

By-Laws

# Liberty Tree Chapter

Montana Society  
of the  
Sons of the American Revolution



November 21, 2016

## Article I Name

The name of this Chapter shall be "The Liberty Tree Chapter of the Montana Society of the Sons of the American Revolution."

## Article II Objectives

The objective of this Chapter is to perpetuate the memory and spirit of the men and women who achieved American Independence by the implementation of the purposes of the National Society of the Sons of the American Revolution as set forth in that Society's Constitution, and to work in harmonious cooperation with the Montana Society of the Sons of the American Revolution and the Montana State Society of the Daughters of the American Revolution.

## Article III Membership

Membership in this Chapter shall be confined to members in good standing in both the National Society of the Sons of the American Revolution (NSSAR) and the Montana Society (MTSSAR). Any person eligible for membership in the MTSSAR shall be eligible for membership in this Chapter, in a non-voting capacity, provided an applicant for Chapter membership is personally acceptable to the Chapter.

Each member of this Chapter shall pay annual dues in accordance with the MTSSAR By-Laws. Membership in this Chapter is contingent upon the punctual payment of annual dues. Non-payment will result in membership sanction as more fully described in the MTSSAR By-Laws. Any member who has been dropped from the rolls for non-payment and wishes to be reinstated shall pay the current year's dues and the NSSAR and MTSSAR reinstatement fees.

The annual Chapter dues shall be determined by the Chapter. The MTSSAR dues shall be determined by the state. Notice of a proposed assessment shall be made by regular mail or email one month prior to a vote. No assessment shall be levied without a majority vote of those present at the meeting in which the vote is taken.

## Article IV Officers

The officers of this Chapter shall be elected from among the members in good standing, and shall be President, Vice-President, Secretary, Treasurer, and Registrar. The duties and powers of officers shall be those customarily appertaining to their respective offices, and those specific duties and powers more fully set forth in Article VI of these bylaws. Additional duties may be assigned to these officers by the President. All officers shall hold office for a period of one term, or until their successors have been duly elected by the membership or appointed by the remaining board members. A term shall be defined as the time between consecutive annual meetings.

Election of officers shall be by ballot at the annual meeting (see Article VIII). Winning candidates shall be determined by a plurality of the votes cast by members in good standing at the annual meeting.

## Article V Board of Managers

There shall be a Board of Managers (BOM) composed of the officers named in Article IV, the immediate past President and any member appointed by a majority of the Board. All members of the Board of Managers shall hold office for a period of one term, or until their successors are duly elected at an annual meeting or appointed in the interim by a vote of the BOM. This Board shall exercise control over the administrative and financial affairs of this Chapter, and shall perform those duties and exercise those powers more specifically set forth in Article VI.

## Article VI Duties of Officers

**President:** The President shall be the chief executive officer of this Chapter and shall exercise general control over the affairs of the Chapter under authority of the Board of Managers and these By-Laws. He shall preside as Chairman at all meetings of this Chapter and of the Board of Managers, and shall have the right to cast his vote in their deliberations. He shall appoint all committees and instruct the Secretary to call all meetings of the Chapter and the Board of Managers, except as otherwise provided for in these By-Laws. He shall make a written report to the Chapter at its annual meeting and such annual report shall contain a summary of the more important administrative acts of the President

and the more important administrative decisions of the Board of Managers during the past year. The President is limited to two consecutive full terms.

**Vice-President:** The Vice-President shall, during the absence or incapacity of the President, perform all of the duties and exercise all of the powers of the President.

**Secretary:** The secretary shall serve as Secretary of both the Chapter and Board of Managers. At the direction of the President he shall call all meetings of the Chapter and of the Board. He shall keep a fair and accurate record of the proceedings of all meetings of both the Chapter and the Board, and turn such record over to his successor when he shall for any reason leave office. Under the direction of the President he shall conduct the general correspondence of the Chapter and of the Board.

**Treasurer:** The duties of the Chapter Treasurer shall be to receive all moneys paid into the Chapter General Fund and the Dedicated Fund, and shall deposit the same in such depository as shall be designated/approved by the Board of Managers. The Chapter dues component of the annual membership dues is collected and remitted to the Chapter Treasurer by the Treasurer of the MTSSAR. He shall make all disbursements of funds from the Chapter General Fund and the Dedicated Fund. He shall secure from the BOM prior authority for all disbursements from the Dedicated Fund and disbursements from the Chapter Fund save only routine or incidental current operating expenses as defined in the Annual Budget.

He shall maintain fair and accurate records of all funds and financial transactions of the Chapter General Fund and the Dedicated Fund; and provide an updated written financial report in conjunction with each BOM meeting. He shall turn over such records to his successor when he shall for any reason leave office; and during his term of office, he shall present such records to the Board of Managers for auditing and review when so requested by the Board. He may serve without bond, in the discretion of the Board of Managers.

He shall be responsible for the Chapter's annual compliance with the IRS *Non-Profit Compliance Policy*.

**Registrar:** The Registrar shall examine all applications for membership for the accuracy of back-up proof and correctness. Upon satisfactory conclusion of this review, the Registrar will secure the necessary signatures and forward the completed application and one copy of said completed application to the MTSSAR Registrar for processing.

## Article VII

### Duties of the Board of Managers

The Board of Managers shall be composed of voting members as set forth in Article V of the Bylaws. In addition to the general duties and powers set forth in Article V, the BOM shall:

- (1) Review and audit the records of the Treasurer before they are turned over to his successor.
- (2) Meet promptly after its election for the purpose of approving a budget of expected revenues and proposed expenditures for the ensuing year.
- (3) Approve or disapprove all expenditures of Chapter General Funds, excepting only previously budgeted minor and incidental current operating expenses.
- (4) Approve or disapprove all expenditures of any Dedicated Funds.
- (5) In the case of a vacancy of any office, excluding the President and Vice-President, in this Chapter, or temporary disability of any officer to act, appoint a member in good standing to fill such vacancy until the next election, or during the temporary disability; as occasion requires.
- (6) By an affirmative vote of two-thirds of its members, recommend to MTSSAR for discipline or expulsion any member who, by conduct, is disloyal to the ideals or is prejudicial to the interest of the NSSAR, MTSSAR or this Chapter.
- (7) By an affirmative vote of two-thirds of its members, expel any member who, by conduct, is disloyal to the ideals or is prejudicial to the interest of this Chapter.
- (8) Meet in executive session upon the call of the President; provided that the Board may call itself into executive session without issuance of a call by the President, upon the written request of half of its members.

## Article VIII

### Nominations and Elections

The officers enumerated in Article IV of the Bylaws of this Chapter shall be elected by ballot at the annual meeting of the Chapter. Nominations shall be made in the following manner:

- (1) The outgoing President shall appoint the chairman of the Nominating Committee. He shall appoint at least four more members to the Nominating Committee no more than three of which can be current officers or members of the Board of Managers. The Nominating Committee shall meet no later

than March 15 and shall prepare in writing a slate of officers containing only one candidate for each office for the following year. This slate shall be presented at the annual meeting; provided however, that a copy of said slate shall be sent by regular mail or email by the Secretary to each member of this Chapter along with the written notice of the annual meeting.

- (2) The ballot shall provide space for write in candidates. There shall be no nominations from the floor. Winning candidates shall be determined by a plurality of votes cast by members in good standing in attendance at the annual meeting. There shall be no voting by proxy, either oral or written.

## Article IX Meetings

The annual meeting of the Chapter shall be held in April and the Secretary shall send by regular mail or email the meeting notice to each member of the Chapter at least thirty (30) days prior to the meeting.

There shall be at least six membership meetings of the Chapter each year. Said meetings are to be called by the President with the advice and consent of the Board of Managers. Written notice of such meetings shall be sent to each member at least five days prior to the meeting. Special meetings may be called at any time by the President with the advice and consent of the Board of Managers, provided that at least five days written notice of such special meetings shall be sent to each member, and further provided that such written notice shall fully and clearly describe the special business to be transacted at said meeting; and provided further that no business other than that specified in the call may be transacted at any special meeting.

The Pledge of Allegiance to the Flag of the United States of America and the Pledge to the Sons of the American Revolution shall be recited by the membership at each Chapter meeting.

## Article X Quorums and Proxies

At any regular or special meeting of the Chapter, a quorum competent to transact all business properly coming before it shall be three of the members in good standing appearing on the rolls of the Chapter at the time the meeting is convened. In order to cast a vote on any matter coming before such a meeting, a member must be in good standing and he must be present to cast his vote.

There shall be no voting by proxy, either oral or written, except as otherwise provided in these By- Laws of this Chapter. A plurality of the votes cast shall decide all issues unless specified otherwise in these By-Laws.

At any meeting of the Board of Managers, except as otherwise provided for in these By-Laws of this Chapter, four members of the Board shall constitute a quorum competent to transact all business properly coming before it, and a plurality of those present shall be required to resolve any issues. In order to cast a vote on any matter properly coming before the Board, a member must be present in person to cast his vote. There shall be no voting by proxy, either oral or written.

## Article XI Committees

Except as otherwise provided herein, the President, with the advice and consent of the Board of Managers shall determine from time to time what committees are desirable for the proper implementation of the Chapter's activities. The President shall appoint said committees and he shall designate the Chairman of each such committee or leave them to select their own chairman, as he may deem advisable. The President will provide, in writing, to the committee a description of the committee's term, objective, and authority to act on its objectives.

## Article XII Conflict of Interest

Chapter Officer, Committee Chairman or Committee Members shall disclose any personal interest which he may have in any matters pending before the Chapter and shall refrain from participation in any decision on such matters.

Officers or Committee member shall excuse themselves from voting on Chapter issues that are of personal (financial or political) benefit to him, his family or his business.

Article XIII  
Amendments

Proposed amendments to the By-Laws shall be reviewed and approved by the Chapter's Board of Managers. Following approval by the BOM, a written notice of the proposed amendment shall be sent by regular mail or email to all members in good standing at least thirty (30) days prior to a meeting to vote on the amendment. An affirmative vote of two-thirds of those members present, and in good standing, shall be required for the adoption of any amendment. There shall be no voting by proxy, either oral or written.

Article XIV  
Dissolution

Although the period of duration of the Chapter is perpetual, if for any reason the Liberty Tree Chapter is to be dissolved or otherwise terminated, no part of the property of the Chapter or any of the proceeds shall be distributed to or inure to the benefit of any of the officers or members of the Chapter. Upon the dissolution of the Chapter, assets shall be distributed by the Board of Managers to and only to MTSSAR.

ARTICLE XV  
Communications

E-mail is the preferred method of written communications for Chapter business. Regular mail with proper postage may be used for those members who do not have E-mail.

APPROVED 22<sup>nd</sup> Nov 2016  
Date

Larry H. Kuhl  
Liberty Tree Chapter President

Francis C. Wenzel  
Liberty Tree Chapter Secretary

James S. Hitchcock, Jr.

Donald T. Murphy - V.P.  
James M. Powell Registrar

Bruce A. Duvall  
Will C., Treasurer

John P. Jennings