

HARRISBURG CIVIL WAR ROUND TABLE

***CONSTITUTION
& BYLAWS
2010***

Adopted June 11, 2010

Issued June 22, 2010

Last Amended By Laws June 9, 2012 by Unanimous Vote of HCWRT's Board of Directors

Prepared by: Steve Williamson

Chair of Ad-Hoc Constitutional Committee

formed February, 2009

This page intentionally left blank.

**HARRISBURG CIVIL WAR ROUND TABLE
2010 Constitution & Bylaws**

Table of Contents

Cover 1
Fly Sheet 2
Table of Contents..... 3 through 5
Fly Sheet 6

Constitution Section

Article 1 Name 7
1.00 *NAME* 7

Article 2 Mission 7
2.00 *MISSION* 7

Article 3 Member 7
3.00 *MEMBERS*..... 7

Article 4 Chain of Command 7 through 9
4.10 *ASSEMBLY & ROLL CALL*..... 7
4.20 *EXECUTIVE OFFICERS*..... 8
4.30 *BOARD OF DIRECTORS*..... 8
4.40 *MANAGEMENT OF THE ORGANIZATION*..... 9

Article 5 Standing Committees..... 9 through 13
5.01 *STANDING COMMITTEES*..... 9
5.10 *THE PROGRAM COMMITTEE*..... 10
5.20 *THE FIELD TRIP COMMITTEE*..... 10
5.30 *THE MEMBERSHIP COMMITTEE*..... 11
5.40 *THE NOMINATING COMMITTEE*..... 11
5.50 *THE AUDIT COMMITTEE*..... 11
5.60 *THE PRESERVATION & HISTORIC SITES COMMITTEE*..... 12
5.70 *THE COMMUNICATIONS COMMITTEE*..... 12

5.80 <i>THE PUBLIC RELATIONS COMMITTEE</i>	13
Article 6 Regulations	13
6.00 <i>REGULATIONS</i>	13
Article 7 Amendments	14
7.00 <i>AMENDMENTS</i>	14
Article 8 Indemnifications	14
8.00 <i>INDEMNIFICATIONS</i>	14
<u>Bylaws Section</u>	
Part 1 Memberships	15 through 16
1.10 <i>ELIGIBILITY & DUES</i>	15
1.20 <i>REGULAR MEMBERSHIPS & ENLISTMENT DURATIONS</i>	15
1.30 <i>RENEWAL OR LOSS OF MEMBERSHIP</i>	15
1.40 <i>HONORARY MEMBERSHIPS</i>	16
1.50 <i>TEMPORARY MEMBERSHIPS</i>	16
1.60 <i>PRIVACY POLICY</i>	16
Part 2 Duties of Officers	17 through 19
2.10 <i>THE PRESIDENT'S DUTIES</i>	17
2.20 <i>THE VICE PRESIDENT'S DUTIES</i>	17
2.30 <i>THE SECRETARY'S DUTIES</i>	17
2.40 <i>THE TREASURER'S DUTIES</i>	18
2.50 <i>ASSISTANT OFFICERS</i>	19
Part 3 Committees and Appointments	19 through 20
3.10 <i>STANDING COMMITTEES</i>	19
3.20 <i>AD HOC COMMITTEES</i>	19
Part 4 Meetings	20 through 23
4.10 <i>ANNUAL MEMBERSHIP MEETING</i>	20
4.20 <i>MEETING SCHEDULE</i>	20
4.30 <i>QUORUMS</i>	21
4.40 <i>NOTICES</i>	22
4.50 <i>NOMINATIONS AND REGULAR ELECTIONS OF OFFICERS</i>	22
4.60 <i>ACTIONS ALLOWED WITHOUT A MEETING</i>	23

4.70 PARLIAMENTARY PROCEDURES.....	23
Part 5 Removals and Vacancies.....	23 through 24
5.10 <i>REMOVAL OF OFFICERS</i>	23
5.20 <i>FILLING VACANCIES IN ELECTIVE OFFICES</i>	23
5.30 <i>REMOVAL AND FILLING VACANCIES IN APPOINTIVE OFFICES</i>	24
Part 6 Payments of Expenditures	24 through 25
6.10 <i>PROGRAM COMMITTEE EXPENSES</i>	24
6.20 <i>FIELD TRIP COMMITTEE EXPENSES</i>	24
6.30 <i>MEMBERS EXPENSES</i>	25
6.40 <i>OTHER AUTHORIZED EXPENSES</i>	25
6.50 <i>EXPENSE REIMBURSEMENT LIMITS</i>	25
Part 7 Amendments.....	26
7.00 <i>AMENDMENTS</i>	26
Notes & Acknowledgements.....	26

~ End of Table of Contents ~

This page intentionally left blank.

HARRISBURG CIVIL WAR ROUND TABLE CONSTITUTION

ARTICLE 1.00 NAME:

The name of this organization is the Harrisburg Civil War Round Table.

ARTICLE 2.00 MISSION: The purposes of this organization are:

- 2.01 To provide a congenial medium through which persons having an interest in the American Civil War may satisfy that interest and broaden their knowledge of the subject.
- 2.02 To provide discussion, lectures, field trips, and a manner of exchanging books, papers, and other information and material pertaining to the subject among our members.
- 2.03 To support the preservation and protection of the battlefields, historic sites, landmarks, relics, memorabilia, and other collections of materials pertaining to the Civil War Era.
- 2.04 To honor those who served in the American Civil War and to preserve the valor of their lives in memory.

ARTICLE 3.00 MEMBERS:

- 3.01 Membership is open to any person who is interested in supporting and participating in the purposes of the organization.
- 3.02 The bylaws will describe the manner of application, renewal, and termination of membership.

ARTICLE 4.00 CHAIN OF COMMAND:

4.10 Assembly & Roll Call

- 4.11 There will be one annual meeting of the members, which will be held for the purposes of electing officers, amending this constitution, receiving officers' and standing committee reports and conducting such other business as may be properly brought before it.

4.12 The president will set the date, time and place of the annual meeting. If no other date is set, it shall be held on the second Friday in June at such time and place as the president shall designate. Should the president fail to act, the vice president shall designate the date, time and place of the annual meeting.

4.13 The bylaws will establish the types, frequency and manner of all other meetings of the membership and the quorum required for a meeting.

4.20 Executive Officers

4.21 There will be a president, vice president, secretary and treasurer. The duties of each will be set out in the bylaws.

4.21 Each officer will be elected to serve a two-year term, except as the bylaws may otherwise provide regarding the filling of vacancies.

4.30 Board of Directors

4.31 There will be a Board of Directors composed of the following persons:

4.31.01 President;

4.31.02 Vice President;

4.31.03 Secretary;

4.31.04 Treasurer;

4.31.05 The most Immediate Past President who is willing to serve;

4.31.06 Elective Chair of the Program Committee;

4.31.07 Elective Chair of the Field Trip Committee;

4.31.08 Elective Chair of the Membership Committee;

4.31.09 Appointive Chair of the Preservation & Historic Sites Committee;

4.31.10 Appointive Chair of the Communications Committee;

4.31.11 Appointive Chair of the Public Relations Committee;

4.31.12 Six (6) Elected Directors; and

4.31.13 Two (2) Directors-at-Large, appointed by the president, each of whom shall serve a two-year term running concurrently with the president's term.

4.32 One of the six elected directors shall be elected by the members each year at the annual meeting to serve a single six-year term.

4.32.01 None of the elected directors may serve for more than six years consecutively.

4.32.02 The elective chairs of the standing committees shall serve a two-year term that runs concurrently with the president's term.

4.33 No elected officers or standing committee chairs shall be term-limited.

4.34 The duties of the board of directors are:

4.34.01 To amend the bylaws as and when necessary in the manner prescribed by the bylaws;

4.34.02 To fill vacancies among the elected officers and to remove officers in the manner prescribed by the bylaws;

4.34.03 To recommend changes in this constitution to the members;

4.34.04 To approve the annual budget and all expenditures requested which exceed budgeted amounts, and to recommend proposed changes of dues to the membership;

4.34.05 To approve the schedule of events proposed by the program and field trip committees;

4.34.06 To advise and assist the president and other officers, in such manner and at such times as they may request, in planning and conducting the business and activities of the organization.

4.40 Management of the Organization

4.41 The day-to-day business of the organization will be conducted by the president and the executive officers, who are the principal officers of the organization.

4.42 The president may consult with such other officers, chairs of committees and members as the president deems appropriate.

ARTICLE 5.00 STANDING COMMITTEES:

5.01 There will be eight standing committees of the organization which are as follows: Program Committee, Field Trip Committee, Membership Committee, Nominating Committee, Audit Committee, Preservation & Historic Sites Committee, Communications Committee, and Public Relations Committee.

5.02 The president shall select all appointive chairs of these committees by June 30 of each year, or within one month after the annual membership meeting, whichever event occurs later. The committee chairs shall appoint their committee members by June 30 or within one month after the annual meeting whichever event occurs later.

5.03 Appointive chairs serve at the pleasure of the president. Their terms of office will expire at the end of the president's term.

5.03.01 Vacancies otherwise occurring in committees or in chairs of committees will be filled as provided in the bylaws.

5.10 The Program Committee

5.11 It is the duty of this committee to provide speakers, lecturers and/or other appropriate programs for the meetings of the membership.

5.12 The elected program chair will lead this committee.

5.13 The committee chair will appoint such other members as they deem necessary and with the consent of the president.

5.14 The committee will arrange for the lodging, transportation, meals, hospitality, and related planning and logistics for the monthly speakers

5.15 The committee must submit a proposed budget to the treasurer prior to July 31.

5.16 The committee shall submit a tentative schedule of events to the president before the proposed budget and the proposed schedule of events for the upcoming year are submitted to the board of directors for approval at the August meeting.

5.20 The Field Trip Committee

5.21 It is the duty of the committee to lead and direct the planning, organizing and conducting of round table field trip(s) to places of interest which relate to the general purposes of the organization.

5.22 The elected chair will lead this committee.

5.23 The committee chair will appoint such other members as they deem necessary and with the consent of the president.

5.24 The committee will arrange for lodging, meals and transportation for field trip participants and any guides or field trip speakers.

5.25 The committee must submit a proposed budget to the treasurer by July 31.

5.26 The chair must also submit the proposed cost for each field trip participant to the president for approval before the trip is advertised to the membership.

5.27 The committee shall submit a tentative schedule of events for the upcoming year to the president before submitting the proposed budget and the proposed schedule of events to the board of directors at the August meeting for approval.

5.30 The Membership Committee

5.31 It is the duty of this committee to collect dues, to maintain an accurate and current roster of members, to review and act upon any questions regarding membership in the organization, and to recommend to the board of directors for its consideration the granting of honorary or temporary memberships.

5.32 The elected membership chair will lead this committee.

5.33 The committee will be composed of the membership chair, the secretary, and such other members as the chair may appoint, as they deem necessary and with the consent of the president.

5.40 The Nominating Committee

5.41 It is the duty of this committee to recommend to the membership candidates for elective office in the organization and to recommend to the board of directors candidates to fill vacancies as required by the bylaws.

5.42 The Nominating Committee will be composed of three members.

5.42.01 The committee will include the most immediate past president who is a member of the round table and willing to serve plus one member of the board of directors and one member-at-large appointed by the president.

5.42.02 The most immediate past president on the committee will act as the chair of the committee.

5.42.03 If no past president serves, the president will appoint a second board member and name the chair.

5.50 The Audit Committee

5.51 It is the duty of the auditor to annually review and audit the treasurer's records, including all books and accounts of the treasurer and the assets and outstanding liabilities of the organization.

5.52 The auditor will be recommended by the president to the board of directors.

5.53 The auditor shall report the findings regarding the financial condition of the

organization to the board of directors at the next scheduled board meeting following the annual federal tax filing.

5.60 The Preservation & Historic Sites Committee

- 5.61 It is the duty of this committee to identify, evaluate and propose to the board of directors specific historic preservation opportunities to support.
- 5.62 The appointive chair of the committee shall be selected by the president and will lead this committee. The chair may appoint such other members as they deem necessary and with the consent of the president.
- 5.63 The chair will recommend to the board of directors specific projects and expenditure levels, both of which the board may approve, reject or modify.
- 5.64 The approval, by the board of directors, to expend the organization's funds, as requested by the committee chair, shall be reported in the official monthly newsletter, The Dispatch, and also on the website of the round table.

5.70 The Communications Committee

- 5.71 It is the duty of the committee to disseminate information to members by publishing the newsletter and maintaining the website.
- 5.72 The president shall appoint the chair. The committee shall consist of the newsletter editor, the webmaster, and any other members appointed by the chair as they deem necessary and with the consent of the president.
- 5.73 The committee shall provide to members and to the public, news of upcoming meetings, the annual calendar, field trips, preservation activities, and other activities and business via the newsletter and website.
- 5.74 The committee must submit a proposed budget to the treasurer prior to July 31.
- 5.75 Newsletter Editor
 - 5.75.01 The newsletter editor shall be appointed by the president.
 - 5.75.02 It is the duty of the newsletter editor to prepare a monthly newsletter from August to June of each year and have it be consistent with the reporting required by this constitution and the bylaws of the organization.
 - 5.75.03 The newsletter editor shall have the primary duty to prepare the newsletter and, in conjunction with the secretary and the webmaster, post the newsletter in both printed and electronic formats.

5.75.04 The newsletter shall be the formal report to the entire membership and record of the round table's planned activities, notices of election, and actions taken by the board of directors and its executive officers.

5.76 The Webmaster

5.76.01 It is the duty of the webmaster to maintain and update the established website of the organization in coordination with the communications committee chair, newsletter editor and/or as directed by the president. The purpose of the website is to inform members via the World Wide Web of various actions of the board of directors and also to provide information as required by this constitution and the bylaws of the organization.

5.76.02 The webmaster shall be appointed by the president.

5.76.03 The webmaster may appoint such other members as they deem necessary and with the consent of the president.

5.80 The Public Relations Committee

5.81 It is the duty of the committee to create awareness of the round table and its purposes through various press releases and brochure(s) as well as through other contact with various media including television, radio, newspapers, magazines, and the internet.

5.82 The president shall appoint the chair who will lead the committee.

5.83 The committee chair may appoint such other members as they deem necessary and with the consent of the president.

5.84 The committee shall support and coordinate their activities with the communications committee and as directed by the president.

ARTICLE 6.00 REGULATIONS:

6.01 The board of directors, or the membership at a meeting, is empowered to adopt, amend or change the bylaws, and to institute such procedures as may be necessary to carry out the provisions of this constitution.

6.02 The bylaws will specify that the board of directors will adopt parliamentary authority used to conduct all meetings and to resolve all disputes where not inconsistent with this constitution and the bylaws.

ARTICLE 7.00 AMENDMENTS:

- 7.01 This constitution may be amended at any regular meeting by a two-thirds majority vote of the members present who are in good standing.
- 7.02 Proposed amendments to the constitution or bylaws will be presented in both written and virtual formats, including posting to the official website, and printed versions shall be available to the membership at the monthly meeting preceding the proposed date for a vote as established by the president.
- 7.03 The date for the vote on any such amendment(s) shall be announced two (2) months in advance in the newsletter and on the website.
- 7.04 Following the membership's vote on any amendment(s), notification of approved amendment(s) will be published in the newsletter and on the website.

ARTICLE 8.00 INDEMNIFICATIONS:

- 8.01 All officers, directors, chairs of committees, members of committees, and all other members authorized to act on behalf of the organization shall be indemnified and held harmless for any and all actions taken by them in the performance of their duties on behalf of the organization.
- 8.02 The organization shall secure insurance to protect against any such claims against it or its officers and members who are to be indemnified as provided above.

~ End of Constitution ~

Bylaws of the Harrisburg Civil War Round Table

PART 1.00 MEMBERSHIPS:

1.10 Eligibility and Dues

Any person interested in the purposes of the round table may become a member. Such person becomes a regular member by submitting an application and payment of appropriate dues to the Membership Chair.

1.20 Regular Memberships & Enlistment Durations

1.21 All regular membership enlistments shall be for a period of twelve (12) consecutive months.

1.22 All new members shall receive a permanent enlistment date, dated the first day of the month in which their dues are received by the chair of the committee. Thus, any member(s) whose dues are received on March 31 shall have the permanent enlistment date of March 1.

1.22.01 Each member's enlistment date becomes their permanent enlistment renewal date.

1.23 All members will receive monthly notices of their membership expiration date three (3) months prior to and three (3) months after their permanent enlistment renewal date.

1.24 Any member who does not renew their annual membership after three months from their permanent enlistment renewal date will be dropped from the rolls.

1.25 The permanent enlistment renewal date for all members who enlisted prior to July 1, 2010, shall remain July 1 of each year going forward.

1.26 The chair will inform the executive officers on a regular basis as to those members who are three months delinquent in their membership dues.

1.27 The chair will strike from the rolls any member who notifies them that they will stop paying dues, and/or any member who requests that they be dropped from the rolls, and/or any member for whom authoritative notice is provided that the person cannot or will not continue as a member.

1.30 Renewal or Loss of Membership

1.31 Membership is renewable on an annual basis by the completion of a renewal form and the payment of dues to the membership chair.

1.32 All members in good standing are eligible to renew their membership as of their permanent enlistment renewal date unless the committee specifically recommends to the board of directors that a person's membership may not be renewed.

1.32.01 Disruptive behavior or any activity which detracts from the congeniality of the organization may form the basis for such a decision.

1.32.02 The board of directors may then terminate the membership of the person in question or take other action it deems appropriate.

1.32.03 Members acknowledge that the board of directors' decision to terminate membership is final and is not subject to review by any other authority

1.32.04 The chair will drop from the rolls any person whose membership the board has terminated.

1.40 Honorary Memberships

1.41 The board of directors may grant honorary memberships for such terms as the board may designate to individuals who have made significant contributions to the round table.

1.42 All honorary members will have all the rights and privileges accorded to regular members.

1.50 Temporary Memberships

The board of directors may also waive the membership fee for the current year or a shorter term to such individuals as it may designate.

1.60 Privacy Policy

1.61 The round table will protect the privacy of its members by restricting the use of its membership roster or personal information to official round table business.

1.62 The roster or membership list and the associated data of each member such as e-mail addresses, mailing addresses, and phone numbers will be made available only to the executive board, the board of directors, or duly appointed committee chairs as needed to conduct official round table business.

1.63 Any release or use of the roster or personal information, unless specifically approved in writing by the board of directors, will subject the person(s) who release(s) unauthorized information to review and disciplinary action by the board.

- 1.64 Disciplinary actions may be taken by the board of directors including censure, removal from a committee, probation or other such measures including revocation of membership.

PART 2.00 DUTIES OF OFFICERS:

Duties of the officers, in addition to those described in the constitution are as follows:

2.10 The President's Duties:

The president is the chief executive officer of the organization and presides at all meetings of the board of directors and at all meetings of the members.

- 2.11 The president shall prepare and present a report at the June annual meeting summarizing the overall condition of the round table, the year's activities of the round table, and the actions of its committees. This report shall be published in the August newsletter.

2.20 The Vice President's Duties:

The vice president serves in the place of the president whenever the president is unable to fulfill the duties of their office.

- 2.21 The vice president is responsible for the planning and supervision of the arrangements for the monthly membership dinner meetings including the selection of the location, meal and drink selections, and associated contract negotiations for the same. The vice president also coordinates with the treasurer for making the financial arrangements for payment of the room rental, meals, and gratuities, if any.

- 2.22 The vice president performs other duties as requested by the president.

2.30 The Secretary's Duties:

The secretary keeps the minutes of all meetings of the board of directors and of the membership at which business is conducted.

- 2.31 The secretary keeps a current copy of the roster of all the members of the organization.

- 2.32 The secretary handles any mailing or correspondence the president may request.

- 2.33 The secretary sends condolence notes.

- 2.34 The secretary performs such other duties as requested by the president.

2.40 The Treasurer's Duties:

The treasurer is the sole custodian of all of the funds of the organization.

2.41 Only the president or the treasurer has the authority to write checks on the treasury.

2.42 The treasurer expends organization funds, which is permissible only upon written authorization from the president or from the following officers in their special areas of responsibility:

2.42.01 Executive officers for reasonable and customary expenses and other such costs in performance of their duties;

2.42.02 Standing committee chairs for any expenses incurred during the performance of their duties; and

2.42.03 Ad hoc committee chairs for their designated areas of responsibility.

2.43 It is the duty of the treasurer to prepare and present a proposed operating budget every year.

2.43.01 Each year prior to the August board meeting, the treasurer shall prepare and distribute a budget for the current year to the officers and board members. The treasurer shall use the previous year's financials and proposed officer and committee budgets as the basis of the upcoming year's budget.

2.43.02 The budget shall be presented and approved at the August board meeting.

2.43.03 The treasurer may not make any expenditure in excess of approved budgetary amounts without the authorization of the board of directors unless specific funds have been authorized and collected to pay said expenditure.

2.44 The treasurer may at any time propose to the board of directors changes in the amount and classification of dues to be paid by the members. The proposed change must be approved by the board before being referred to the membership for a final decision.

2.44.01 Prior to going into effect, any proposed increase in dues must be approved by a majority vote of members of the round table present at a meeting at which a quorum is present, and for which notice of the proposed change was provided in the newsletter.

2.44.02 The newsletter will announce any changes in dues and when they take effect.

2.45 Fiscal year responsibilities of the treasurer include the following minimum activities.

2.45.01 The outgoing treasurer will close the books, prepare a final report for that fiscal year, submit the report to the auditor, and present the report (together with any assessments by the audit committee) to the August meeting of the board of directors.

2.45.02 The incoming treasurer assumes office beginning with the new fiscal year and will work jointly with the immediate past treasurer (for the period between the June election and the start of the new fiscal year) upon election with responsibility for the forthcoming fiscal year. The fiscal year runs from July 1 through June 30.

2.45.03 At the August board meeting the treasurer will submit the organization's final financial report for the fiscal year ending the previous June 30.

2.45.04 The treasurer will submit a fiscal year-to-date report at the regularly scheduled winter and summer board of directors' meetings.

2.46 The treasurer will make available all bank records, files, and reports for the auditor upon their request.

2.47 The treasurer performs other duties as requested by the president.

2.48 The treasurer may appoint such other members as they deem appropriate to assist them in their duties with the president's consent.

2.50 Assistant Officers

The president may appoint such assistant secretaries or assistant treasurers of the organization as are deemed necessary and grant them appropriate authority. Such appointees are not members of the board of directors.

PART 3.00 COMMITTEES AND APPOINTMENTS:

3.10 Standing Committees

Refer to Article 5.00 of the Harrisburg Civil War Round Table Constitution for further description of the requirements related to standing committees.

3.20 Ad Hoc Committees

3.21 The president may appoint such other ad hoc committees as they determine to be in the best interests of the organization.

- 3.22 In each case, the president is to give the committee a specific charge regarding its duties.
- 3.23 All such ad hoc committees shall exist only during the term of office of the president who created them, or for such shorter time as may be stated in their charge.
- 3.24 The expirations of the ad hoc committees shall not restrict the power of the incoming president to reconstitute and re-appoint such committees.

PART 4.00 MEETINGS:

4.10 Annual Membership Meeting

- 4.11 The newsletter for the June meeting will contain a report from the nominating committee that shall list the nominees for vacating or expiring positions of the executive officers, elective committee chairs and directors which need to be filled for the following year.
- 4.12 The newsletter for the June meeting will also contain an agenda for any other business that the president or the board of directors may wish to raise at the annual meeting. The president may also add to the agenda any requests from membership for the annual meeting's discussion.
- 4.13 The current president will preside through the end of the annual meeting.
- 4.14 The president may allow questions from the floor regarding other business of the round table. However, the president may, at their discretion, close discussion and arrange to meet with the member(s) raising questions at another time and place if it appears a prolonged discussion may ensue.
- 4.15 The annual membership meeting is the preferred meeting for voting on constitutional amendments and bylaws changes or additions.
- 4.15.01 Votes on constitutional amendments, bylaws, or dues may also occur at any regular meeting featuring a Harrisburg Civil War Round Table member as principal speaker, and may not be conducted at any other meeting of the membership.

4.20 Meeting Schedule

- 4.21 Membership meetings will be held as follows:
- 4.21.01 Regular monthly meetings from September through May each year;
- 4.21.02 Annual meeting of the membership in June of each year; and

4.21.03 No membership meetings in July and August of each year.

4.22 The Board of Directors will meet as follows:

4.22.01 At the discretion of the President, in August;

4.22.02 In January or February (the winter meeting);

4.22.03 In June after the annual membership meeting (the summer meeting);
and,

4.22.04 At such other times as the president or a majority of the members of
the board of directors may request.

4.23 The president, or the directors calling for a meeting, will designate the place
and time of such meetings.

4.24 At the annual June business meeting of the membership, the president shall
set the agenda, which shall include the following reports and generally proceed
in the following order:

4.24.01 Treasurer's report regarding the financial condition of the round table;

4.24.02 Membership report regarding the status of memberships;

4.24.03 Standing and ad hoc committees' reports as the president deems
appropriate; and

4.24.04 Nominating committee's report of proposed nominees to fill the offices
which must be filled by a vote of the members.

4.25 Other committees will meet as needed at such intervals, times and places as
the chairs of the committees determine are needed to accomplish their
missions.

4.30 Quorums

4.31 Quorums required for the following types of meetings are:

4.31.01 At membership meetings: A quorum for transacting business at
membership meetings will be one-tenth of the regular membership of
the round table as of one week prior to the meeting date;

4.31.02 At board of directors meetings: A quorum will be constituted by the
presence at any time during the meeting of a majority of the members
of the board; and

4.31.03 At committee meetings: A quorum will be constituted by the presence at any time during the meeting of a majority of the members of such committee.

4.40 Notices

4.41 All notices of membership meetings will be contained in the monthly newsletter of the organization, which must be placed in the United States mails and posted to the official round table website at least eight days prior to the proposed meeting date.

4.42 Notices of changes or cancellation will be delivered in such manner and at such times as the president determines.

4.43 All notices of committee or board of the directors' meetings may be mailed to the members thereof no less than five days before said meeting. Such notices may also be delivered by telephone, fax, or e-mail no less than 24 hours before said meeting.

4.50 Nominations and Regular Elections of Officers

4.51 The nominating committee will propose a slate of nominees composed of members in good standing for all open elective offices which are to be filled at the annual meeting of the members.

4.51.01 The slate will be announced in the newsletter sent for the annual membership meeting and be posted on the web site.

4.51.02 Other nominations may be made from the floor at the meeting.

4.52 Nominees need receive only a simple majority of the votes cast at the meeting to be elected.

4.52.01 If no candidate receives a majority, a run-off vote will be immediately conducted between the two candidates receiving the highest number of votes cast.

4.53 All elections take effect at the end of the meeting in which they are held.

4.54 In the event regular elections are not held as scheduled, the officers and directors shall continue in office and perform their duties until their successors are duly elected.

4.55 In order to maintain the continuity of operating knowledge in the executive leadership of the round table, the president and vice president shall be elected during even calendar years and the secretary and the treasurer are to be elected on the odd calendar years.

4.60 Actions Allowed Without a Meeting

4.61 The president may gain authority for any action allowed pursuant to these bylaws or the constitution, or may obtain the ratification of any action already taken, by notifying all members of the board of directors by telephone, fax, letter or e-mail of their actions or intentions by:

4.61.01 Obtaining the oral or written assent of each member of the board of directors; and second,

4.61.02 Sending written confirmation of their action or request to each member of the board indicating they have received the unanimous consent or assent of the board.

4.62 Other committee chairs may gain authority for any action allowed pursuant to these bylaws or constitution, or may obtain the ratification of any action already taken, by notifying all members of their committees by telephone, fax, letter or e-mail of their actions or intentions by:

4.62.01 Obtaining the oral or written assents of each member of the committee; and second

4.62.02 Sending written confirmation of their action or request to each member of the committee indicating that the chair had received the unanimous consent of the committee.

4.63 Any committee may choose to meet by remote methods such as telephone, remote video, or an internet-related conference call.

4.70 Parliamentary Procedure

Meetings will be conducted using accepted parliamentary procedure which will be decided by the board of directors each August.

PART 5.00 REMOVALS & VACANCIES:

5.10 Removal of Officers

5.11 At any meeting of the board of directors where notice of this purpose was provided to all of its members at least five days in advance, any elected officer, director or chair of a standing committee may be removed from office, with or without cause, by the majority vote of the directors present.

5.12 If the officer, director or chair of a committee is no longer capable of fulfilling their duties or has failed to do so for any reason, the board of directors, by the

same voting requirement in paragraph 5.11 above, may declare the office vacant.

5.20 Filling Vacancies in Elective Offices

5.21 If the president is removed or if the office is declared or otherwise becomes vacant, the vice president will assume the office for the unexpired term of the president.

5.21.01 Should the vice president serve more than six months as president, they may elect, if nominated, to run for a one-year, rather than a two-year, term of their own.

5.22 If any other elected officer or elected director is removed or the office becomes vacant, the nominating committee shall convene at its earliest convenience and choose nominees to fill the offices as needed.

5.23 Upon receipt of the nominations, the board of directors will promptly proceed to fill the vacancy for the unexpired term of the office by majority vote of the members of the board present at a meeting at which a quorum is present.

5.30 Removal and Filling Vacancies in Appointive Offices

If any appointed official fails to perform their duties for any reason or the office otherwise becomes vacant, the president may declare the position vacant and appoint another person to fill the position.

PART 6.00 PAYMENTS OF EXPENDITURES:

The treasurer is authorized to pay or reimburse the following expenditures:

6.10. Program Committee Expenses

6.11 Program expenses including:

6.11.01 All travel expenses of the speaker for not more than two days transit, necessary lodging and meals;

6.11.02 An honorarium paid to or a gift of appreciation purchased for the speaker; and

6.11.03 Expenses for meeting rooms and equipment rental fees.

6.20 Field Trip Committee Expenses

6.21 Field trip expenses including:

- 6.21.01 All travel expenses of the speakers and guides for not more than two days transit, necessary lodging, and meals;
- 6.21.02 An honorarium or a gift of appreciation for those acting as a guide or speaker;
- 6.21.03 Transportation provided to each of the participants, food for mid-day lunches and/or hospitality snacks, and such other items that are necessary to assure that the trip is informative and enjoyable, with each participant being required to reimburse the organization for whatever expenses are advanced on their behalf;
- 6.21.04 The following expenses for reconnaissance trips set by the field trip committee and contained in their annual budget as follows:
 - 6.21.04.01 The actual cost of fuel and tolls for not more than one car; and
 - 6.21.04.02 One night's lodging for each guide and coordinator whose presence is necessary on a reconnaissance lasting more than one day.
- 6.21.05 Except as allowed above, no money to defray all or part of the cost of food, drink, travel, or lodging for members themselves on either reconnaissance or full scale trips.

6.30 Members Expenses

Member expenses will be reimbursed for any reasonable and duly authorized amount spent in the course of official round table business.

6.40 Other Authorized Expenses

Any expenses authorized by the president or board of directors for such other purposes as they deem necessary and appropriate for the benefit of the round table.

6.50 Expense Reimbursement Limits

Expenditures in excess of approved budgetary amounts for any standing or ad hoc committee without the authorization of the board of directors.

PART 7.00 AMENDMENTS:

- 7.01 These bylaws may be amended or rescinded and new bylaws adopted by the affirmative vote of a majority of the members of the board of directors present at any meeting where proper notice of the proposed amendment has been provided and at which a quorum is present.
- 7.02 These bylaws may be amended or rescinded and new bylaws adopted by the affirmative vote of a majority of the members of the round table present at any meeting where proper notice of the proposed amendment has been provided and at which quorum is present.
- 7.03 New bylaws approved and changes to or rescissions of existing bylaws will be published in the newsletter not later than three months after such action is taken.

~ End of Document ~

The printed version of the Constitution and Bylaws, dated June 11, 2010 is located in the president's permanent files and posted on the HCWRT website.

The Constitution and Bylaws were amended June 11, 2010, by unanimous consent of a quorum of the membership as required by the September 21, 2001 Constitution & Bylaws.

This newly adopted constitution and bylaws are based on the work of a special committee whose members were: Alice Lucas, President; Joel E. Hicks, Vice President; Larry Geesaman, Treasurer & past President; Richard J. Sommers, Program Chair & past President; Ellie Feldhausen, Ad-hoc Membership Chair; John Feldhausen, Secretary; Phyllis Hawkins, Board Member; Toni Hess, Board Member and, as Board Member and Chair of the Ad Hoc Constitution Committee, Stephen J. Williamson.