Commander in his absence or at his request, and
- (D) perform other duties as may be assigned or directed by the Region Commander.

SECTION 5

The duties of the Inspector shall be to:

- (A) conduct preliminary inspections of probationary organizations within his region prior to their participation in National Skirmishes, and report his inspection results to the Inspector General;
- (B) conduct inspections within his region to determine compliance with the Skirmish Rules;
- (C) assist the Inspector General at National Skirmishes.

SECTION 6

Other officers, if desired by a region, shall be elected in the same manner as the Commander, Deputy Commander, and the Inspector.

SECTION 7

A Region Commander shall not hold any National Office during his term.

SECTION 8

Regions shall be established based on the geographic locations of their member organizations. Member organizations shall be assigned to regions by the Board of Directors. The Board of Directors may create new regions as the need arises, and shall assign member organizations thereto. Reassignment shall not be made without the consent of the member organization concerned, but may be made upon petition of an organization for cause.

SECTION 9

Regions may adopt their own Bylaws, provided nothing therein conflicts with these Bylaws and the Skirmish rules, and the Articles of Incorporation of this Association.

SECTION 10

Each region shall hold election of officers not later than November 1 of each election year, and shall notify the National Adjutant of the results within two weeks after the election.

ARTICLE VII: UNIFORMS, NAMES, AND EQUIPMENT

SECTION 1

All member organizations shall adopt a name or a regimental designation which is consistent with the theme of the Civil War, the historical basis of the North-South Skirmish Association, Inc. Names of new organizations shall be subject to the approval of the Board of Directors. Member organizations may change their names, subject to the approval of the Board of Directors.

SECTION 2

All member organizations shall adopt and wear uniforms and accoutrements of the regulation and/or style worn and used by regular, state, or militia troops of the United States or the Confederate States during the Civil War. Organization and company officers may wear chevrons or other insignia of non-commissioned officer rank. Uniforms of new organizations are subject to the approval of the Board of Directors.

SECTION 3

A half-chevron, as specified in US and CS regulations, may be worn on the uniform sleeve for each five years of an individual's membership in the Association.

ARTICLE VIII: SKIRMISHES

SECTION 1

The company and individual target competitions sponsored and conducted by this Association and its regions shall be called skirmishes.

SECTION 2

The governing regulations and rules of procedure under which skirmishes are conducted are called North-South Skirmish Rules, and shall be published as a separate document. The Skirmish Rules shall contain all regulations pertaining to firearms, company organization, range and safety regulations, and all other instructions pertinent to the conduct of a skirmish. These Skirmish Rules shall be binding upon all participants in official skirmishes, both individuals and organizations.

SECTION 3

Types of official skirmishes are:

- (A) National Skirmishes shall be held on the weekends of the third Friday in May and the first Friday in October. National Skirmishes shall be sponsored by the North-South Skirmish Association, Inc. All member organizations in good standing shall be invited to participate in National Skirmishes, unless the size of the Association or the limits of the range facilities require limitations.
- (B) Regional Skirmishes are those held and sponsored by the regions or their member organizations. All member organizations of this Association within the region shall be

invited to participate, and member organizations of other regions may be invited to participate. Probationary member organizations may be invited to participate.

SECTION 4

The National Commander shall appoint a Skirmish Director for each National Skirmish from among the members of the host organizations. The Director shall be in charge of the skirmish, and shall perform his duties as defined in the Skirmish Rules. He shall appoint the members of his staff. The Skirmish Director shall be responsible to the National Commander and the Board of Directors for the proper conduct of the skirmish.

SECTION 5

The National and Region Commanders shall have the authority to veto any parts of their respective skirmish programs which are contrary to the Skirmish Rules or other rules or policies of the Association.

SECTION 6

Official skirmishes shall not be held as a part of purely commercial projects. They shall not be held in any circumstance where their conduct would be in any way contrary to the Skirmish Rules or the objectives of the Association.

ARTICLE IX: PUBLICATIONS

SECTION 1

The Board of Directors is empowered to publish official publications of the Association which shall be distributed to all members of member organizations. The purposes of such publication shall be:

- (A) to inform the membership of the acts of the Association and the Board of Directors;
- (B) to disseminate information and news of general value to the membership;
- (C) to publish standard operating procedures for the operation of skirmishes and related activities;
- (D) to publish a financial statement in the March edition;
- (E) to otherwise fulfill the objectives of the Association.

SECTION 2

The editorial policy, business policies, and advertising rates of all publications shall be established by the Board of Directors, and shall be executed by an editor appointed by the Board of Directors. A pictorial list of Nominating Committee-approved nominees shall be published with the qualifications and intentions of each in the July issue of the official publication prior to each national election.

ARTICLE X: DUES

SECTION 1

Payment of dues from member organizations shall be as follows:

- (A) Each member organization shall pay dues of \$80 per year per member, payable December 1 of each year for the following year. *(Effective December 1, 2014)*
- (B) A member organization shall pay dues of \$80 for each new member added to its roster, payable at the time of enrollment, unless such member is a transfer from another organization and his dues for that year have already been paid.
- (C) A membership card shall be issued to each paid member of a member organization. Membership cards are not transferable from one person to another.
- (D) The penalty for late registration from December 1 through the last day of February of the next year, either of an organization or of a member, shall be \$5.00 per member. After March 1, the penalty shall be \$15 per member. *(Effective January 1, 2009)*
- (E) Any new member joining on or after October 1 of the skirmish year shall have his or her dues applied to the following skirmish year, but have all the rights and privileges of full membership during the balance of the skirmish year in which the individual joins. (e.g., a brand new member joins at the 122nd National. He or she will be issued a card for the balance of skirmish year 2010 and his or her dues will be paid for skirmish year 2011. *(Effective October 1, 2010)*)
- (F) Individuals who are already members of member organizations for at least ten years, but who can no longer shoot due to age and/or infirmity, may maintain membership by paying reduced dues (in an amount to be set by the Board of Directors) for a non-shooting membership. Such membership status shall maintain all privileges of membership EXCEPT:
 - 1. Holding regional or national office, or
 - 2. Participation in individual matches, or as members of small-arms companies, or as members of artillery crews (including mortar).

Non-shooting members shall have membership cards distinctly different from shooting members. *(Effective February 2017)*

SECTION 2

No member organization shall be in good standing, or be qualified to exercise or receive privileges of membership, or be qualified to participate in official skirmishes, if it is in default of its dues and/or authorized assessment for a period exceeding one month. Upon payment of late dues and penalties prior to one year after becoming delinquent, the organization shall be considered in good standing and all privileges of membership shall be restored. If the organization fails to pay its dues for one year, it shall be dropped from membership in the Association. An organization so dropped may be reinstated by the Board of Directors, but only if all back dues and penalties are paid. A member organization may have its membership revoked or suspended for cause by the Board of Directors.

ARTICLE XI: RECALL, SUSPENSION, AND EXPULSION

SECTION 1

National Officers may be removed from office in accordance with Section 2 of this article. Region Commands may be recalled in a manner established in the Bylaws of their regions.

SECTION 2

A National Officer may be removed from office by a two-thirds affirmative vote of the members of the Board of Directors, at a regular meeting or at a meeting called for that purpose. No vote on removal may be taken unless notice of not less than thirty days has been given the officer in writing, such notice stating the charge(s) against him and the time, date, and location of the meeting for the consideration of his removal from office. Charges may be made by petition of no less than six (6) members of the Board of Directors or by petition of no less than twelve (12) member organizations.

SECTION 3

A member organization may be suspended or expelled from the Association for repeated violations of the Bylaws or the Skirmish Rules, or for other actions deemed injurious to the Association. Such suspension or expulsion shall be made by a three-fourths affirmative vote of the members of the Board of Directors present at a regular or called meeting. No vote shall be taken unless notice of no less than thirty days has been given to the organization in writing, such notice stating the charge(s) against it and the time, place and date of the meeting called for the consideration of the charges. The organization shall be accorded a hearing. Charges may be made by a member organization, or by any members of the Board of Directors. When deemed by the Board of Directors to be in the best interests of the Association, such organization may be suspended pending a hearing on the charges.

SECTION 4

In lieu of suspension or expulsion, as in Section 3, the Board of Directors may place a member organization on probation for a period not to exceed one year, thereby permitting the organization to participate in skirmishes and other Association activities under close observation. At the next regular meeting of the Board of Directors following the end of the probationary period, the organization must either be reinstated to full membership or be expelled from the Association. The organization shall be accorded a hearing at that meeting.

ARTICLE XII: AMENDMENTS

SECTION 1

Amendments to these Bylaws may be initiated by any member organization in good standing or by a member of the Board of Directors, but must be submitted to the Board of Directors in writing for approval by the Board before being brought to a vote of the member organizations. In the event of rejection by the Board of Directors, a proposed amendment may be submitted to a vote upon petition of one-third of the member organizations in good standing.

SECTION 2

Amendments to these Bylaws shall be made only by vote of the member organizations in good standing. Voting shall take place at a membership meeting or by mail ballot, the method to be determined by the Board of Directors. A special meeting shall be called by the Board of Directors only if the question is controversial and warrants discussion, or if an emergency exists. An affirmative vote of three-fifths of the member organizations in good standing shall be required to adopt an amendment. In the event of a mail ballot the Executive Secretary shall notify the member organizations of the question no less than thirty days prior to the meeting. Mail ballots must be postmarked on or before the date on which the ballot is due. The Executive Secretary shall notify the member organizations as soon as the results of the voting are known.

ARTICLE XIII: MEETINGS, QUORUM, AND VOTING

SECTION 1

Regular meetings of the Board of Directors shall be held each year on the last weekend in January or on either weekend adjacent thereto, and the first weekend in August, the place and the time to be determined by the Board. In cases of emergency, the Commander may change the date of a meeting to the nearest weekend practical under the circumstances. During a regular meeting, routine business of the Association shall be conducted.

SECTION 2

Special meetings of the Board of Directors may be called by the Commander or by a call of a majority of the members of the Board, whenever such meetings are deemed necessary. Ten days notice must be given the members of the date, time, and place of the meeting.

SECTION 3

The Board of Directors shall meet at each National Skirmish. The agenda shall be limited to matters pertaining to the skirmish being held, and to other items of business which must be concluded before the next regular meeting.

SECTION 4

A membership meeting shall be held at each National Skirmish. Special meetings of the membership may be called when such meetings are deemed necessary, and may be called either by the Board of Directors or by a majority of the member organizations in good standing.

SECTION 5

A quorum for a membership meeting shall be one-third of the member organizations in good standing, either present or by proxy.

SECTION 6

Each member organization in good standing shall have one vote in the election of officers, or in all other matters brought to a vote, except matters relating to the skirmish in progress. In matters relating to that skirmish, each member organization shall have one vote for each musket company it registers at that skirmish. If a question relates to

carbine companies or artillery matches, an organization shall have one vote for each registered carbine company or each registered artillery piece.

SECTION 7

The rules of procedure contained in *Robert's rules of Order*, latest edition, shall govern meetings of this Association in all cases where they are applicable and which are not in conflict with the Articles of Incorporation, Bylaws, or adopted policies of this Association.

SECTION 8

Voting by proxy shall be allowed at membership meetings only, and not at meetings of the Board of Directors. A member organization wishing to send its proxy must notify the National Adjutant of that fact in writing, and must designate the organization whose representative is authorized to exercise its proxy. This written notice must be in the hands of the national Adjutant prior to the start of the meeting, and it is his responsibility to notify the presiding officer. A proxy shall be good for one meeting only, and may be given only to a member organization in good standing which is eligible to vote at that meeting. A member organization may hold the proxy of only one other member organization at a meeting.

SECTION 9

A roll call shall be conducted at a meeting of the Board of Directors upon the request of at least one-third of the members present. At all other Association meetings, an affirmative vote of at least one-half the members present is required.

ARTICLES OF INCORPORATION

of the

NORTH-SOUTH SKIRMISH ASSOCIATION

In accordance with Section 889 of Title 13.1 of the Code of Virginia, the Board of Directors and members of the above named corporation have amended and restated its Articles of Incorporation to read as follows:

- A. **NAME.** The name of the corporation is “The North-South Skirmish Association”.
- B. **PURPOSES.** The purposes for which the corporation is organized are to receive, maintain and administer assets in perpetuity exclusively for educational and charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the objectives of this corporation are as follows:

The objectives of this Association are as follows:

- (1) To commemorate the heroism and sacrifice of all, North and South, who fought in the American Civil War, 1861-1865.
- (2) To promote education of the membership and the general public in the history of the Civil War.
- (3) To promote, encourage and coordinate research and preserve information on Civil War firearms, artillery, equipment, uniforms and period dress.
- (4) To disseminate knowledge of Civil War firearms, artillery, equipment, uniforms and period dress.
- (5) To encourage and promote original research, writing and publication on Civil War subjects of interest to this Association by the provision of small grants, providing access to archives and information collected and maintained by the Association, and through cooperation with educational institutions, museums and other historical associations.
- (6) To demonstrate and promote the safe and proper shooting of Civil War firearms and artillery for the public in events known as “Skirmishes.”
- (7) To arrange for, secure, and/or maintain appropriate sites for the safe conduct of Skirmishes for public view.
- (8) To encourage the preservation and public display of Civil War era artifacts, manuscripts, and literature.
- (9) To establish rules and procedures for the safe conduct of Skirmishes and other activities of the Association.

- (10) To conduct Skirmishes and other activities in accordance with the rules and procedures adopted by the Association.
- (11) To accept donations of gifts and funds and Civil War artifacts, and to establish rules and procedures to ensure that such donations or gifts are utilized appropriately for the stated objectives of the Association.

- C. **MEMBERS.** The corporation membership shall be composed of organizations, organized for competition in the skirmishes, as required by the Bylaws, and shall be admitted into membership by the Board of Directors. Charter member organizations shall be those which have participated in a North-South Skirmish prior to June 1, 1956. Each member organization in good standing shall have the right to vote in the election of officers, in amending or repealing or adopting new Bylaws, in amending the Articles of Incorporation, in deciding on mergers and consolidations and upon dissolution of the corporation. Honorary membership, without voting power, may be conferred upon such organizations which contribute to the general color and pageantry of the Skirmish as the Board of Directors deems worthy, by the Board.
- D. **DIRECTORS.** The directors of the corporation shall be the officers of the corporation, elected by the membership, and the commander of each region, who shall be elected by the member organizations comprising the region. The immediate past president shall be a director *ex officio*. The terms of directors shall be two years and may be divided into classes in the Bylaws.
- E. **GOVERNANCE.** The internal affairs of the corporation shall be governed in accordance with the Bylaws of the corporation. The power to amend or repeal or to adopt new Bylaws is invested in the membership. All corporate powers shall be exercised by or under authority of the Board of Directors acting in accordance with these Articles and the Bylaws. The corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purpose of the corporation. However, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to any incorporator, trustee, director or officer of the corporation or any private individual except that this corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication and distribution of statements, any political campaigns on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation distributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).
- F. **DISSOLUTION.** In the event of the dissolution of the corporation, and after all liabilities and obligations of the corporation shall have been paid, satisfied and discharged or adequate provisions have been made therefore, all remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable and/or educational purposes and that are exempt organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine.

G. **CERTIFICATION.** The undersigned President of the Corporation declares and certifies that:

- (1) This Amendment and Restatement of the Articles of Incorporation contains amendments to the Articles requiring membership approval;
- (2) This Amendment and Restatement of the Articles of Incorporation was proposed by the directors of the Corporation and submitted to the members in accordance with the Nonstock Corporation Act; and
 - (i) A quorum existed with respect to each voting group entitled to vote separately on the amendment,
 - (ii) The total number of undisputed votes cast for the amendment by each voting group was as follows:

136 votes in favor; 43 votes opposed.
 - (iii) The number of votes cast for the amendment by each voting group was sufficient for approval by that group.
- (3) The facts herein stated are true as of this ___ day of November, 1997.

NORTH-SOUTH SKIRMISH ASSOCIATION
By: Gary J. Crawford, President