

Bylaws of 116th Pennsylvania Volunteer Infantry

Article I Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes, or its corresponding future provisions, and §501(c)(3) of the Internal Revenue Code, or its corresponding future provisions.

This corporation's primary purpose shall be to promote research into and provide public awareness of the time period surrounding the American Civil War (1861-1865) through historic demonstrations, living history exhibits, battle reenactments, and various other public appearances.

Article II Definitions

Section 1. Combatant.

"Combatant" means a person who portrays a Civil War soldier (actual or fictional), including uniformed musicians and staff officers.

Section 2. Civilian.

"Civilian" means a person who portrays a person (actual or fictional) who was not a member of the United States military, but who was present in the United States of America (including those states then in rebellion) between 1861 and 1865.

Section 3. Majority.

The word "majority" and the phrase "simple majority" shall be defined as any fraction that is larger than one-half.

Section 4. Member.

"Member" and "membership" have the meanings as set out in Chapter 65.001 of the Oregon Revised Statutes or its corresponding future provisions.

Section 5. New member.

"New member" means either a person who has never been a member of the corporation, or a person who has allowed three or more years to pass without maintaining his or her membership.

Section 6. "PVI".

This corporation may be referred to as simply "PVI" or "the PVI".

Section 7. Two-thirds Majority.

The phrase "two-thirds majority" shall be defined as any fraction that is greater than or equal to two-thirds.

Article III Members

Section 1. Classes and Voting.

There shall be two classes of members of this corporation. No member shall belong to more than one class simultaneously.

A. Military.

The Secretary shall determine membership in this class by examining attendance records. Any PVI member who was present as a combatant at at least one PVI-sanctioned public event in the twelve months previous to the record date of a particular election or meeting shall be deemed a member of this class. Each member of this class shall be entitled to one

vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

B. Civilian.

The Secretary shall determine membership in this class by examining attendance records. Any PVI member who was present as a civilian at at least one PVI-sanctioned public event in the twelve months previous to the record date of a particular election or meeting shall be deemed a member of this class. Each member of this class shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

Section 2. Qualifications.

A person may become a member of the corporation after meeting all of the following prerequisites:

- a) Be at least sixteen years of age;
- b) Submit to the Secretary a completed application and waiver of liability in a form approved by the Board of Directors;
- c) Undergo a criminal background check (if the person is at least 18 years old);
- d) Pay application fees and dues as specified by the Board of Directors; and,
- e) Be approved by the Board of Directors as a new member.

Section 3. Denial of Membership.

Membership in the corporation SHALL be denied for any of the following reasons:

- a) Any untrue or incomplete statement made by the applicant on his or her application form; provided, however, that in the event that such untrue or incomplete application is the result of excusable neglect, the applicant, may, without prejudice, resubmit an application in which such defect is corrected;
- b) Past or present violation of law or ordinance, including a violation that does not lead to a conviction, which presents a reasonable doubt as to the applicant's ability to perform as a member without endangering property or the public health or safety; or,
- c) Pending arrests for, or standing warrants for, violations of local, state, or federal laws which present a reasonable doubt as to the applicant's ability to perform responsibilities associated with the PVI without endangering the welfare of the community.

Membership in the corporation shall NOT be denied on the basis of sex, marital status, religion, race, ethnic origin, physical abilities, or sexual orientation. Membership in the corporation MAY be denied for any other reason as determined by the Board of Directors.

The membership application form shall include the following statement:

Membership in the 116th Pennsylvania Volunteer Infantry may be denied if you: a) make any untrue or incomplete statements on this form; b) have past or present violations of laws or ordinances (including a violation that did not lead to a conviction) which present a reasonable doubt as to your ability to perform as a member without endangering property or the public health or safety; or, c) have pending arrests (including outstanding warrants) for violations of the law which present a reasonable doubt as to your ability to perform responsibilities without endangering the welfare of the community.

Membership shall not be denied on the basis of sex, marital status, religion, race, ethnic origin, physical abilities, or sexual orientation. Membership may be denied for any other reason.

Section 4. Termination, Expulsion, and Suspension of Membership.

Termination may occur only for failure to pay assessed dues as established by the Board of Directors.

Suspension may occur for any reason (including for non-participation), with or without cause.

Expulsion may occur for any reason, with or without cause. Expulsion of a member is the action of last resort, and should only be used when all other avenues have been exhausted or when the individual's continued membership poses a danger to the corporation.

A member may be terminated, expelled, or suspended by the Board of Directors after giving the member at least fifteen days written notice by first class or certified mail of the termination, expulsion, or suspension and the reasons for the termination, expulsion, or suspension, and an opportunity for the member to be heard by the Board of Directors, orally or in writing, not less than five days before the effective date of the termination, expulsion, or suspension. The decision of the Board shall be final and shall not be reviewable by any court.

Section 5. Annual Meeting.

The annual meeting of the members shall be held on the third Saturday in March. The location of the meeting must be within the Oregon counties of Yamhill, Marion, Polk, Linn, Benton, or Lane. The Secretary shall prepare a list of all members eligible to vote at the meeting. The Secretary shall ensure that members in attendance sign a roster indicating their presence at the meeting.

Section 6. Special Meetings.

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary not less than 30 days before the date proposed for such meeting. Such demand by the members shall describe the purpose(s) of the meeting. The location of the meeting must be within the Oregon counties of Yamhill, Marion, Polk, Linn, Benton, or Lane.

The Secretary shall prepare a list of all members eligible to vote at the meeting, taking into account the record date for the meeting. The Secretary shall ensure that members in attendance sign a roster indicating their presence at the meeting.

Section 7. Notice of Meetings.

Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least seven days before the meeting, or by means other than first class mail such as telephone or electronic mail, at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purpose(s) of the meeting.

Section 8. Quorum and Voting.

Those votes represented at a meeting of members shall constitute a quorum. The majority vote of the members present at a meeting is the act of the members, unless these Bylaws or the law provide differently.

Section 9. Proxy Voting.

Voting by proxy is permitted. In order to authorize a proxy, the member must sign a proxy form and deliver it either in person, by fax, by mail, or via an agent to the Secretary of the corporation.

Section 10. Action by Consent.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

Article IV Board of Directors

Section 1. Duties.

The Board of Directors shall manage the affairs of the corporation, except as restricted by the Articles of Incorporation.

Section 2. Number.

The number of directors may vary between a minimum of three and a maximum of fifteen. Within this range, the number of Directors shall be set by resolution of the Board of Directors.

Section 3. Qualifications.

Directors shall be members of the corporation, without regard to class. In no event shall either the Military Commander or the Civilian Advocate also be Directors.

Section 4. Term.

The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms s/he may serve.

Section 5. Election.

A. Elections generally

The members, without regard to class, shall elect the Directors.

No other ballot may appear on the same piece of paper with the ballot for Directors.

The Board shall develop additional procedures as necessary to ensure that elections are conducted fairly and without question as to the results or conduct of the election.

B. Elections held at a meeting of the members

The Secretary shall validate who is entitled to vote at a meeting in accordance with state law, taking into account the date of record for the meeting.

The Board shall appoint at least two Directors to validate the ballots and count the valid ballots as soon as the polls are closed. They shall report the election results to the membership as soon as possible at that same meeting.

C. Elections not held at a meeting of the members

The Secretary shall distribute written ballots to members at a time and in a manner determined by the Board of Directors.

The Secretary, with at least two Directors as witnesses, shall validate the ballots and count the valid ballots within thirty days of the close of the election. The Secretary shall report the election results to the membership as soon as possible, but in no event later than thirty days after counting the ballots.

Section 6. Removal.

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of the members entitled to vote at an election of Directors.

Section 7. Vacancies.

Vacancies on the Board of Directors shall be filled by a majority vote of the Directors then on the Board of Directors. The members, without regard to class, shall elect Directors to fill newly-created positions on the Board of Directors.

Section 8. Quorum and Action.

A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present.

Where the law requires a majority vote of Directors then in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 9. Regular Meetings.

Regular meetings of the Board of Directors shall be held at the time and place determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 10. Special Meetings.

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose(s) of the meeting, shall be delivered to each Director personally or by telephone or by first-class mail not less than two days prior to the special meetings.

Section 11. Meeting by Telecommunication.

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear each other.

Section 12. Executive Session.

The Board of Directors is permitted to deliberate in closed session only for matters of membership status. All other matters shall be deliberated in open session. Regardless of the sensitivity, all votes shall be taken in open session.

Section 13. Attendance by Others.

All meetings of the Board of Directors and any other committee exercising Board functions shall be open to members, except for that portion of a meeting that may be carried out in executive session. Members shall be given an opportunity during the meeting to address the Board or committee exercising Board functions.

Section 14. Salaries.

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 15. Action by Consent.

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article V Committees

Section 1. Executive Committee.

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Other Committees.

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions.

Any committee, including an Executive Committee, that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of all Directors in office at that time.

Persons who are not Directors may not serve on committees that exercise any function of the Board of Directors.

Section 4. Quorum and Action.

A quorum at a meeting of a committee exercising Board functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. Limitations on the Powers of Committees.

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; furthermore, no committee may do any of the following: approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; terminate, suspend, or expel any member of this corporation; elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; or adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board of Directors.

Article VI Officers

Section 1. Titles.

The Officers of this corporation shall be the Chair, Secretary, Treasurer, Quartermaster, Civilian Advocate, and Military Commander.

Section 2. Qualifications.

Officers shall be members of the corporation, but are not required to be Directors. In no event shall the Military Commander also be a Director. Officers who are not Directors shall not have a vote at meetings of the Board of Directors, nor shall they count towards a quorum of the Board.

Officers shall also be members of the Northwest Civil War Council.

No person may hold more than one office simultaneously, except that the same person may hold the offices of Secretary and Treasurer simultaneously.

The Military Commander and the Quartermaster shall be members of the Military class. The Civilian Advocate shall be a member of the Civilian class. All other offices may be held without regard to membership class.

The Military Commander shall also undergo a written and practical examination of period-correct command skills appropriate to the current rank of the office of Military Commander. The exam is only to help members cast their votes – no passing or failing grade will be assigned to the exam results. The current Military Commander shall proctor the exam, unless the current Military Commander is also running to retain his seat, in which case the exam for all nominees shall be proctored by a Board-appointed committee of two qualified persons (who need not be members of the corporation) who are not themselves running for the office of Military Commander. Detailed written results of each nominee's examination, including the evaluation by the proctor(s), shall be made available to all Military members prior to the election.

Section 3. Term.

The term of office for the Officers shall be two years. An Officer may not serve more than two full, consecutive terms in the same office, but may serve again after a one-year hiatus from that office.

Section 4. Election.

A. Elections generally.

The Board shall develop procedures as necessary to ensure that elections are conducted fairly and without question as to the results or conduct of the election.

B. Elections held at a meeting of the members.

The Secretary shall validate who is entitled to vote at a meeting in accordance with state law, taking into account the date of record for the meeting.

The Board shall appoint at least two Directors to validate the ballots and count the valid ballots as soon as the polls are closed. They shall report the election results to the membership as soon as possible at that same meeting.

C. Elections not held at a meeting of the members.

The Secretary shall distribute written ballots to members at a time and in a manner determined by the Board of Directors.

The Secretary, with at least two Directors as witnesses, shall validate ballots and count the valid ballots within thirty days of the close of the election. The Secretary shall report the election results to the membership as soon as possible, but in no event later than thirty days after counting the ballots.

D. Chair, Secretary, and Treasurer..

The members shall elect the Chair, Secretary, and Treasurer by a vote of the majority of the members voting, without regard to class.

No other ballot may appear on the same piece of paper with the ballot for Chair, Secretary, and/or Treasurer.

E. Civilian Advocate.

The members of the Civilian class shall elect the Civilian Advocate by a vote of the majority of the members voting.

No other ballot may appear on the same piece of paper with the ballot for Civilian class Officers.

F. Military Commander and Quartermaster.

The members of the Military class shall elect the Military Commander and Quartermaster by a vote of the majority of the members voting.

No other ballot, except field command ballots for other commissioned and non-commissioned officers (see Article VII below), may appear on the same piece of paper with the ballot for Military class Officers.

Section 5. Removal.

Any Officer may be removed, with or without cause, at a membership meeting called for that purpose, by a vote of a majority of the members in attendance who are entitled to vote at an election for that office, taking class into account.

Section 6. Vacancy.

A vacancy of the office of any Officer shall be filled by a majority vote of the Directors then on the Board of Directors not later than the first regular meeting of the Board of Directors following the vacancy.

Section 7. Other Officers.

The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 8. Chair.

The Chair shall be the chief officer of the corporation and shall act as the Chair of the Board. The Chair shall have any other powers as prescribed by the Board of Directors. The Chair shall perform, or cause to be performed, the following duties:

- A. Preside at Board and membership meetings;
- B. Countersign checks drawn on the corporation's bank account;
- C. Present an annual report at the annual membership meeting; and,
- D. Any other powers and duties as prescribed by the Board of Directors.

Section 9. Secretary.

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties:

- A. Make an official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions;
- B. Provide for notice of all meetings of the Board of Directors and members;
- C. Authenticate the records of the corporation;
- D. Oversee and validate elections as described elsewhere in these Bylaws;
- E. File required annual reports with governmental bodies, including, but not limited to, the Oregon Secretary of State and the Oregon Department of Justice.
- F. Maintain current and accurate membership lists, including releases of liability, in cooperation with the Treasurer; and,
- G. Perform any other duties as may be prescribed by the Board of Directors.

Section 10. Treasurer.

The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- A. Keep full and accurate accounts of all financial records of the corporation;
- B. Deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- C. Disburse all funds when properly authorized to do so;
- D. Make financial reports as to the financial condition of the corporation to the Board of Directors;
- E. Maintain current and accurate membership lists in cooperation with the Secretary; and,
- F. Perform any other duties as may be prescribed by the Board of Directors.

Section 11. Civilian Advocate.

The Civilian Advocate shall have overall responsibility for civilian activities. The Civilian Advocate shall perform, or cause to be performed, the following duties:

- A. Advise the Board of Directors as a non-voting representative of the Civilian members;
- B. Plan the civilian camp at events;
- C. Organize set-up and tear-down of civilian camp;
- D. Accept responsibility for the safety policies of the Civilian members;
- E. Issue and recover civilian equipment to and from members in cooperation with the Quartermaster; and,
- F. Perform any other duties as may be prescribed by the Board of Directors.

Section 12. Military Commander.

The Military Commander shall have overall responsibility for military activities. The Military Commander shall be the chief military officer. The Board of Directors shall grant the Military Commander period-correct military rank commensurate with the number of

Military members, but in no event shall such rank be below that of first lieutenant nor shall it exceed that of colonel. The Military Commander shall hold the highest rank of any of the commissioned officers in this organization (i.e. all other field command officers shall be junior to the Military Commander). The Military Commander shall perform, or cause to be performed, the following duties:

- A. Advise the Board of Directors as a non-voting representative of the Military members;
- B. Lead the Military members at meetings of commissioned and non-commissioned officers, military drills, and battle reenactments;
- C. Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era tactics, drill, and military procedure and etiquette equal to or greater than that of a commander of the same rank in the historic 116th Pennsylvania Volunteer Infantry;
- D. Command and lead the Military members on the battlefield and in camp at military events;
- E. Establish training and drill sessions for Military members;
- F. Instruct subordinates in the period-correct method of drill;
- G. Assign duties and responsibilities to subordinates;
- H. Maintain contact with military commanders of other similar organizations, especially regional umbrella organizations, as directed by the Board, and disseminate to Military members information gathered from such contacts;
- I. Be an example to the Military members by demonstrating respectful period-correct military etiquette and courtesy and by presenting a period-correct appearance with regard to uniform, equipment, and grooming;
- J. Enforce the safety policies of the Military members and make recommendations to the Board regarding revisions to military safety policies; and,
- K. Perform any other duties as may be prescribed by the Board of Directors.

Section 13. Quartermaster.

The Quartermaster shall have overall responsibility for all corporate equipment. The Board of Directors shall grant the Quartermaster the military rank of quartermaster sergeant or lieutenant, depending on the size of the military (however, if the PVI is only one company, the Quartermaster shall not have any additional rank). If the size of the PVI is such that the office of Quartermaster warrants a lieutenant, then a quartermaster sergeant, whom the Quartermaster shall appoint, may assist the Quartermaster.

The Quartermaster shall perform, or cause to be performed, the following duties:

- A. Keep a full and accurate inventory of all corporate equipment;
- B. Make recommendations to the Board as to the purchase and disposal of equipment;
- C. Issue and recover equipment to and from members;
- D. Store and care for corporate equipment;
- E. Transport corporate equipment to events; and,
- F. Perform any other duties as may be prescribed by the Board of Directors.

Article VII Field Command

Section 1. Generally.

A period-correct military field command structure shall be utilized for living history and reenactment purposes only. All members of the Military class shall be subject to this field command structure.

Military rank does not in any way confer a position as an Officer of this corporation, except as specifically noted within these Bylaws.

The decisions of the Board of Directors shall always prevail over those of the field command.

Section 2. Rank and Number.

The Board shall determine the number and rank of commissioned and non-commissioned officers based on the size of the Military class and the period being portrayed. At a minimum, the field command will consist of the Military Commander, a first sergeant, a sergeant, and two corporals.

All new members of the Military class shall have the rank of either private or musician.

Notwithstanding any other provisions of these bylaws, a member may portray a soldier of higher (but period-correct) rank than the Military Commander or a period-correct rank not described in these bylaws for the sole purpose of specialized functions and scenarios (e.g. having a member portray a paymaster with the rank of major, even though the current Military Commander is a captain). However, such an exception shall confer no command authority or other rights to the member beyond the limits of the specialized function or scenario being portrayed.

Notwithstanding any other provisions of these bylaws, a member may portray a soldier of a rank not otherwise authorized for the purpose of carrying out responsibilities as a member of battalion staff of an umbrella organization such as the Northwest Civil War Council (e.g. principal musician, adjutant, sergeant major, etc.).

Section 3. Qualifications.

Commissioned and non-commissioned officers shall be members of the Military class continuously for at least one year prior to their nomination. No person may hold more than one rank simultaneously, except that the same person may also be an Officer of the corporation with any military rank that that office carries.

Nominees for the position of a commissioned or non-commissioned officer shall also undergo a written and practical examination of period-correct command skills appropriate to their prospective rank prior to having their name placed on a ballot. The exam is only to help members cast their votes – no passing or failing grade will be assigned to the exam results. The current Military Commander, who may be assisted by another experienced member of the Military class who is not currently up for election to a field command position, shall proctor the exam. Detailed written results of each nominee's examination, including the evaluation by the proctor(s), shall be made available to all Military members prior to the election.

Section 4. Term.

The Board shall determine the term of office for commissioned and non-commissioned officers, but in no event shall the terms exceed two years.

A commissioned or non-commissioned officer may not serve more than four consecutive years in the same rank, but may serve again after a one-year hiatus from that rank.

Section 5. Election.

A. Elections generally.

The members of the Military class shall elect the commissioned and non-commissioned officers by a vote of the majority of the members voting, except for those ranks noted herein which are noted as appointments.

No other ballot, except Military class corporate Officer ballots for (see Article VI Section 4. F above), may appear on the same piece of paper with the ballots for commissioned and non-commissioned officers.

Votes for more nominees than specified on the ballot (over-votes) shall be rejected as invalid. If multiple offices appear on the ballot, then an over-vote for one office shall not invalidate votes for other offices.

Write-in votes for ineligible nominees shall be rejected as invalid, but the remainder of the votes on the ballot shall be counted.

Any rejected vote, ballot, or signature envelope shall have the reason for the rejection indicated on the ballot or signature envelope.

The Secretary shall retain the following until December 31st of the year following the election (i.e. at least one year), after which they may be destroyed:

- All ballots and ballot envelopes, both valid and invalid;
- All return envelopes (with postmarks and/or date of receipt) for ballots rejected because of tardiness; and,
- A copy of the membership roster on the date of record.

The Board shall develop additional procedures as necessary to ensure that elections are conducted fairly and without question as to the results or conduct of the election.

B. Elections held at a meeting of the members.

The Secretary shall validate who is entitled to vote at a meeting in accordance with state law, taking into account the date of record for the meeting.

The Board shall appoint at least two Directors to validate the ballots and count the valid ballots as soon as the polls are closed. They shall report the election results to the membership as soon as possible at that same meeting.

C. Elections not held at a meeting of the members.

The Secretary shall distribute written ballots to members at a time and in a manner determined by the Board of Directors.

A small envelope with space for the signature of the voting member and the date of signing and a pre-addressed return envelope large enough to contain the small envelope shall accompany the ballots, along with clearly written instructions for voting, signing, and returning the ballots. The ballots shall not be mailed with any other materials, except that ballots for other elections that may be occurring simultaneously may be included.

The following statement shall appear on the signature envelope:

By my signature below, I swear or affirm that I am entitled to vote the ballots that I have enclosed in this envelope and that only ballots that I personally have voted are enclosed. I understand that if I have enclosed multiple ballots of the same type, then no ballots of that type will be counted.

X_____ Date _____

Printed name _____

The Secretary, with at least two Directors as witnesses, shall validate the signature envelopes, unseal validated signature envelopes, and count the valid ballots within thirty days of the close of the election. The Secretary shall report the election results to the membership as soon as possible, but in no event later than thirty days after counting the ballots.

Prior to opening the signature envelopes, the Secretary shall first compare the signed names on the signature envelopes with the membership roster. If the Secretary, acting in good faith, has reasonable basis for doubt as to the validity of the signature or about the signer's authority to sign for the member, then the Secretary may reject the ballots as invalid.

Ballots received after the deadline specified on the ballots shall be rejected as invalid.

Signature envelopes that the Secretary rejects as invalid shall remain unopened.

Multiple ballots of the same type in the same signature envelope shall all be rejected as invalid.

Section 6. Removal.

Any field command commissioned or non-commissioned officer may be removed, with or without cause, at a membership meeting called for that purpose, by a vote of a majority of the members in attendance who are entitled to vote at an election for that office, taking class into account.

Section 7. Vacancy.

A vacancy of the office of any field command commissioned or non-commissioned officer shall be filled by a majority vote of the Directors then on the Board of Directors not later than the first regular meeting of the Board of Directors following the vacancy. Such appointments shall have a term that shall expire at the next election for any purpose.

Section 8. Ranks.

A. Colonel.

The rank of colonel shall only be used if the Military class is sufficiently large to warrant dividing the Military members into seven or more companies, each commanded by a captain or lieutenant, in which case the Military Commander shall hold the rank of colonel and shall be assisted by a lieutenant colonel, a major, an adjutant, a quartermaster (lieutenant), a surgeon (major), an assistant surgeon (lieutenant or captain), a chaplain, a quartermaster sergeant, a commissary sergeant, a principal musician, and a sergeant major.

A colonel shall perform the following duties:

- a) Attend and participate at meetings of commissioned officers, military drills, and battle reenactments;
- b) Spend as much time as possible in military camp with the other commissioned officers;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era tactics, drill, and military procedure and etiquette equal to or greater than that of a colonel in the historic 116th Pennsylvania Volunteer Infantry;
- d) Be responsible for the entire regiment;

- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Be a living example to the soldiers and other commissioned officers by his military bearing, at all times conducting themselves in a professional and courteous manner using proper military courtesy as appropriate to the commander of a regiment; and,
- g) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

B. Lieutenant Colonel.

The rank of lieutenant colonel shall only be used if the Military class is sufficiently large to warrant dividing the Military members into five or more companies, each commanded by a captain or lieutenant. If there are five or six companies, the Military Commander shall hold the rank of lieutenant colonel and shall be assisted by a major, an adjutant, a quartermaster (lieutenant), a surgeon (major), a chaplain, a quartermaster sergeant, a commissary sergeant, a principal musician, and a sergeant major.

A lieutenant colonel shall perform the following duties:

- a) Attend and participate at meetings of commissioned officers, military drills, and battle reenactments;
- b) Spend as much time as possible in military camp with the other commissioned officers;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era tactics, drill, and military procedure and etiquette equal to or greater than that of a lieutenant colonel in the historic 116th Pennsylvania Volunteer Infantry;
- d) Be responsible for the appropriate portion of the regiment;
- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Be a living example to the soldiers and other commissioned officer by his military bearing, at all times conducting themselves in a professional and courteous manner using proper military courtesy as appropriate to a field-grade commissioned officer; and,
- g) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

C. Major.

The rank of major shall only be used if the Military class is sufficiently large to warrant dividing the Military members into two or more companies, each commanded by a captain or lieutenant. If there are two, three, or four companies, the Military Commander shall hold the rank of major and shall be assisted by an adjutant, a chaplain, a quartermaster sergeant, a commissary sergeant, a principal musician, and a sergeant major.

A major shall perform the following duties:

- a) Attend and participate at meetings of commissioned officers, military drills, and battle reenactments;
- b) Spend as much time as possible in military camp with the other commissioned officers;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era tactics, drill, and military procedure and etiquette equal to or greater than that of a major in the historic 116th Pennsylvania Volunteer Infantry;

- d) Be responsible for the appropriate portion of the battalion;
- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Be a living example to the soldiers and other commissioned officer by his military bearing, at all times conducting themselves in a professional and courteous manner using proper military courtesy as appropriate to a field-grade commissioned officer; and,
- g) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

D. Captain.

The captain is the chief of a company. The captain sets the standard for the rest of the company. A captain shall perform the following duties:

- a) Attend and participate at meetings of commissioned officers, non-commissioned officers of his company, military drills, and battle reenactments;
- b) Spend as much time as possible in military camp with the other commissioned officers;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era tactics, drill, and military procedure and etiquette equal to or greater than that of a captain in the historic 116th Pennsylvania Volunteer Infantry;
- d) Be responsible for the entire company;
- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Be a living example to the soldiers by his military bearing, at all times conducting themselves in a professional and courteous manner using proper military courtesy as appropriate to a commissioned officer; and,
- g) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

E. Lieutenant (first and second grades).

The role of the lieutenant is largely that of understudy for the rank of captain, as well as to spread the responsibility and work of the captain across more than one set of shoulders, knowing that at any time he could be called upon to command the company. Alternatively, a lieutenant may be assigned as an adjutant or quartermaster, in which case he is responsible directly to the battalion commander. A first lieutenant may also find himself in command of a company, in which case he also has all of the responsibilities of a captain (see above). A lieutenant shall perform the following duties:

- a) Attend and participate at meetings of commissioned officers, non-commissioned officers of his company (if not assigned as an adjutant or quartermaster), military drills, and battle reenactments;
- b) Spend as much time as possible in military camp with the other commissioned officers;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era tactics, drill, and military procedure and etiquette equal to or greater than that of a lieutenant in the historic 116th Pennsylvania Volunteer Infantry;

- d) If not assigned as an adjutant or quartermaster, be responsible for a platoon of soldiers during platoon-level maneuvers, as well as taking command of the company in the absence of the captain;
- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Assist the captain in running the company, or, if assigned as an adjutant or quartermaster, assist the battalion commander as requested;
- g) Be a living example to the soldiers by his military bearing, at all times conducting themselves in a professional and courteous manner using proper military courtesy as appropriate to a commissioned officer; and,
- h) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

F. Sergeant Major.

The rank of sergeant major shall only be used if the Military class is sufficiently large to warrant dividing the Military members into two or more companies.

The sergeant major is the chief non-commissioned officer in a battalion and is part of battalion staff. The sergeant major shall perform the following duties:

- a) Attend and participate at meetings of first sergeants, military drills, and battle reenactments;
- b) Spend as much time as possible in military camp;
- c) Assist the adjutant;
- d) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era drill and military procedure and etiquette equal to or greater than that of a first sergeant in the historic 116th Pennsylvania Volunteer Infantry;
- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Be a living example to the soldiers by his military bearing, at all times conducting themselves in a professional and courteous manner using proper military courtesy as appropriate to the chief non-commissioned officer of the battalion; and,
- g) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

G. Principal Musician.

The rank of principal musician shall only be used if the Military class is sufficiently large to warrant dividing the Military members into two or more companies.

The principal musician is the chief musician in a battalion and is part of battalion staff. At those times when the PVI is not large enough to warrant its own principal musician, the musicians of the PVI shall answer to the principal musician for the Union battalion of the Northwest Civil War Council.

The principal musician shall perform the following duties:

- a) Attend and participate at meetings of battalion staff, musicians, military drills, battle reenactments, and modern parades;
- b) Spend as much time as possible in military camp;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era drill and military procedure (with

an emphasis on period field music), and etiquette equal to or greater than that of a principal musician in the historic 116th Pennsylvania Volunteer Infantry;

- d) Be responsible for the musicians of the battalion, exercising similar duties with respect to the musicians as a sergeant would to his section of soldiers;
- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Ensure, in cooperation with the battalion commander, that the musicians of the battalion understand period-correct use of music and drill;
- g) Always be prepared for duty, spending his leisure time in camp in preparation, keeping his instrument and accoutrements in order;
- h) Assign duties and responsibilities to subordinates as needed to accomplish his assigned tasks;
- i) Be a living example to the musicians by his military bearing, at all times conducting themselves in a professional and courteous manner using proper military courtesy; and,
- j) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

H. First Sergeant.

A sharp first (or orderly) sergeant is the most important single person in a company, as he is the conduit between commissioned officers and enlisted soldiers – i.e. nothing gets done without them. A first sergeant shall perform the following duties:

- a) Attend and participate at meetings of first sergeants, non-commissioned officers and soldiers within his company, military drills, and battle reenactments;
- b) Spend as much time as possible in military camp with the soldiers;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era drill and military procedure and etiquette equal to or greater than that of a first sergeant in the historic 116th Pennsylvania Volunteer Infantry;
- d) File and maintain needed military paperwork with battalion staff, including, but not limited to, morning reports, duty rosters, and safety tests.
- e) Follow the direction of the battalion sergeant major, who is to first sergeants as the first sergeant is to his own company's sergeants and corporals;
- f) Be responsible for an entire company of soldiers as directed by his superiors, utilizing the sergeants and corporals to carry out orders;
- g) Utilize the chain of command and understand his own role within that chain of command;
- h) Be a file-closer when the company is in line of battle to ensure that the soldiers pay attention to his duty, preserve order, march properly, and keep the ranks closed;
- i) Lead company drill, ensure that the soldiers of the company understand period-correct drill;
- j) Be a living example to the soldiers by his military bearing, at all times conducting themselves in a professional and courteous manner using proper military courtesy as appropriate to the chief non-commissioned officer of the company; and,
- k) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

I. Sergeant.

Well-versed sergeants make a company run smoothly, as they take up some of the workload of the frequently overburdened first sergeant. A sergeant shall perform the following duties:

- a) Attend and participate at meetings of non-commissioned officers and soldiers within his company, military drills, and battle reenactments;
- b) Spend as much time as possible in military camp with the soldiers;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era drill and military procedure and etiquette equal to or greater than that of a sergeant in the historic 116th Pennsylvania Volunteer Infantry;
- d) Be responsible for a section or platoon of soldiers in particular, but also assume general supervision over all of the enlisted soldiers in camp at military events as directed by his superiors;
- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Be a file-closer when the company is in line of battle to ensure that the soldiers pay attention to his duty, preserve order, march properly, and keep the ranks closed;
- g) Function as company safety officer;
- h) Ensure that privates and corporals in his section understand period-correct drill as directed by his superiors;
- i) Direct the policing of the camp for debris and inappropriate items (“farb”), including food and drink;
- j) Assign duties and responsibilities to subordinates as directed by his superiors;
- k) Be a living example to the soldiers by his military bearing, at all times conducting themselves in a professional and courteous manner using proper military courtesy; and,
- l) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

J. Corporal.

Good corporals are vital to military success, as they ensure that assigned tasks are accomplished at the squad level. A corporal shall perform the following duties:

- a) Attend and participate at meetings of non-commissioned officers and soldiers within his company, military drills, and battle reenactments;
- b) Spend as much time as possible in military camp with the soldiers;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era drill and military procedure and etiquette equal to or greater than that of a corporal in the historic 116th Pennsylvania Volunteer Infantry;
- d) Be responsible for a squad of privates in camp at military events as directed by his superiors;
- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Ensure that privates in his squad understand period-correct drill as directed by his superiors;
- g) Assign duties and responsibilities to subordinates as directed by his superiors;

- h) Be a living example to the soldiers by his military bearing, being the first to fall in for roll calls, and having his quarters and effects in order; and,
- i) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

K. Musician

Musicians are the timepieces and metronomes of the infantry, as well as the 19th century version of the military radio. They keep soldiers in step, sound the various camp calls, help keep morale up with the music they provide, and amplify the commands of officers through the use of musical calls for maneuver.

Additionally, musicians are pretty much the only people in the Civil War military who answered to multiple masters: musicians are responsible both to their company first sergeant and to the battalion principal musician.

A musician shall perform the following duties:

- a) Attend and participate at meetings of soldiers and musicians, military drills, battle reenactments, and modern parades;
- b) Spend as much time as possible in military camp;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era drill and military procedure (with an emphasis on period field music), and etiquette equal to or greater than that of a musician in the historic 116th Pennsylvania Volunteer Infantry;
- d) Be responsible to both the company first sergeant and the battalion principal musician, as appropriate;
- e) Utilize the chain of command and understand his own role within that chain of command;
- f) Always be prepared for duty, spending his leisure time in camp in preparation, keeping his instruments and accoutrements in order; and,
- g) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

L. Private.

Privates are the backbone of the army, as they are the ones who do the vast majority of the fighting and work. A private soldier shall perform the following duties:

- a) Attend and participate at meetings of soldiers, military drills, and battle reenactments;
- b) Spend as much time as possible in military camp;
- c) Demonstrate, and continue to study and disseminate to the Military members, a working knowledge and mastery of Civil War-era drill and military procedure and etiquette equal to or greater than that of a private soldier in the historic 116th Pennsylvania Volunteer Infantry;
- d) Utilize the chain of command and understand his own role within that chain of command;
- e) Always be prepared for duty, spending his leisure time in camp in preparation, keeping his arms and accoutrements in order and his ammunition secure; and,
- f) Perform any other duties as may be prescribed by the Board of Directors or his superiors.

M. Other Staff and Specialty Personas.

In the event of an individual with the time, talent, and energy the board may authorize the portrayal of alternate military personas, including but not limited to: Surgeon, Chaplain, Commissary Sergeant, Gun Sergeant, Ordinance Sergeant, Teamster, and Cook. Upon approval by the Board a suitable statement of the persona and duties will be adopted.

Article VIII Civilians

In 1860s America, the vast majority of the population of the North (unlike the South) was not engaged in military service. Large numbers of men never saw military service at all, or only served for a time and were then mustered out and returned back to civilian life. Only a very small percentage of women served in uniform (secretly). And, while there were a fair number of children between the ages of 12 and 18 who wore Union blue, most of the children of the North stayed at home.

Despite the fact that the North fought the War “with one hand tied behind its back”, to quote Shelby Foote, the impact of the Civil War was felt strongly in every single community throughout the loyal states. Holes were left in most communities as a result of family, friends, and neighbors serving in the military. Women took on new responsibilities (eventually leading to women’s suffrage after the War), and children grew up in a nation at war.

Civilian members of the PVI have a broad brush to paint with in their efforts to portray the lives of Pennsylvania civilians in mid-1863. The life of 1860s civilians was rich and varied. There were many issues besides the War to talk about and act upon—slavery, taxation, racism, religion, new technologies, and simple survival, to name a few. The diverse life of 1860s America gives civilian reenactors a huge range of possibilities.

The Board may review specific personas as requested or required. The decisions of the Board of Directors shall always prevail over those of the civilian membership.

Section 1. Battle Reenactments

At battle reenactments, civilians shall endeavor to portray some portion of an 1863 community in Pennsylvania, either rural or urban. Setting, music, activities, and clothing all work together to set the stage.

This may include period crafts, games, living settings, occupational activities, relief efforts, social activities, and so on. Members of the public, particularly children, often can interact with civilians in much more detail than with soldiers, as the setting is sometimes more familiar and comfortable than that of a military camp. Whenever possible, civilians should try to involve members of the public in their activities.

“First-person” living history is strongly encouraged at these events. This means taking on the role of a person, real or fictional, living in 1863 and interacting with others as if one actually were that person, including speaking in the first person (i.e. “I” instead of “they”). Done properly, first-person living history helps members of the public to suspend their disbelief and briefly “time travel” to life as a civilian in 1863 Pennsylvania.

Article IX Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by a majority vote of members voting, without regard to class, if a quorum is present.

Prior to the adoption of the amendment, each member shall be given notice at the last address of record, by first class mail at least seven days before the membership meeting, or by means other than first class mail, such as telephone or electronic mail, at least 30 but not more than 60

days before the meeting. The notice shall include the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

ADOPTED by the membership of this corporation on this ____ day of November 2006.

Chair

Secretary