BY-LAWS

Of the

**Military History Preservation Group, Incorporated**

AS AMENDED June, 2022

**Mission Statement**

Promote and advance historical reenactment in the pursuit of educating the public through interactive hands-on experience by sponsoring, hosting and presenting living history and reenacting events and providing purpose built, dedicated venues and other various resources for this purpose.

**ARTICLE I: ORGANIZATION**

The name of the corporation shall be Military History Preservation Group.

**ARTICLE II: PURPOSES**

**Section 1. General Purpose**

The purpose for which the corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended, namely to educate through sponsoring, hosting and presenting living history and reenacting events and provide purpose built, dedicated venues and resources to promote historical reenactment and similar associated activities.

**Section 2. Non-Profit Purpose**

(a) The corporation is organized exclusively for the education of the public and is a non-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the proposes set forth in Article II and the Articles of Incorporation. (b) The corporation shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. (c) The corporation shall not be operated solely as a social club for the benefit, pleasure, or recreation of its members. (d) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on activities or exercise any power or authority in any manner or for any purpose whatsoever which may jeopardize the status of the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. (e) The corporation shall be permitted to borrow money to meet specific organizational goals related to obtaining tangible property that has collateral value and can reduce future equipment rental costs. Commitment to borrow must be approved by a ⅔ majority of the total number of the board of directors. The corporation shall not borrow funds to meet operational requirements.

**ARTICLE III: MEMBERSHIP**

**Section 1. Membership.**

Membership in the corporation shall be open to any person, partnership, or corporation who is interested in supporting the activities of historical reenactment.

**Section 2:** Military History Preservation Group is an equal opportunity organization. It does not discriminate based upon an individual’s race, sex, religion, sexual orientation or physical handicap.

**Section 3:** A person is not eligible for membership if he/she has a felony court record, is a member of any organization which advocates the overthrow of the United States Government, belongs to any Communist, Nazi, or any other hate group, or illegal Paramilitary group.

**Section 4:** Military History Preservation Group, Inc. Board of Directors reserves the right to revoke, deny or refuse any membership to any individual based on good cause, a violation of the Articles or by-laws or any act detrimental to the Corporation or its mission. The Board of Directors may at any time terminate a membership.

**Section 5. Types of membership:** For the purpose of distinguishing responsibilities and voting capabilities of various members we will divide membership up into several levels to include;

(a)Grunt Level Memberships

(b)Squad Level Memberships

(c)Platoon Level Memberships

(d)Company Level Memberships

(e)Grandfathered Memberships

Life Members

**(a) Grunt Level**

This is an individual membership which grants individuals greater access and influence within the organization.

**Cost:** $10 a month billed automatically

**Benefits:**

* Access to the Newsletter,
* Access to online message boards and forums,
* Free entry to swap meets and militaria show events during normal visitation hours,
* Site access on designated site improvement days
* Site access on designated open training days
* 1 invitation plus an option to buy a guest pass or passes to members only gatherings
* 1 invitation to membership meetings

**Voting Rights:** 10 votes in membership meetings

**(b) Squad Level**

This membership is available to any individual and also grants that person the ability to issue grunt level access to a small group of people of their choosing. It is designed to give people a greater say in the organization, grant greater access to the sites of the organization, and allow the leaders of small groups or teams to bring their group into the MHPG at a discounted rate.

**Cost:** $25 a month

**Benefits:**

* Grunt level access for up to 10 persons (including all listed benefits for grunts)
* 1 seat on the event scheduling committee

**Voting Rights:** 25 votes in membership meetings

**(c) Platoon Level**

This membership is available to any individual and also grants that person the ability to issue grunt level access to a medium sized group of people of their choosing. It is designed to give people a greater say in the organization, grant greater access to the sites of the organization, and allow the leaders of small groups or teams to bring their group into the MHPG at a discounted rate.

**Cost:** $50 a month

**Benefits:**

* Grunt level access for up to 40 persons (including all listed benefits for grunts),
* 1 seat on the event scheduling committee,
* 1 seat on the membership governing committee,
* 5% discount code for your Platoon on the MHPG website (code valid for up to 40 uses per item)

**Voting Rights:** 50 votes in membership meetings

**(d) Company Level**

This membership is available to any individual and also grants that person the ability to issue grunt level access to a large sized group of people of their choosing. It is designed to give people a greater say in the organization, grant greater access to the sites of the organization, and allow the leaders of small groups or teams to bring their group into the MHPG at a discounted rate.

**Cost:** $100 a month

**Benefits:**

* Grunt level access for up to 100 Persons (including all listed benefits for grunts),
* 1 seats on the event scheduling committee
* 1 seat on the membership governing committee,
* 1 seat on the site planning committee,
* 10% discount code for your company on the MHPG website (code valid for up to 100 uses per item)

**Voting Rights:** 100 votes in membership meetings

**(e)Grandfathered Memberships:**

**Honorary, Basic, and Senior Members**

All current members who are not a life member, must renew their membership and select a new membership plan.

**Life Members**

Life members shall both retain the benefits granted to them by the previously established rules or the current equivalent as established by the new rules this is to include:

* 50% off of event registration
* Site access on designated open training days
* Site access on designated site improvement days
* 1 invitation plus an option to buy a guest pass or passes to members only gatherings
* 1 invitation to membership meetings
* 1 seats on the event scheduling committee
* 1 seat on the membership governing committee,
* 1 seat on the site planning committee,

Life memberships are no longer available for purchase as of the adoption of these new rules.

**Section 6. Voting Rights:** The votes attributed to a certain membership level shall be wielded by the person who is paying for that membership or by an alternate of their choosing.

**Section 7. Lapse in payment:** Upon a lapse in membership dues, all discounts and benefits will be suspended to the person who holds the membership and to anyone whom they have registered under them and a notice is to be sent to that member. All benefits will be restored immediately upon renewed receipt of payment.

**ARTICLE IV: MEETINGS**

**Section 1. Board Meetings**

The Board shall maintain a dedicated chat group for all board discussions which shall also serve to record votes and serve as the official minutes. These groups are always in session essentially creating a single board meeting every year which lasts the entirety of that year. New groups will be created or existing groups will be modified to reflect any changes in the membership of the board of directors. Special in person board meetings may also be arranged if needs dictate. These special in person meetings can be called by any board member.

**Section 2. Regular meetings** (business meetings, membership meetings, and committee meetings) Regular meetings comprise operational discussions and provide opportunities for voting on various issues of concern for a particular committee, group, or the general membership of the organization. Dates for regular meetings of the membership of this organization shall be determined annually by the chairman of the Membership Governing Committee, and they shall be held in person or by web or teleconference or in person.

Other meetings of the membership to conduct operational discussions and work may be called by officers of the corporation, members of the Board or the Membership Governing committee chairmen, as needed, with appropriate notice provided to key meeting participants. Notice is to made by a designated member of the Membership Governing Committee.

**Section 3. Annual Membership Meeting**

The annual membership meeting will be held on a date and time determined by the Membership Governing Committee. The agenda for this meeting shall also be determined by the Membership Governing Committee. This meeting will present membership with the opportunity to create, discuss, and vote on various plans for the coming year as well as being used for nominating people to fill any potential vacancies in the board of directors or otherwise request changes or alterations to the organization.

**Section 4. Other Meetings**

Other meetings of the membership to conduct operational discussions and work may be called by officers of the corporation, members of the Board or committee chairmen, as needed, with appropriate notice provided to key meeting participants.

**Section 5. Voting Rights of members**

Voting rights of members are to be decided by their membership level. The votes attributed to a specific level of membership represents the total number of votes wielded by the assigned representative of all the people registered under the individual paying for the membership.

**Section 6. Quorum**

A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any Board business and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by law, the Articles of Incorporation, or these by-laws.

**Section 7. Conduct of Meetings**

Meetings agendas and relevant accompanying material will be distributed to meeting attendees via electronic means with reasonable lead time for participants to acquaint themselves with the agenda and materials. Robert’s Rules of Order (Revised), may be invoked by any member with voting rights at a particular meeting. Otherwise, except insofar as the Articles of Incorporation, these by-laws, or any rule adopted by the Board of Directors or members may otherwise provide Robert’s Rules of Order (Revised) are not strictly required.

**Section 8. Action by Consent**

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken shall be signed by all members of the Board and such consent is filed with the minutes of the Board’s proceedings at the next regularly scheduled Board meeting.

Action by consent may be conducted by email and the email communications filed in lieu of physical signatures and must be confirmed at the next regularly scheduled Board meetings.

**Section 9. Voting**

1. Board of directors: Any board member may present a motion to the rest of the board for consideration. Unless otherwise stated in the by-laws, a simple majority of board members is required to pass a motion.
2. Other meetings: Unless otherwise stated in the by-laws, a simple majority of the attendees of a meeting who have voting power is required to pass a motion. A motion may be put forward by any attendee of any meeting who has voting power within that committee and the motion shall proceed to a vote if seconded by another attendee of that meeting.

**Section 11. Meeting Records**

The records of regular meetings, including meetings of committees, shall be distributed to the membership by electronic means within a reasonable time after the meeting. Meeting records of regular meetings and committee meetings will be overseen by an officer of the corporation, or committee chairman, respectively, who will ensure an accurate record of the meeting is taken and that the record is distributed to the membership. Meeting records will use the Board-approved template to record decisions made at each meeting.

**ARTICLE V: BOARD OF DIRECTORS**

**Section 1. Membership**

The Board of Directors shall be no more than five or less than three in number. Vacancies as well as additions to the Board of directors shall be determined either by a majority vote (75% or more) of the sitting directors or by vote of eligible members during special meetings called for the purpose of filling a vacancy or adding an additional member.

**Section 2. Duties**

The duties of the Board of Directors shall be to conduct the business of the corporation commensurate with the provisions of these by-laws as directed by the corporation. Members of the Board of Directors will attend at least seventy-five percent of Board meetings either in person or by web or teleconference. Members of the Board of Directors may attend regular operational meetings as needed for their role within the corporation.

The board acts on behalf of the membership of Military History Preservation Group, Inc. It shall exercise its powers and carry out its fiduciary duties with a sense of objective judgment and independence in the best interests of the corporation. The Board of Directors shall fulfill the following duties:

(a) Duty of Due Care: Take care of the corporation by ensuring prudent use of all assets, including facility, people, and good will; and provide oversight for all activities that advance the corporation’s effectiveness and sustainability.

(b) Duty of Loyalty: Make decisions in the best interest of the corporation and the greater community it seeks to serve; not in self interest.

(c) Duty of Obedience: Ensure that the nonprofit obeys applicable laws and acts in accordance with ethical practices; that the corporation adheres to its stated corporate purposes, and that its activities advance its mission.

(d) Appointing of Officers: The board of Directors shall be responsible for appointing the positions of Executive Director, Chief Executive Officer, and Chief Financial Officer. Other officers shall be appointed by the CEO as they deem necessary for the proper function of the organization.

**Section 3. Term of Directors**

Each director will hold office indefinitely or unless removed by a majority vote (75% or more) of the board of Directors or by a super majority vote (90% or more) of eligible members. A vote to remove a member of the board may be introduced at any point by any board member or raised at the annual meeting of the regular members. A motion to remove a sitting Director must be proposed at the annual meeting and must be supported by at least 5 other members including at least one sitting board member to move to a vote by the general membership.

**Section 4. Vacancies and additions**

Vacancies as well as additions to the Board of directors shall be determined either by a majority vote of at least 75% of the sitting Board. Candidates for a seat on the board can be nominated by any sitting board member, at the request of the CEO, or by the Membership Governing Committee after a simple majority vote of eligible members.

**Section 5. Compensation**

No Director shall for reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director for receiving any compensation from the organization for duties other than as a Director.

**Section 6. Access and oversight**

To ensure proper oversight in adherence with the by-laws and the best interests of the organization, any director shall have access to any meeting held by any committee, officer, or member which concerns the business of the MHPG and is not required to provide prior notification.

**ARTICLE VI: OFFICERS**

**Section 1. Officers and Qualifications**

The officers of the corporation shall consist of an Executive Director (Director), Chief Executive Officer (CEO), a Chief Financial Officer (CFO), all of who, shall be members of the corporation in good standing. The Executive Director, Chief Executive Officer, and Chief Financial Officer are to be the only officers which must be appointed by the board of directors. All other Officer positions shall be appointed at the discretion of the CEO or the Executive Director; In this case the executive director can only appoint an officer at the direct request of the Board of directors following a simple majority vote.

**Section 2. Terms of Office**

The officers shall be appointed by a majority vote of the Board of Directors and they shall serve at the sole discretion of the Board of Directors.

**Section 3. Vacancies**

Whenever any vacancies shall occur for the offices of Executive Director, CEO, or CFO for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any officer so elected shall hold offices at the sole discretion of the Board of Directors.

**Section 4. Removal**

Any officer of the corporation may be removed with or without cause, and at any time, by the Board of Directors or members whenever a majority of such shall vote in favor of such removal.

**Section 5. Compensation**

Compensation for officers will be decided at the annual meeting or by the board of directors upon electing an officer.

**Section 6. Conflict of Interest**

Every officer or officer candidate has the duty to report any conflict of interest they may have in taking their position or fulfilling their duties. No person, regardless of their membership status or board position, will be allowed a vote in any matter pertaining to their own election or in any matter which may financially benefit them personally.

**Section 7. Additional Officers**

Additional officer positions may be created by the CEO as needed for the function of the company. These additional officers are appointed by the CEO at his or her discretion and do not require the approval or consent of the Board of Directors.

**ARTICLE VII: DUTIES OF OFFICERS**

**Section1. Executive Director**

In order to streamline interactions between the board of directors and the officers of the company the Executive Director or (Director) will act as the direct representative of the board of directors within the Officers of the corporation and vice versa. The director serves as a liaison between the board and the officers of the company both in an advisory role and when necessary to take action within the company at the request of the board of directors. The authority of the director stands above that of the CEO but all decisions made by the Director must first be approved by a simple majority vote of the board of directors. The Director shall oversee the function of the organization to ensure all actions taken are in compliance with all applicable rules and practices as described within the by-laws. The executive director will be responsible for conduction period reviews pursuant to section 7 of the Conflict of Interest Policy. The Executive Director shall preside at all Board meetings and shall have such powers and duties as these by-laws or the Board of Directors shall prescribe.

**Section 2. Chief Executive Officer (CEO)**

The CEO is responsible for day-to-day management of the corporation, leading the development and execution of the corporation’s long term strategy, and ensuring the corporation achieves the outcomes related to its mission. The CEO also serves as primary spokesman on behalf of the corporation to volunteers, Government authorities, other stakeholders and the public. The CEO is directed to construct and maintain the corporate structure of the organization to include the appointment of officers and committee chairs.

The CEO shall present at each annual meeting of the organization an annual report of the work of the organization. The CEO shall, at his or her own judgment, appoint committees, temporary or permanent, and ensure the committees and their chairmen carry out functions as assigned. The CEO shall createl committees in accordance as required by the by-laws. The CEO shall see all books, reports and certificates required by law are properly kept or filed. The CEO shall be one of the officers who may sign the checks or drafts of the organization. The CEO shall present to the membership at any meetings a summary of communication and correspondence addressed to the CEO of the organization.

**Section 3. Chief Financial Officer (CFO)**

The CFO is responsible for managing the financial risks of the corporation, financial planning and record-keeping, as well as financial reporting. The CFO reports to the CEO and to the Board of Directors. The CFO supervises the finances of the Corporation and is the chief financial spokesperson for the corporation. The CFO shall oversee the administrative functions of the Corporation and shall exercise all duties incident to the office of CFO.

The CFO shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The CFO must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the CFO to sign the checks issued upon it. The CFO shall report each month on the financial position of the Corporation and will provide access to the Corporation’s financial records upon request. The CFO shall also oversee the maintenance and custody of the records of the organization and ensure that any certificate required by any statute, federal or state is filed as required. The CFO shall oversee internal communication and ensure the delivery of notices to members of this organization. The CFO shall ensure the minutes of regular meetings are taken and appropriately filed. The CFO shall present to the membership at any meetings a summary of communication and correspondence addressed to the CFO of the organization and shall annually provide the membership with a report of the financial and administrative activities of the organization.

**ARTICLE VIII: COMMITTEES**

**Section 1: Committees**

All committees of this organization shall be formed by the Executive Director at the request of the board of directors or created by the CEO or any other officer of the corporation to fulfill a specific function.

**Section 2: Purpose**

Committees serve to undertake the business of Military History Preservation Group, Ohio Inc. The explicit purpose of each committee is to be documented at the creation of the committee and this documentation is to be recorded in the minutes of the next meeting of the officers of the corporation and saved by the Secretary.

**Section 3: Composition**

Each committee will be made up of no fewer than three individuals, including the committee chair. The committee members may be as limited or as numerous as is necessary to undertake the responsibilities of the committee. Each committee is to have a designated Officer of the organization as a point of contact between the committee and the Officers. Committee members may be full members of Military History Preservation Group, Inc., or volunteers recruited from outside the organization.

**Section 4: Committee Chair**

The chairman of a committee shall be elected by the sitting members of that committee or otherwise appointed by the CEO or the officer responsible for the creation of the committee until such time that the majority of the sitting members vote to replace a sitting Chairman or fill a vacancy.

**Section 5: Duration**

(a)Standing Committees

(b)Ad-hoc Committees

(a) Standing committees are required to exist in accordance with the by-laws as they fulfill necessary duties of the organization. This means that standing committees shall exist in perpetuity or until such time that the bylaws are altered should the function of a committee become obsolete.

(b) Ad-hoc committees are created by officers of the organization and shall last as long as the creating officer dictates or until dissolved by the CEO, Executive director, or by majority vote of the committee.

**Section 6: Standing Committees and their duties**

Standing committees shall be created in accordance with the by-laws or by Board resolution. Their role and duties shall be described in the by-laws of the corporation or recorded by the Secretary until such time that they can be added to the by-laws.

1. Membership governing committee
2. Event planning committee
3. Site planning committee

(a) Membership governing committee: The purpose of this committee is to manage all members of the organization, set dates for membership meetings, establish and distribute an agenda prior to membership meetings, and establish a budget for membership related activities. This committee is also responsible for recording all voting activities of the general membership and furnishing the results to their assigned officer.

(b) Event planning committee: The purpose of the event planning committee is to produce and maintain an event calendar for the MHPG as well as scheduling regular meetings to discuss said scheduling. It is responsible for establishing the scheduled use of all MHPG sites in order to ensure all sites are being used to their maximum capacity. The committee is responsible for designating open training days, and open site improvement days throughout each year. Its purpose is to ensure that priority events as provided by officers of the organization fit into their requested time slots. The committee is to provide a schedule plan for review to their designated officer.

(b) Site planning committee: The purpose of the site planning committee is to inspect each site and create maintenance schedules and priorities for any structures or areas of MHPG properties. It is responsible for scheduling meetings regarding all site improvements or alterations. The committee is to act as the intermediary between the users of MHPG sites and the Officers of the organization to collect and analyze any requested or suggested uses of MHPG assets such as buildings or materials and produce reports based on this information which will be provided to their assigned officer.

The site planning committee will be responsible for planning and managing site improvement days.

The site planning committee is responsible for ensuring site improvements or alterations made by general members on designated site improvement days adhere to the plans approved by the Executive Director or CEO.

The site planning committee is to produce a set of standards regulating building materials, styles, and themes.

The site planning committee may also be commissioned by an officer or board member to create a plan relative to site alterations or improvements.

**Section 7: Authority**

Committees will have complete authority over the participating members of the committee and contributors within a committee. Unless a committee is otherwise empowered by the board of directors in writing, the final authority to make commitments to the plans and the recommendations provided by these committees on behalf of the organization lies with the officers of the company and ultimately with the board of directors. Committees play an important role in planning and in executing plans but the officers and board work to ensure those plans remain within the purview of our mission and with the best interests of the organization.

**ARTICLE IX: EXCESSIVE REMUNERATION**

Any officer of the corporation receiving payments from the corporation as a salary, commission, bonus, interest, rent, or for an entertainment expense by him or her, which payment is disallowed by the Internal Revenue Service in whole or in part as a deductible expense of the corporation in computing its United States income tax, shall be required to reimburse the corporation to the full and complete extent of such disallowance. The Board of Directors shall enforce the payment to the corporation by the officer of each amount disallowed so as to assist the corporation in paying the deficiency and to prevent a decrease in the assets of the corporation resulting from the payment of said deficiency. A majority of the Board of Directors may require or permit the withholding of proportionate amount of future compensation payments made to the officer until the amount owed to the corporation has been recovered. Each officer of the corporation, by accepting election as such officer, thereby agrees to make any repayments to the corporation required by this Article and authorizes the withholding contemplated hereby, if the Board of Directors requires such action.

**ARTICLE X: MISCELLANEOUS**

**Section 1. Fiscal Year**

The Fiscal Year of Military History Preservation Group will be January 1 through December 31.

**Section 2. Execution of Documents**

Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the corporation shall be executed on behalf of the corporation by the Executive Director, CEO, or CFO, and, if required, attested by one of the Executive Officers

**Section 3. Representation of Historical Political Movements**

Although historical events are often closely associated with various political ideologies it will always be mandatory to show these only within a historically appropriate context and never in a fashion which would promote them. Military History Preservation Group, Inc. does not promote nor support Nazism, Fascism, or Communism, or any other political view.

**Section 4. Approval of Extra-Budget Expenditures**

Individual expenditures exceeding $500 that are not enumerated in the Annual Budget as approved by the Board at the Annual meeting, shall be approved by the CFO. Individual expenditures exceeding $2,000 that are not enumerated in the annual budget will be approved by a majority of the Board of Directors. This provision is suspended during the week of the event for emergency purposes affecting health, safety, or event operations.

**Section 5. Reporting**

Any, officer, member, volunteer, or employee has a duty to report any expenditure of the organizations funds and provide all necessary documentation for each expense. This is to be provided to the CFO no later than 3 weeks after the transaction.

**Section 6. Reimbursement**

It may be necessary from time to time for individuals to spend their own money on behalf of the organization. These expenses shall be reimbursed only if the expense was preapproved by an officer of the company and only when adequate documentation is provided to the CFO.

**ARTICLE XI: AMENDMENTS**

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these by-laws is vested in the board of directors of the corporation. Alterations must be approved by a simple majority vote of the sitting board of directors.