

# By-Laws of the Living History Association—Revised 2006

## Article I NAME AND PURPOSE

**SECTION 1. NAME.** The name of this organization shall be the Living History Association, Inc., and also may be called the “Association” and the “LHA.”

**SECTION 2. GOALS.** The goals of the Living History Association are to:

- A. Organize portrayals and interpretations of historical events and to assist historical societies, schools, and other organizations to plan, promote and administer historical activities.
- B. Inspire and assist state governments and municipalities in developing restoration of their historical sites and landmarks.

**SECTION 3. PURPOSE.** The Purpose of the Living History Association is to:

- A. Provide enjoyment of American and World history through its events, programs, tours and dissemination of various historical information while utilizing LHA Basic Safety Manuals and practices, or a comparable or higher standard set of safety procedures. (State and Federal Park manuals take precedent over LHA Manuals when working with those sites.)
- B. Bring to as broad an audience as possible as many instances of local, state, and national history.
- C. Support programs, fund-raising projects, restorations, and reconstruction to those historical sites, as seems applicable.
- D. Provide historical consultation and assistance to those sites or agencies that request it, but only in direct proportion to the funds available for this service.
- E. Work with the LHA members to advance the goals and purpose of the Association in a manner most advantageous to the majority of LHA members.
- F. Coordinate the reenactor efforts of various period organizations to present a more graphic historical and educational, safe activity, through the use of historical seminars, publications, safety manuals, safety schools, and safety certification programs.
- G. Help bring to life instances that occur in all periods of life in history, and to better educate students in schools and the general public. The LHA may also conduct workshops and training sessions so that teachers may develop new and innovative programs of their own.

**SECTION 4. PHILOSOPHY.** The Association is a nonprofit, nonpolitical, nonsectarian, and nondiscriminatory organization, and will adhere to the policies written herein.

## Article II GENERAL POLICIES

- A. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1954 (IRC), and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(3).
- B. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for corporation), and no member, trustee, or officer shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation.
- C. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislative (except as otherwise provided by the IRC Section 501(h)), or intervening in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- D. Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of the Vermont Nonprofit Corporation Act (title 11B, Chapter 14).

## Article III MEMBERSHIP

- A. Membership in the LHA is available to all interested individuals, groups, reenactment units, businesses, historical societies, etc. and is available in a number of different categories. The membership year shall be the same as the calendar year (from January 1 to December 31).
- B. The following categories of membership are available:
  - 1. Associate Membership
  - 2. Individual Membership
  - 3. Family Membership
  - 4. Organizational Membership
  - 5. Winter Soldier
  - 6. Haym Solomon Award Membership
  - 7. Honorary Membership
- C. Various membership categories are entitled to vote at the General Membership meetings:

1. Individual, Organizational, Winter Soldier, and Haym Solomon Award Membership are each entitled to one (1) vote.
  2. Family Membership is entitled to two (2) votes.
  3. Members with Associate Memberships, which may only be held by members of units having a Organizational Membership, and Honorary Memberships, do not have any voting rights.
- D. A schedule of fees shall be established annually by the Board of Directors. Section 6 of the Policy Book discusses the specific membership categories and the rights and privileges of each membership category.

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| <p>Article IV<br/>MEMBERSHIP MEETINGS</p> |
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- A. An Annual General Membership Meeting of the Association shall be held during the fourth quarter (October, November, or December) of each year. In accordance with existing policy, the business of the Annual Membership Meeting will include but not be limited to the presentation of nominations for the Board of Directors.
- B. The Board of Directors may call a Special Membership Meeting any time for a specific purpose. A General Membership Meeting may also be called at the written request of twenty-five (25) members of the Association for a specific reason.
- C. All General Membership Meetings, including the Annual Meeting, will be held at a location as determined by the Board of Directors, which may be outside the State of Vermont. The location, dates and times of the General Membership meetings, along with the specific purpose for the meetings, will be announced to the membership of the Association not less than thirty (30) days in advance of the scheduled date of the meeting.

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| <p>Article V<br/>OFFICERS OF THE ASSOCIATION</p> |
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**SECTION 1. OFFICERS.** All officers, elected or appointed, will be a voting member of the Association in good standing. A member in good standing is defined as a dues paying member who is 18 years of age on January 1 of the year in which said member, if elected or appointed, would begin serving as an officer of the Association.

**SECTION 2. REMOVAL OF OFFICERS.** The Board of Directors may remove any officer at any time with or without cause (in accordance with Vermont Title 11B, Section 8.43(b)).

**SECTION 2. AGENTS OF THE LIVING HISTORY ASSOCIATION.** There may be members of the Association who will be appointed by the Board of Directors, on the recommendation of the Executive Committee to represent the Association in various geographic areas. These agents will be considered as Officers of the Association and will be governed by the regulations heretofore stated.

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| <p>Article VI<br/>THE BOARD OF DIRECTORS</p> |
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**SECTION 1: RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

- A. The Board of Directors is the legal arm of the membership and is held liable by the IRS for all portions of a nonprofit corporation status with no exceptions. (See also Article II)
- B. The Board of Directors will serve as the governing body of the Association. The Board shall consist of nine elected Directors, each of whom will serve a three-year term, and three Alternates, each of whom will serve a one-year term.
- C. It shall be the responsibility of the Board of Directors to establish policy for the association, and to approve and sanction such events and functions as deemed appropriate.
- D. The Board shall also be responsible for any business that becomes necessary, keeping always in mind a responsibility to the membership of the Association.
- E. Board members are expected to conduct themselves in an impartial, professional, and competent fashion in keeping with the ideals of the Association.

**SECTION 2. ELECTION OF THE BOARD OF DIRECTORS**

- A. Nominations for positions on the Board of Directors shall be presented during the Annual Membership Meeting of the Association. Three Directors and three Alternates shall be elected each year.
- B. Proposed candidates for positions on the Board of Directors shall be nominated pursuant to one of the following methods:
  1. The Board of Directors will accept nominations throughout the year from eligible individuals. Each Board member will act as a contact person to collect nominations. All nominations will be forwarded to the Election Committee.
  2. The Election Committee, with the assistance of the Board of Directors, may determine the special skills that are needed on the Board of Directors. As these special skills are identified, the Election Committee may seek out those persons, both within and without the LHA membership, who possess these special skills or talents. Once these individuals are identified, they will be asked to run for the Board.
  3. Members may submit themselves or an individual's name to the Board as a candidate for the Board of Directors. Nominations to the Board shall be made in writing to the Board of Directors at least forty-five (45) days prior to the Annual Membership Meeting., and will include a written concurrence by the nominee. Nominations will be

mailed to the Board at the current Living History Association address.

4. Any nomination received by the Board shall be presented at the Annual Membership Meeting so that the nomination can be seconded by the General Membership present. If a second to the nomination is not forthcoming from the General Membership, the nomination shall be declared inviolate.
5. Any member may nominate a candidate for the Board of Directors from the floor during the Annual Membership Meeting as long as the floor is opened for nominations.
6. All candidates nominated to the Board of Directors must indicate their willingness to serve on the Board, either in writing or orally.

### **SECTION 3. ELECTIONS**

- A. The Board shall request from all candidates a resume, as to professional accomplishments, qualifications, goals, etc., to be published as information to the General Membership. Submission of the resume shall be considered permission to publish said documents. Resumes are not required, but strongly encouraged to be submitted.
  1. Documents to be published should be submitted within the deadline announced at the Annual Membership Meeting. Deadlines will be established to provide sufficient time for the documents to be published in a timely manner.
  2. Space may be limited for publication of the documents and the Board will inform the candidates of any said limitations. In the event of a conflict, the candidate will be allowed to select the documents to be published, revise the documents which have been submitted, or to submit alternate documents which do not conflict with prior submissions.
- B. Candidates' resumes, along with the written ballots shall be sent to each member of the Association, with a deadline for the ballots to be returned to the Executive Director of the Association at the Association's current mailing address.
- C. At the first Board meeting following the election, two impartial Tellers will be appointed to count the ballots. The three candidates receiving the most votes shall be declared elected as Directors. The three candidates receiving the next highest number of votes shall be declared elected as Alternates.
- D. A Chair, Vice-Chair, and Secretary of the Board shall be elected from the Directors of the Board at the first Board meeting after the results of the election are known.

### **SECTION 4. MEETINGS OF THE BOARD OF DIRECTORS**

- A. The Board of Directors shall meet at the call of the Chair not less than four times during the year. An annual schedule of Board meetings for planning

purposes will be established at the first meeting of the new Board.

- B. A meeting of the Board may be called at the written request of four Directors.
- C. A thirty-day (30) notice shall be given to Directors, Alternates, Committee Chairs, and the General Membership of all regular and special Board Meetings.
- D. A quorum of five (5) members of the Board of Directors is required at all meetings of the Board of Directors.
- E. Board meetings shall be held at a place determined by the Board, but ideally in a central location to the Directors and Alternates. All Board meetings shall be open to the general membership of the Association.
- F. All Directors and Alternates are required to attend Board meetings. Alternates will be allowed to have a voice in Board meetings, but will not be allowed to make motions or to vote on issues. However, in the event of an absence of an elected Director(s) at a Board meeting, the Alternates present, in order of election, will replace the absent Director(s) with all voting powers for that meeting.
- G. A Director or Alternate who misses three consecutive scheduled Board meetings is deemed to be in noncompliance and is subject to removal from the Board as stated in Article VI, Section 6.

### **SECTION 5. VACANCIES ON THE BOARD OF DIRECTORS**

- A. Alternates, in order of election, will be appointed to fill any vacancies as may occur on the Board. At that time the Alternate becomes a full-fledged member of the said Board of Directors and will serve out the term of the Director replaced, with all the privileges and responsibilities thereof.
- B. In the event that there are not any Alternates available to serve on the Board, the Board of Directors, by majority vote, may appoint two additional Alternates for the remainder of the year.

**SECTION 6. REMOVAL OF DIRECTORS.** A member of the Board of Directors can be removed upon noncompliance with these By-Laws, Association policies, or non-performance of the assigned duties. A member of the Board of Directors who is deemed to be in noncompliance can only be removed by the following procedure:

- A. The Board of Directors must, by a majority vote, decide that the Director has appeared to violate their position.
- B. The Board of Directors must inform said Director in writing of their decision and set a date for a Hearing. If the Director does not respond to the notice of the hearing, does not appear at the hearing, or does not provide any pertinent information to refute the charges, they shall be considered as being dismissed from their position.
- C. Said Hearing shall be conducted in a fair, impartial manner, with the outcome to be determined after all pertinent information is presented. A vote to dismiss a

Director of the Association must be by no less that a 2/3 majority of the members of the Board of Directors present at the hearing. Alternates will not be allowed to vote at a Hearing.

**Article VII  
THE EXECUTIVE COMMITTEE**

- A. The Chair and Vice-Chair of the Board, along with the Executive Director of the Association, shall serve as the Executive Committee and shall be empowered to act for the Association in an emergency situation, reporting their actions back to the Board at the next meeting of the Board of Directors.
- B. The Executive Committee is authorized to conduct business for the Association with authorization from the Board of Directors via a telephone or e-mail poll, reporting the results of the poll back at the next meeting of the Board of Directors.

**Article VIII  
THE PRESIDENT**

- A. The President of the Association shall be considered as the chief representative of the membership of the Association.
- B. The President shall be responsible for overseeing the welfare of the membership. The President can attend Board of Directors meetings without a vote and will be expected to act as a voice of the membership.
- C. Candidates for President of the Association shall be nominated by the Board of Directors and elected by the general membership at the Annual Membership Meeting of the Association.
- D. The President will also be responsible for the implementation of any other duties that the Board of Directors shall deem necessary.

**Article IX  
THE EXECUTIVE DIRECTOR**

- A. The Executive Director shall be considered as the Chief Administrative Officer of the Association and shall be appointed by the Board of Directors by no less than a 2/3 vote of that body. It shall be the duty of the Executive Director to oversee all business functions of the Association. The Executive Director shall attend all Board meetings.
- B. The Executive Director shall have the power to negotiate contracts and shall be responsible for the publication of the Association publications.
- C. The Executive Director reports directly to the Board of Directors and is further responsible for enforcing all policy regulations. The Executive Director may recommend policy changes that become necessary and also advise and recommend on business matters that become pertinent. The Executive Director may

seek advice from qualified individuals for specific and necessary items.

**Article X  
COMMITTEES**

- A. Committees required for the proper management of the Association may include but not be limited to the following:
  - 1. Special Functions
  - 2. Safety & Authenticity
  - 3. Membership
  - 4. Fund raising
  - 5. Administration
  - 6. Publications
  - 7. Elections
  - 8. Period-era Departments/Committees
  - 9. Financial Management
  - 10. Museum Advisors
  - 11. Long-term Planning
  - 12. By-Laws and Policies
- B. The Board of Directors may establish any Committees at their discretion. Additional Committees may be appointed, as the Board of Directors deems necessary for the operation and management of the Association. Committees may be established for a short period of time for a specific purpose, or may be established as a long-term committee. Each committee shall have 2 or more members. Committees of the Board of Directors formed for conducting Board business may be formed at any time by simple majority vote of the Board at a duly called meeting. Project or Interpretive Committees formed for "member" safety, fund raising, event sponsorship, and program management must be formed by petition to the Board of Directors as prescribed in the LHA Policy Book, unless that activity is assumed as an official committee formed "strictly within" the Board.
- C. The duties of the Committees shall be written/approved by the Board of Directors.
- D. Committee Chairs may be any LHA member in good standing. Committee Chairs are encouraged to attend all Board meetings.
- E. Departments and Regional Chapters may be started by LHA members in good standing by first petitioning to form a committee, and within a year establishing a "charter of operation" per the guidelines as set forth in the LHA Policy Book as managed by the LHA Board of Directors, with all actions pursuant to the creation of committees, departments and regional chapters being subject to the approval of the LHA Board of Directors.
- F. All LHA Board sanctioned committees, departments and regional chapters shall be considered to be part of the main headquarters organization of the LHA, and each of the elected or appointed officers of said committees, departments and regional chapters shall be members in good standing of the LHA and be considered as official representatives of the LHA.

- G. Charters for LHA Departments and Regional Chapters shall closely resemble the articles of incorporation for most nonprofit groups, the precedent and format for which was established in 1988 by the LHA Board of Directors and examples of which exist in the LHA Policy Book. These examples of currently operating Departments, etc. shall be used as a template for more such administrative subgroups to be created.
- H. The LHA Board of Directors reserves the right to disband committees, departments, and regional chapters, and/or remove officers from their positions for noncompliance with the LHA By-Laws, Policy Book, or for safety violations.
- I. All Interpretive Departments and Committees established by petition to the LHA Board of Directors and their subsequent vote of approval, operating in the northeastern United States as the LHA National Headquarters Region, are recognized as official entities of the LHA, with their officers elected at annual meetings, or appointed by methods prescribed in the LHA Policy Book. A list of said officers shall be kept and updated, and submitted to the LHA insurance carriers for liability coverage for the activities that these officers undertake on behalf of the LHA National Headquarters.
- J. The LHA National Headquarters shall maintain its own Headquarters Region Interpretive arm of reenactors for representing the LHA while performing historical reenactments, parades, school presentations, commercial-historical fund raising activities associated with events or the LHA Museum. This group shall be incorporated under the name Historical Interpretations, Inc. and its incorporation papers will form an LHA Charter. This group will list any and all Trade Names under which it may perform while representing the LHA, as well as a roster of members to be included in the LHA National Headquarters insured members list. Historical Interpretations, Inc. will be owned by the LHA and will conform to the LHA By-Laws and Policy Book. LHA will honor all current (2003 and before) agreements for the care and disbursement of assets of each trade named operation within the Historical Interpretations structure.

Charters can only be made after conferring with all concerned parties (under normal circumstances) 60 days before the recommended changes are to take effect, and allowing either written or verbal rebuttals by all known concerned parties.

**SECTION 3. FINANCIAL LIMITATIONS.** Nothing in these regulations shall be construed to permit any member of the Association, to borrow pledge credit for or from the Association.

**SECTION 4. INTERPRETATIONS.** The Executive Committee shall determine any questions of any of these regulations as to proper interpretation. Any decision made on these regulations shall be noted in writing, and reported to the Board of Directors.

**SECTION 5. AMENDMENTS.**

- A. Amendments to, or revisions of, these By-Laws shall be made as need arises. Changes may be proposed by the following methods.
  - 1. Any member of the Association may recommend a change to the By-Laws and submit it to the Board of Directors. After reviewing the proposed changes, the Board of Directors shall submit it to the General Membership for approval.
  - 2. The Board of Directors may recommend changes to the By-Laws to the General Membership for approval.
- B. All proposed changes to the By-Laws will be presented to LHA members holding voting rights not less than thirty (30) days in the advance of the General Membership Meeting wherein the action is to be taken.
- C. Adoption or ratification of these bylaws and of any revisions or amendments thereof, must be approved by a two-thirds (2/3) affirmative vote of the general membership present at a duly called meeting. The new By-Law change, revision, or amendments will be effective immediately upon an affirmative vote of the general membership, unless another effective date is stated in the change, revision or amendment.

**SECTION 6: DISSOLUTION.** Dissolution of the Association shall be by a 2/3 affirmative vote of the general membership present at a duly called meeting specifically for this purpose. (See also Article II.)

Article XI  
PARLIAMENTARY AUTHORITY

**SECTION 1. RULES OF ORDER.** Roberts Rules of Order, or any version of Roberts Rules of Order, shall apply in the proceedings of any meeting.

**Section 2. Standard Operating Procedures.** The Standard Operating Instructions, standards and guidelines may be found in the LHA Policy Book. The LHA Policy Book is the recognized manual for daily operations of the organization. The LHA Policy Book may be changed, or amended by a two-thirds majority vote of those Board members present at a duly warned meeting (whereby such suggested changes are listed as an agenda item) as a part of normal business. Changes to Department or Regional