

Constitution of the Washington Civil War Association

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Article 1 -Purpose of the Washington Civil War Association

1. The Washington Civil War Association (WCWA) is a club organized to honor America's past by reenacting the War Between the States. Our objective is to interpret and present the daily life of Confederate and Federal soldiers and their families and associates for the public through living history, reenactments, first person characterizations, and education. To this end, our member units portray military and civilian organizations from all theaters of the Civil War during the period of 1861 to 1865.
2. Diversity is one of the strong points of any organization. Our members have dramatically different backgrounds and values. In order to preserve the harmony of the individual units, as well as the WCWA, it is essential that we respect each other's values.
3. Each member is responsible for developing his or her own persona. As living historians we should know what is correct for the period and for our personas within that period. Each member is encouraged to use the historical record as a guide to his or her persona development. All members are actively encouraged to do their own research in order to expand our combined knowledge of the units.

Article 2 -Supremacy and Order of Law

The Constitution and Bylaws shall be the principal law of the Washington Civil War Association. All WCWA or unit policies and regulations shall be enacted and enforced pursuant to and in accordance with the Constitution and Bylaws. While wide latitude will be given to the individual member units to regulate themselves according to their wishes, no member unit will enact regulations or policies that contradict or conflict with the WCWA Constitution or Bylaws. Any WCWA or unit regulation or policy that contradicts or conflicts with the Constitution or Bylaws shall be considered void.

Article 3 –Membership

1. The WCWA invites persons of all races, creeds, religions, genders, ages, or any degree of disability to be members. Individual member units of the WCWA, in an effort to accurately portray 19th century Americans may, through their unit regulations, structure a member's chosen role in that unit to align that role with the proper role which that member (given that member's race, gender, etc.) would occupy in 19th century America. However, no article, by-law, rule, policy, or regulation shall be enacted by any member unit of the WCWA which would prohibit outright the membership or participation in a legitimate role of any person on the basis of race, creed, religion, gender, age, or disability.

2. Removal of Members: The WCWA reserves the right to revoke the membership of any WCWA member who repeatedly or maliciously (i) violates the WCWA Safety Rules, (ii) puts others or themselves at risk, (iii) uses illegal substances or engages in illegal activities at all WCWA events, and/or (iv) violates WCWA policies and procedures. The procedures for removal of members, including an appeal process, shall be clearly outlined in the WCWA Bylaws.

Article 4 -Structure of the WCWA

1. Individual units may be formed, but must be recognized as such by the Board of Directors of the Washington Civil War Association. The Board of Directors shall set standards for unit recognition. Although individual units are autonomous, they must agree to abide by the Constitution and Bylaws of the WCWA at WCWA sponsored and sanctioned events.
2. A Union Battalion shall exist. All recognized Union military units shall be part of the Union Battalion. Military and civilian impressionists who are members of a Union military unit or that unit's civilian auxiliary are considered part of the Union Battalion.
3. A Confederate Battalion shall exist. All recognized Confederate military units shall be part of the Confederate Battalion. Military and civilian impressionists who are members of a Confederate military unit or that unit's civilian auxiliary are considered part of the Confederate Battalion.
4. A Civilian Community shall exist. All recognized Civilian units shall be part of the Civilian Community. Civilian impressionists who are members of a Civilian unit are considered part of the Civilian Community. Military impressionists may not join Civilian units. Independent, or "Freelance" reenactors are allowed for civilian impressions only. They are permitted provided they agree to be a member of the Civilian Community.

Article 5 -Board of Directors

1. The activities of the WCWA will be directed by a Board of Directors that will have administrative supervision over the Club's member units. The WCWA's responsibilities to its member units are to negotiate contracts, administer finances, and provide insurance for the members of the WCWA.
2. The Board of Directors will consist of:
 - A. An Executive Board, which is composed of: Chairman, Vice-Chairman, Secretary, Treasurer, Membership Coordinator, Union Battalion Commander, Confederate Battalion Commander, Union Civilian Leader, and Confederate Civilian Leader.
 - B. And a General Board, which is composed of: Unit Commanders of all voting military companies (or their chosen or elected representatives) and Civilian Leaders of all voting Civilian units (or their chosen or elected representatives.) At any time, any General Board member may call the Chair to request a special General Board meeting. The Chair must then conduct a poll of the General Board to ascertain if there should be a special General Board meeting. If a 2/3 majority of the General Board requests to have a General Board meeting, then the Chair must call a General Board meeting.

3. Executive Board officer functions and duties are as follows. The Executive Board is empowered to hold Executive Board meetings between General Board meetings in order to manage and coordinate WCWA business activities within the limits defined by the WCWA Articles of Incorporation, Constitution, Bylaws, and/or General Board decisions. Executive Board meeting notices and minutes will be published to the General Board. Each Executive Board member, and no one else, has a vote at the Executive Board meetings. The Executive Board is limited fiscally to only approve expenditure of funds specified in the current, approved WCWA budget that do not exceed budgetary limits. An additional Executive Board line item may be added to the budget by vote of the General Board for use by the Executive Board at its discretion. The Executive Board line item amount will be established in January of each year. Executive Board meeting decisions shall be subject to review and amendment by the General Board at General Board meetings. The Executive Board will monitor incidents and take action as needed, provided action is authorized by the WCWA's Articles of Incorporation, Constitution, and/or Bylaws. The Executive Board shall not deviate from the Constitution and may only temporarily deviate from the Bylaws in case of an extreme situation, provided there is a 2/3 majority vote of the Executive Board members participating in the meeting. At the next General Board meeting, a full review of a deviation to the Bylaws shall be provided to the General Board and the General Board may vote to reverse the Executive Board's decision to deviate from the Bylaws, with a 2/3 majority required for reversal. Executive Board members will serve subject to the approval of the General Board. Any Executive Board member may be removed from office by a 2/3 majority vote of the General Board at a General Board meeting. Executive Board replacements shall be appointed as defined in the WCWA Constitution.

A. The Chairman:

1. Serves as the senior officer of the association;
2. Chairs General Board meetings which are to be held at least once a quarter;
3. Chairs Executive Board meetings which are to be held as needed. At the discretion of the Chairman, and based on the needs of the WCWA, Executive Board meetings may be held in person, by telephone, by email, or by videoconference.
4. Governs according to parliamentary procedure;
5. Appoints committees as required;
6. Serves as an adjudicator; and
7. Manages the daily administration of the WCWA.

The Chairman is not a "President" and has no powers beyond those conferred by this Constitution or the Bylaws unless expressly approved by the member units of the WCWA. The Chairman has no vote on the General Board except in the case of a tie. If the Chairman is a Commander or Leader, the tie-breaking vote passes to the Vice-Chairman.

B. The Vice-Chairman:

1. Assists the Chairman in the performance of his/her duties;
2. Acts in the capacity of the Chairman in the Chairman's absence; and
3. Heads any temporary committee appointed by the Chairman.

The Vice-Chairman has no vote on the General Board except in the case of a tie when the Chairman is a Commander or Leader. If the Vice-Chairman is a Commander or Leader, the tie-breaking vote passes to the Secretary.

C. The Secretary:

1. Records the minutes of the Board meetings;
2. Publishes the minutes in WCWA publications;
3. Reports the minutes at the next Board meeting; and
4. Prepares and transmits all WCWA administrative correspondence.

The Secretary has no vote on the General Board except in the case of a tie when the Chairman and Vice-Chairman are Commanders or Leaders. If the Secretary is a Commander or Leader, the tie-breaking vote passes to the Treasurer.

D. The Treasurer:

1. Keeps an accounting of all financial matters;
2. Receives funds in the name of the WCWA;
3. Disburses funds at the direction of the Board of Directors;
4. Maintains such records and submits such reports, tax returns, etc., as may be required by Section 501 C (3) of the Internal Revenue Code for non-profit organizations;

The Treasurer has no vote on the General Board except in the case of a tie when the Chairman, Vice-Chairman, and Secretary are Commanders or Leaders.

E. The Membership Coordinator:

1. Reviews and validates applications for membership or renewal;
2. Collects membership fees;
3. Issues membership documents; and
4. Maintains the official WCWA roster.

The Membership Coordinator has no vote on the General Board.

F. The Union Battalion Commander:

1. Serves on the Board as a military advisor;
2. Reports to the Board on matters regarding troop strengths and relative abilities of the Union Battalion; and
3. Offers advice and opinions on any subject affecting the Union military branch of the WCWA.

The Union Battalion Commander shall be the highest authority over Union military impressionists at field events. The Union Battalion Commander shall be the highest authority over civilian impressionists who camp within the geographic boundaries of the Union military camp at field events. The Union Battalion Commander may appoint a staff, subject to confirmation by the general board, to aid in the implementation of Union Battalion polices. The Union Battalion Commander has no vote on the General Board.

G. The Confederate Battalion Commander:

1. Serves on the Board as a military advisor;
2. Reports to the Board on matters regarding troop strengths and relative abilities of the Confederate Battalion; and
3. Offers advice and opinions on any subject affecting the Confederate military branch of the WCWA.

The Confederate Battalion Commander shall be the highest authority over Confederate military impressionists at field events. The Confederate Battalion Commander shall be the highest authority over civilian impressionists who camp within the geographic boundaries of the Confederate military camp at field events. The Confederate Battalion Commander may appoint a staff, subject to confirmation by the general board, to aid in the implementation of Confederate Battalion polices. The Confederate Battalion Commander has no vote on the General Board.

H. The Union and Confederate Civilian Leaders:

1. Serve on the Board as civilian advisors
2. Offer advice and opinions on any subject affecting civilians of the WCWA;

3. Represent all members who portray a Union or Confederate Civilian impression, respectively, regardless of unit affiliation;
4. Work together (with the other Civilian Leader) to encourage the development of Living History scenarios, demonstrations, and other Civilian activities at field events.

The Union and Confederate Civilian Leaders shall be the highest authority over their respective civilian impressionists who camp outside the geographic boundaries of the military camps at field events. The Union and Confederate Civilian Leaders may each appoint a staff, subject to confirmation by the general board, to aid in the implementation of their respective Civilian policies. Union and Confederate Civilian Leaders have no vote on the General Board.

- I. Any function or duty assigned to an Executive Board member may be delegated by that Executive Board member to another current WCWA member if a request for delegation is submitted to, and approved by, the WCWA Board of Directors (Executive Board and General Board) at a General Board meeting. A delegated function or duty may remain effective for a specified period of time not to exceed the Executive Board member's current elected term. Any function or duty assigned to an Executive Board member may be delegated by that Executive Board member to another current WCWA member for a term not to exceed 30 days, provided the request for delegation is submitted to, and approved by, the Chairman of the WCWA. Any function or duty that is delegated by an Executive Board member remains a responsibility of that Executive Board member.
4. Unit representatives may vote by proxy. Proxy votes must be in writing and signed by the unit representative and are only valid for the meeting at which they are presented. Proxy by email is acceptable. Proxy votes may be presented by any WCWA-registered member. A maximum of two units' votes may be served by any WCWA-registered member at a specific board meeting.
5. Board meetings may not be conducted in secret or with the intent to exclude any individuals or factions from such meetings. Any activity conducted or decision made at such a meeting is automatically invalid. Any WCWA Board decision made under coercion and/or threat of lawsuit or bodily harm shall be null and void.

Article 6 –Elections

1. The Washington Civil War Association will hold elections for the Executive Board positions annually. Election procedures shall be clearly outlined in the WCWA Bylaws. All Executive Board positions on the Board of Directors will be voted on according to these procedures and shall be for a term of one year, from January 1st to December 31st of each year.
2. Individuals seeking election to Executive Board positions must be age 18 years or older, and must be current members of the WCWA. All WCWA members who meet the above criteria are eligible for the positions of Chairman, Vice-Chairman, Secretary, Treasurer, and Membership Coordinator. Only those WCWA members who meet the above criteria and list on their membership form, their primary impression to be Union military for both the year in which election is held and for the prior year, may serve as Union Battalion Commander. Only those WCWA members who meet the above criteria and who list on their membership form, their primary impression to be Confederate military for both the year in which election is held and for the prior year, may serve as Confederate Battalion Commander. Only those WCWA members who meet the above criteria and who list their on membership form, their primary impression to be Union civilian (regardless of unit affiliation) for both the year in which election is held and for the prior year, may serve as Union Civilian Leader. Only those WCWA members who meet the

above criteria and who list on their membership form, their primary impression to be Confederate civilian (regardless of unit affiliation) for both the year in which election is held and for the prior year, may serve as Confederate Civilian Leader. A person elected to any of these positions must list the same primary impression throughout the term of office; if they do not, then they are ineligible to remain in that position. Executive Board positions require the use of one's legal name for official WCWA business. Individuals that do not agree to use their legal name for official business are ineligible to serve in Executive Board positions.

3. If any Executive Board position is not filled by election, or if the position is vacated prior to the expiration of the term, the position shall be filled by appointment of the Board of Directors, except the Union and Confederate Battalion Commanders who shall be selected by vote of the General Board members of the Battalion whose position is vacant and the Union and Confederate Civilian Leaders who shall be selected by a vote of Civilian representatives from the Battalion whose position is vacant. Such appointments must meet all requirements of Section #2 above.
4. The General Board of Directors (composed of the unit representatives) may be elected in any manner that the individual units wish; however, the General Board representative for each unit must be a current member of the WCWA.
5. All members, age 14 years and older, shall be eligible to vote for the Executive Board of Directors; except only Union Battalion members who declare themselves a Union Military impressionist on their WCWA application/renewal form shall vote for the Union Battalion Commander, only Confederate Battalion members who declare themselves a Confederate Military impressionist on their WCWA application/renewal form shall vote for the Confederate Battalion Commander, only WCWA members who declare themselves a Union Civilian impressionist (regardless of unit affiliation) on their WCWA application/renewal form shall vote for the Union Civilian Leader and only WCWA members who declare themselves a Confederate Civilian impressionist (regardless of unit affiliation) shall vote for the Confederate Civilian Leader.

Article 7 -Ratification of Measures

1. All measures, including this document, shall be ratified by a vote of eligible members. Proposals for additions, deletions or modifications to the Constitution or to the Bylaws may be made by any member of the WCWA.
2. All proposals for additions, deletions, or modifications to the Constitution must be provided in writing to all members of the WCWA at least seven days prior to any ratification vote on those measures. Publication of such measures in "The Dispatch" may constitute such notification, as long as "The Dispatch" is postmarked at least ten days prior to the voting. Additions, deletions, or modifications to the Constitution shall be accomplished by a two-thirds majority of the votes cast by the members of the WCWA present at a major WCWA sponsored field event or at the WCWA's annual general membership meeting. A special vote-by-mail election may be called for by a three-fourths majority vote of the General Board of Directors. Additions, deletions, or modifications enacted by mail vote require a 50% return to be considered valid. All measures duly ratified take effect immediately.
3. Additions, deletions, or modifications to the Bylaws shall be accomplished by a two-thirds vote of a quorum of the General Board of Directors (a quorum consisting of not less than one-half plus one of the vote eligible Board members). All by-law changes duly passed shall become effective immediately.

4. A quorum of the General Board of Directors consists of 50% plus one (1) of unit commanders including proxies.

Article 8 –Dissolution

The WCWA is a public benefit nonprofit corporation and upon its dissolution it will distribute its assets to an organization that is public or charitable in purpose, a religious corporation, the Government of the United States or any political subdivision thereof, or any organization that is recognized as exempt under Section 501c(3) of the Internal Revenue Code of 1986.