

BY-LAWS

Of the

4th COMPANY, BRIGADE OF GUARDS IN AMERICA, LTD.

PREAMBLE

In order to promote scientific research and education regarding the life and conditions of Eighteenth century people in Colonial America, the 4th Company, Brigade of Guards in America, Ltd. has been established and duly chartered by the State of North Carolina.

Such foundation shall exist for those purposes as prescribed in its Articles of Incorporation and shall conduct its affairs within the framework of the ensuing set of By-Laws.

ARTICLE I

Purpose

It shall be the purpose of the 4th Company, Brigade of Guards in America, Ltd. To solicit, receive and invest contributions in the form of gifts, grants, bequests and memberships from interested individuals, corporations, trusts, estates, other public foundations, private foundations, state, federal, municipal governments and agencies thereof and to utilize such contributions, or the proceeds or income there-from, for the general objectives and purposes set forth in the preamble to these By-Laws which may specifically include, but shall not be limited to, the following:

- A. To support educational research on the life and conditions of people in Colonial America. This general objective will be accomplished through such means as the following:
 - 1. The encouragement and support of educational research on the living conditions of soldiers of the Eighteenth Century while on campaign, with specific emphasis on conditions in America during the Revolutionary War;
 - 2. The encouragement and support of educational research on the types and quality of foods prepared by Colonial Americans and Eighteenth Century soldiers;
 - 3. The encouragement and support of educational research on styles of clothing, types of material, and methods of manufacturing of such clothing in the Eighteenth Century;

4. The encouragement and support of educational research on the drill, tactics and other aspects of military life for the Eighteenth Century soldier in America;
 5. The promotion and support of critical educational analysis of the ongoing research on conditions in Colonial America, and the promotion of exchanges of scholars in the field by encouraging publication of research, diverse viewpoints and critical reviews, and b the periodic publication of a newsletter containing ideas and research on the period.
- B. To encourage a wider public awareness and understanding of history in general, and specifically, in the roots and causes of the American Revolution, the events therein, and the impact on modern society today. This general objective will be accomplished through such means as the following:
1. The periodic publication of a newsletter which contains research on the period, and provides a means whereby the reader can do further research on the subject;
 2. By giving talks, lectures, and demonstrations to schools, and other groups, usually at historic sites, while dressed in authentic clothing and equipment and imitating mannerisms and styles of the period;
 3. By conducting “living history” weekends which are open to the public and promoted as a cultural event to which the public is invited and encouraged to attend by advertisements;
 4. By appearing in public at various times in period clothing thereby eliciting the curious to inquire about our purpose which leads to further inquiry and exploration of the past by the general public.

ARTICLE II

Membership and Dues

Section 1. – Eligibility

Any individual who subscribes to the purposes and basic policies of the Corporation and who shall pay the applicable dues shall become a member of the Corporation.

Section 2. – Membership Rights and Privileges

Any individual who shall become a member of the Corporation shall have such rights and privileges as are conferred upon the membership from time to time by the Board of

Directors of the Corporation; provided, however, that membership shall be non-redeemable, nontransferable and non-dividend bearing. No member shall have any proprietary interest in the assets of the Corporation by reason of such membership.

Section 3. – Classification and Dues

The membership of the Corporation shall be divided into classifications based upon annual contribution levels as follows:

| | From | To |
|---|-------------|-----------|
| Associate Membership (family members, etc.) | \$ 5.00 | -- |
| General Membership | \$ 25.00 | -- |
| Sustaining Membership | \$ 100.00 | \$ 199.00 |
| Patron | \$ 200.00 | \$ 499.00 |
| Benefactor | \$ 500.00 | And up |

The classification of membership and the annual contribution level applicable thereto may be changed from time to time by a simple majority vote of the membership at any annual or special meeting at which a quorum is present.

ARTICLE III

Membership of Board of Directors

Section 1. – Number and Composition

The initial Board of Directors of the Corporation shall consist of three (3) persons named as such in the Articles of Incorporation. At the first meeting of the initial Board of Directors, said Board shall adopt By-Laws of the Corporation, and, following the completion of other organizational matters, shall elect two (2) additional directors. Thereafter, the Board of Directors shall consist of five (5) members.

Section 2. – Terms of Office

The initial Board of Directors of the Corporation shall serve for a term of three (3) years. The two (2) additional Directors to be elected by the initial Board of Directors, shall be elected for a term of two (2) years. At each annual meeting of the Board of Directors after the organizational meeting, a number of Directors equal to that of those whose terms have expired shall be elected by the remaining members of the Board of Directors for a term of three (3) years.

Section 3. – Duties of Directors

The Board of Directors of the Corporation shall be responsible for the business and property of the Corporation and shall have in addition to such powers as are granted by the

Articles of Incorporation, all such powers as may be exercised by the Corporation. In particular, but not in exclusion of other powers, the Board of Directors shall have the power especially:

To elect, appoint, remove and dismiss all officers, assistant officers, committees, agents, clerks or other employees, and from time to time to fix or vary their compensation and to prescribe their duties; such power to appoint or dismiss employees other than officers may be delegated to any officer or officers of this Corporation;

To determine by whom and in what manner the Corporation's bills, notes, receipts, acceptances, endorsements, checks, contracts or other documents, shall be signed, and to designate a depository or depositories, from time to time, in which the funds of the Corporation shall be kept.

- To hold meetings at such times and places as it deems proper;
- To elect its members and suspend or expel them by ballots;
- To audit bills and disburse the funds of the Corporation;
- To print and circulate documents and publish articles;
- To carry on correspondence and communicate with other associations interested in the general objectives and purposes of this Corporation; and
- To delegate any of the above to the officers of the Corporation.

Section 4. – Voting Rights of Directors

Each member of the Board of Directors shall be entitled to one vote on all matters coming before the Board. Unless otherwise specifically provided by law or elsewhere in these By-Laws, all matters to be decided by the Board of Directors shall be determined by simple majority vote of those members in attendance, provided a quorum is present.

Section 5. – Vacancies

Whenever any vacancies occur in the Board of directors by death, resignation, or otherwise, such shall be filled without undue delay by a majority vote of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office for the unexpired term of his or her predecessor, or until his or her successor shall have been duly chosen and elected.

Section 6 - Removal of Directors

Any one or more of the Directors may be removed either with or without cause, at any time by a vote of two-thirds (2/3) of members in attendance at any special meeting called for that purpose, provided a quorum is present.

Section 7 - Chairman of the Board

The Board of Directors shall elect from its members a Chairman to hold office for an initial period of two (2) years. The Chairman may be elected for an additional period of two (2) years but may not serve in that role for more than a total of four (4) consecutive years. The Board of Directors may terminate such term at will. The Chairman shall preside over all meetings of the Board of Directors. The Chairman shall be an officer of the Corporation.

ARTICLE IV

Meetings of the Board of Directors

Section I - Annual Meetings, Special Meetings, Action Without a Meeting

The Board of Directors shall hold an annual meeting during each calendar year at a time and place specified by the Chairman of the Board or the President of the Corporation. Special meetings of the Board may be held from time to time on call of the Chairman of the Board or the President of the Corporation. The Chairman of the Board of Directors shall call a special meeting at the written request of a majority of the members of the Board of Directors, such written request to state the purpose or purposes of the meeting. A special meeting may be held at any place designated in the call of the meeting. Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of proceedings of the Board, whether done before or after the action so taken, or unless a written objection thereto is filed by a board member within thirty (30) days following such action.

Section 2 - Notice of Meeting

Notice of the annual meeting of the Board of Directors shall be given to each director by mail at least ten (10) days in advance of the meeting. For a special meeting, seventy-two (72) hours' notice must be given by mail, telegraph, or telephone. Nothing herein shall prevent the directors from waiving notice of any meeting.

Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened.

Neither the purpose of, nor the business to be transacted at any annual or special meeting of the Board of Directors need be specified in the notice or written waiver of notice of such reading.

Section 3 - Quorum

For any vote in any meeting to be valid and binding, there must be a minimum of 1/4 the people eligible to vote. The Secretary will be responsible for assuring that before every vote there is a quorum. If a quorum is not present a lesser number may adjourn the meeting to a later date, not more than ten (10) days subsequent thereto.

ARTICLE V

Officers and Agents

Section 1 - Officers and Agents

The Board of Directors, at its initial meeting and thereafter at its annual meetings, shall elect a President, a Vice President, a Secretary, and a Treasurer. The President and the Vice President shall be elected from the membership of the Board. The Secretary and the Treasurer may, but need not, be members of the Board. The Board may elect such other officers as may be deemed necessary, including members of the Board. All officers shall hold office for terms of one year and/or until their successors are elected and qualified. Any two or more officers (other than the offices of President and Treasurer, or President and Secretary) may be combined in a single person.

Section 2 - Executive Director

The Executive Director of the Corporation shall be designated by the President and approved by a majority vote of the Board of Directors. The term of office of the Executive Director shall be determined by the President and approved by the Board of Directors. The powers and duties of the Executive Director shall be, in general, the principal managing agent of the Corporation, with such specific powers and duties as may be authorized by the Board of Directors or the President of the Corporation.

Section 3 - Other Agents and Employees

The Board of Directors may appoint a fiscal agent for the collection, deposit, recording, investment, and disbursement of the funds and properties of the Corporation. The Board of Directors may appoint such other agents and employees as in the judgment of the Board of Directors may be necessary to carry out the objectives and purposes of the Corporation, and may determine the duties and tenure of each such agent or employee.

Section 4 - Compensation of Directors, officers and Employees

The directors of the Corporation, the Chairman of the Board, the President, the Vice President, the Secretary, and the Treasurer shall serve without compensation. The Executive Director and agents and employees appointed pursuant to Section 3 of this Article V may be paid such reasonable salaries or compensation for services rendered in furtherance of the purposes of this organization as may be agreed upon and fixed by the Board of Directors.

ARTICLE VI

Powers and Duties of Officers and Agents

Section 1 - The President

The President shall be the chief executive officer of the Corporation. The President shall have general supervision of all affairs of the Corporation and shall see that all orders of the Board of Directors are carried into effect.

The President of the Corporation, or such other officer as may be designated by the Board of Directors, shall sign for the Corporation all deeds, agreements and other formal instruments.

Section 2 - The Vice President

The Vice President shall act for the President in the latter's absence. The Vice President shall also have general administrative duties under the direction of the President and such other duties as may be assigned by the Board of Directors.

Section 3 - The Secretary

The Secretary shall preserve in books of the Corporation true minutes of the proceedings of all meetings of the Board of Directors. The Secretary shall be the custodian of the Seal of the Corporation and shall attest the same when affixed by order of the Board of Directors. The Secretary shall perform such other duties as may be assigned to him or her by the Board of Director's or the President. Any of the foregoing duties may be delegated by the Secretary to the Assistant Secretary. The Secretary shall give notice, as provided in these By-laws, of all meetings of the board of Directors. Under the direction of the President, the Secretary shall prepare an agenda of the business to be transacted at these meetings and shall keep the minutes of such meetings. In the absence or disability of the Secretary these duties shall be performed by an Assistant Secretary designated by the President.

Section 4 – The Treasurer

The Treasurer shall collect, receive, and hold the money of the Corporation, and shall have custody of all funds, securities, and properties of the Corporation and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all money, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors at the annual meetings of the Board and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. Any of the foregoing duties may be delegated to the Assistant Treasurer. If the Board of Directors appoints a fiscal agent, the Board may delegate all or any part of the duties of the Treasurer to such fiscal agent. The Treasurer shall prepare an annual report of the accounts as soon as practical after the close of each fiscal year. In the absence or disability of the Treasurer, these duties shall be performed by an Assistant Treasurer designated by the President.

ARTICLE VII

Management of Funds

Section I - Discretion of the Directors

All the money and properties of the Corporation shall be expendable at the discretion of the Directors in accordance with the objectives and purposes of the Corporation as set forth in its Articles of Incorporation.

Section 2 – Operating Expenses

All necessary operating expenses of the Corporation shall be paid, upon direction of the President, out of income from the money and property of the Corporation. However, if any gift or donation is made to the Corporation for the specific purpose of defraying its operating expenses, said gift or donation may be so used.

Section 3 - Gifts and Grants

In carrying out the objective and purposes of the Corporation, gifts and grants for the promotion of charitable, educational, and scientific purposes, and the income there from, shall be held and distributed by the Corporation only for the general purposes set forth in the Articles of Incorporation of this Corporation and as set forth in these By-Laws.

ARTICLE VIII

Committees

Section 1 - Standing, Special or Ad Hoc Committees

At the first meeting of the Board of Directors after their election, or as soon thereafter as practicable, the President may, subject to its approval, appoint the following committees to consist of as many members as seems advisable:

- General membership
- Research Advisory
- Education Advisory
- Fund-Raising

The President may also appoint special or ad hoc committees from time to time as such are needed. The members of such committees shall hold office until the appointment of their successors.

Section 2 - Quorum

The President of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by majority vote of its entire membership decide otherwise.

Section 3 - Committee Vacancies

The various committees shall have the power to fill Vacancies in their membership.

ARTICLE IX

Corporate Seal

The Seal of the Corporation shall be circular in form and shall have inscribed in the middle, the Royal Board of Ordnance Acceptance Seal consisting of a broad arrow over the initials "GR" inside a circle. The name of the Company surrounds the seal.



Figure 9: The Corporate Seal of the 4th Company, Brigade of Guards in America, LTD.

ARTICLE X

Fiscal Year

The Corporation shall operate on a calendar year basis. All financial records will be kept on a calendar year basis

ARTICLE XI

Amendments

Amendments to the By-Laws of the Corporation, as adopted by the initial Board of Directors at its organizational meeting, may be made by the Board of Directors at any annual or special meeting of said Board by a two-thirds (2/3) majority vote.

ARTICLE XII

Indemnification of Directors

The Corporation shall indemnify the members of the Board of Directors, its officers, and employees against any and all expense including attorney's fees and liability expense, sustained by them, or any of them, in connection with any suit or suits which may be brought against said members of the Board of Directors, officers, or employees, involving or pertaining to any or their official acts or duties (whether it be alleged that the same are ultra vires or otherwise) in which suit or suits no personal liability is finally established against them incident to any act of malfeasance; and this provision shall not be deemed to prevent compromise of any such litigation where the compromise is deemed advisable in order to prevent greater expense or cost in the defense of any such litigation.

Jack M. Callaham, Jr.

Lonnie Weatherington

Ray Cassell

Walter A. Vanderbeek