

NWTA Constitution and By-Laws

March 2018



**THE CONSTITUTION & BY-LAWS OF
THE NORTH WEST TERRITORY ALLIANCE**

Constitution as last amended 1 Nov 2008

By-Laws as last amended 3 March 2018

MISSION STATEMENT page 2

CONSTITUTION pages 2-5

Preamble

Article I: Basic Objectives

Article II: Membership

Article III: National and Staff Officers

Article IV: Board of Directors

Article V: Meetings

Article VI: Elections

Article VII: Operational Limitations

Article VIII: Dissolution Clause

Article IX: Amendments to the Constitution

BY-LAWS pages 6-10

Article I: Membership

Section 1: General Definition

Section 2: Unit Membership

Section 3: Individual Membership

Section 4: Dues

Section 5: Guests

Article II: National and Staff Officers

Section 1: National Officers

Section 2: Staff Officers

A. Staff Elected by the Board of Directors

B. Staff Appointed by the Commander

Section 3: Removal of Officers

Article III: Board of Directors

Section 1: Quorum

Section 2: Voting

Section 3: Directors

Section 4: Further Responsibilities of the Board

Section 5: Meeting Dates

Section 6: Motions

Section 7: Amendments to the By-Laws

Section 8: Amendments to the Operations Manual

Article IV: Disciplinary Measures

Section 1: Disciplining Units or Individuals

Section 2: Voting on Disciplinary Matters

Section 3: Filing Charges

NWTA MISSION STATEMENT

The North West Territory Alliance is an educational organization composed of volunteers who strive to present, as accurately as possible, a realistic portrait of military and civilian life during The American Revolution.

NWTA CONSTITUTION

Last Amended 1 November 2008

PREAMBLE:

Resolved, that the North West Territory Alliance (NWTA) is a living history organization, formed to promote interest in the American Revolution of 1775-1783 by honoring the courage and devotion of those who participated.

ARTICLE I: BASIC OBJECTIVES:

- A. To strive for an accurate representation of the causes, conduct and results of the war; to reproduce the arms, equipment and clothing of the period; and to create an educational environment by participation in reenactments and other historical activities.
- B. To encourage historical research.
- C. To support NWTA activities conducted by member units.

ARTICLE II: MEMBERSHIP:

- A. No group or individual shall be denied membership in the NWTA because of race, creed, national origin, gender, physical handicap or sexual orientation. No unit or member thereof shall be denied membership in the NWTA because of race, creed, national origin or sex. ¹
- B. Groups or individuals applying for NWTA membership shall comply with all requirements of the NWTA Constitution and By-Laws. ²
- C. NWTA members shall be governed by the NWTA Constitution and By-Laws. ³
- D. Each Member Unit of the NWTA shall be free to set its own standards of membership within the limits set by the NWTA. ⁴
- E. Each Member Unit of the NWTA shall be free to belong to other organizations as it sees fit.
- F. **Voting Rights:** Each individual NWTA member who has paid his/her dues (or has had them waived because of military service) and has remained a member in good standing for at least 60 days prior to the date of the election is entitled to one vote in National Elections and on any question submitted to the membership for approval, including ratification of Constitutional Amendments and decisions at General Membership Meetings. ⁵

¹ 1Nov. 2008, revised

² 1Nov. 2008, revised

³ 1Nov. 2008, revised

⁴ 1Nov. 2008, revised

⁵ 1 Nov. 2008; 26 May 2007 (as part of Art VI)

ARTICLE III: NATIONAL AND STAFF OFFICERS:

- A. At a minimum, the National Officers shall be the following, their terms and duties being described in the By-Laws (Reg. #00-03):
 - 1. The Commander shall function as the president of the organization.
 - 2. The Deputy Commander shall function as the vice-president.
 - 3. The Adjutant shall function as the secretary.
 - 4. The Paymaster shall function as the treasurer.
 - 5. The Scribe shall function as the recording secretary.
- B. Staff Officers shall exist as prescribed in the By-Laws.

ARTICLE IV: BOARD OF DIRECTORS:

- A. The Board of Directors shall consist of the commander or leader of each Full Member Unit or his or her alternate. Each Full Member Unit shall have equal voice and vote; ex-officio members have equal voice, but no vote. A Member's duty shall only be that of a general representative, unless additional specific authority is designated by the Board.
- B. The Board of Directors shall create rules and regulations in regard to administration, membership, financing policy, activities and the general welfare of the NWTAs. These shall be the BY-LAWS OF THE NWTAs.
- C. The Board of Directors shall determine all questions of NWTAs business and policy not specified in this Constitution and the By-Laws and shall in all respects be the governing body of the NWTAs. To this end, the Board shall be limited and bound by the provisions of this Constitution and the Articles of Incorporation in all matters, except as otherwise provided for under the Corporation Laws of the State of Illinois.
- D. The Board of Directors shall act as a judicial body in regard to matters of dispute within the membership. When taking disciplinary action as described in the By-Laws, the Board must call a special meeting to consider the question. The individual or unit involved shall be given thirty (30) days notice in writing of the charges, and the time, the date and the place of the meeting. The accused may present, call witnesses and offer a defense.

ARTICLE V: MEETINGS:

- A. The Board of Directors shall meet on the call of the Commander or may call itself into session.
- B. General Membership Meetings may be called by petition from the membership or by the Board of Directors. The time, place and date shall be announced to the membership at least thirty (30) days in advance. Each individual NWTAs member who is present and meets the voting requirements set forth in this Constitution Article II is allowed one vote. Proxies are not accepted.⁶
- C. Roberts Rules of Order Revised shall be the parliamentary authority in all matters not specified by the Constitution and By-Laws of this corporation.

⁶ 1 Nov. 2008, revised

ARTICLE VI: NATIONAL ELECTIONS:⁷

- A. National Elections shall consist of, but not be limited to, the election of the NWTAA Commander.⁸
- B. Eligibility to vote in National Elections shall be as described in Article II: Membership.⁹
- C. The time, place, date, and method of voting for any National Election shall be determined by the Board of Directors and announced to the membership at least thirty (30) days in advance.
- C. The Board of Directors shall provide for absentee balloting and voting by secret ballot in all National Elections. ¹⁰
- E. The winner of the National Election for Commander shall be determined by a simple majority of the eligible votes cast.¹¹
- D. The Commander or Board of Directors may appoint a nominating committee in advance of the National Election for Commander.

ARTICLE VII: OPERATIONAL LIMITATIONS:

- A. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on:
 - a. by a corporation exempt from Federal income tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or,
 - b. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Law).

ARTICLE VIII: DISSOLUTION CLAUSE:

Upon dissolution of the corporation, the Board of Directors (Trustees) shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization, or organizations organized and operating for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Directors (Trustees) shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purpose.

⁷ 1 Nov. 2008, entire article revised

⁸ 1 Nov. 2008

⁹ 1 Nov. 2008

¹⁰ 1 Nov. 2008, revised; 28 July 2007

¹¹ 1 Nov. 2008

ARTICLE IX: AMENDMENTS TO THE CONSTITUTION:¹²

- A. Proposals to amend the Constitution of the NWTA must be submitted in writing to the Board of Directors. If the Board approves them, the proposals shall be submitted to the NWTA membership for ratification.
- B: Eligibility to vote on Constitutional Amendments shall be as described in Article II: Membership.
- C. Members shall be notified of the proposed amendments, and of the time and place of the ratification vote and method of voting at least thirty (30) days in advance.
- D: The Board of Directors shall provide for absentee balloting and secret ballot for votes to ratify Constitutional Amendments.
- E. Amendments to the NWTA Constitution shall be ratified by a three-fourths (3/4) majority of the eligible members voting on the question.

¹² 1 Nov. 2008; entire article revised

NWTA BY-LAWS ¹³
Last Amended March 2018

Article I: MEMBERSHIP:

Section 1: GENERAL DEFINITION:

- A. Units and/or individual members of the NWTA must portray a military unit that participated in the American Revolution or a non-military organization, group of individuals and/or an individual which existed in North America during the time period 1775-1783.
- B. **Member in Good Standing:** Membership in Good Standing is conferred upon any Unit or Individual Member whose current dues have been paid and is not currently under any disciplinary action.

Section 2: UNIT MEMBERSHIP:

- A. **Full Member Unit:** A Full Member Unit shall consist of five (5) or more persons who have paid dues, submitted all required paperwork including the General Impression Reference Form (GIR) and Individual Impression Reference Forms (IIR) for each member, completed inspection by the Inspector General's Department and met all other membership requirements outlined in the NWTA By-Laws and Operations Manual. Full Unit Membership is approved, denied, or reinstated by a simple majority vote of the Board of Directors. A Full Member Unit's Commander or his/her alternate is a member of the Board of Directors.
- B. **Probationary Member Unit:** A Probationary Member Unit is any former Full Member Unit that no longer meets the Full Member Unit requirements, or has been moved to that status by a simple majority vote of the Board of Directors. The Probationary Member Unit Commander or his/her alternate no longer holds a vote as a member of the Board of Directors but is an ex officio member of the Board of Directors.
- C. **Applicant Unit:** An Applicant Unit is any unit that has applied for membership in the NWTA, by paying at least five (5) member's dues and submitting a GIR to the Inspector General's Department. Once a unit has participated at two (2) events with a minimum of five (5) members in attendance, submitted IIRs, and completed inspection with a favorable report from the Inspector General's Department, Applicant Units are moved to Full Member Unit status by a simple majority vote of the Board of Directors. The Applicant Unit Commander or his/her alternate is not a member of the Board of Directors.
- D. **Unit Dissolution:** A Full Member Unit may at any time remove themselves from the NWTA. The Unit Commander must notify the Board of Directors of this intent. This dissolution will become active at the next meeting of the Board of Directors. There will be no refund of previously paid dues. Any members of the Full Member Unit that wish to remain with the NWTA may retain their membership by joining a current NWTA unit, the Civilians-at-Large (see Section 3-E), or the LIV (see Section 3-D). Upon leaving the NWTA, the Full Member Unit forfeits all benefits involved in Membership, including the ability to participate in NWTA events. Should the unit wish to rejoin the NWTA at a later date, they must reapply for membership following the guidelines in Section 2-C.¹⁴

Section 3: INDIVIDUAL MEMBERSHIP:

- A. **Full Member:** A Full Member is a member of a Full, Probationary or Applicant Unit of the NWTA. They have met all requirements for membership and have all rights and privileges as prescribed by the NWTA By-Laws and Operations Manual, including voting privileges.
- B. **Dependent Member:** Dependent Members are legal dependents of Full Members. They pay no dues and have no voting privileges.
- C. **Lady and Gentleman Volunteers:** Lady and Gentlemen Volunteers are deserving persons who are appointed by the Board of Directors to a status of honorary membership. They pay no dues and have no voting privileges

¹³ 7 Nov 2015, By-Laws completely revised

¹⁴ 3 Mar 2018, added

- D. **The Loyal Irish Volunteers (LIV):** The Loyal Irish Volunteers shall be the recruiting unit of the NWTa. Individuals may become members of this unit and continue their membership in this unit for up to two (2) years. During that time period, individuals may attend events with various other units in order to determine which unit they will want to join on a permanent basis. They pay dues and retain voting privileges.
- E. **Civilian-At-Large:** Civilian-At-Large members are members who portray civilian individuals. They pay dues and retain voting privileges. Once the Civilian-At-Large membership reaches five (5) or more paid members, the unit may elect a Director to represent the unit at all Board Meetings. Civilian-at-Large members are subject to inspection by the Inspector General's Department.

Section 4: DUES:

- A. NWTa Membership is contingent upon payment of dues. Individuals who fail to pay dues shall be barred from events until payment is made.
- B. Dues are paid for the calendar year and are due by the March Board of Directors meeting each calendar year. Late dues will not be prorated.
- C. Full Member Units with fewer than five (5) paid members as of the March Board of Directors meeting shall automatically be reduced to Probationary Member Unit Status until such time as additional unit memberships are paid.
- D. Any unit which has had zero (0) paid members for two (2) consecutive calendar years will automatically have their NWTa membership revoked and must reapply for membership.¹⁵
- E. **Family Membership:** Family Membership shall consist of two (2) individual members living at the same address and their legal dependent(s). Family Memberships are entitled to two (2) votes in all elections.
- F. **Single Membership:** Single Membership shall consist of one (1) individual member and his or her legal dependent(s).
- G. **Military Waiver:** A Military Waiver of single or family dues will be granted to any Individual Member who is currently serving in any branch of the U. S. Armed Forces.

Section 5: GUESTS:

- A. **Individual Guest:** An individual may participate as a guest of any unit as long as the guest has not been a member of the NWTa within the past two years. No guest may participate with the NWTa at more than two (2) events unless he or she becomes a member. Minors are exempt from the above restrictions.
- B. **Guest Unit:** A group from another Revolutionary War period reenactment organization may attend as the guest of a Full Member Unit of the NWTa. The unit hosting the Guest Unit shall be responsible for registering the Guest Unit for the encampment and for the conduct of the Guest Unit, adherence to safety regulations and adherence to NWTa authenticity regulations. No Guest Unit may participate with the NWTa at more than two (2) NWTa sanctioned events per year without becoming a member unit.

Article II: NATIONAL AND STAFF OFFICERS:

Section 1: NATIONAL OFFICERS:

- A. **The Commander:** The Commander shall be elected in each odd-numbered year from eligible members in good standing. The Commander shall serve for a term of two (2) years, or until a successor is elected, commencing with the November meeting of the Board of Directors in the election year. He or she is an ex-officio member of all Departments and Committees. In case of a vacancy in the office, the Deputy Commander shall serve until a special election can be held.¹⁶
- B. **The Deputy Commander:** The Deputy Commander shall be appointed by the Commander. The Deputy Commander's term shall be concurrent with that of the Commander. The Deputy Commander shall serve as Acting Commander in the absence of the Commander. He or she is an ex-officio member of all Departments and Committees.

¹⁵ 3 Mar 2018, revised

¹⁶ 3 Mar 2018, revised

- C. **The Adjutant:** The Adjutant shall be elected by the Board of Directors at the November Board meeting in non-election (even-numbered) years. The term of the Adjutant shall continue for two (2) years at which time it shall automatically expire. The Adjutant serves as membership and administrative coordinator.
- D. **The Paymaster:** The Paymaster shall be nominated by the Commander and elected by the Board of Directors. The Paymaster's term shall be concurrent with that of the Commander. The Paymaster shall have charge of all NWTAs funds. The Paymaster may not disburse non-budgeted funds without the approval of the Board of Directors.
- E. **The Scribe:** The Scribe shall be appointed by the Commander. The Scribe's term shall be concurrent with that of the Commander. The Scribe shall maintain the minutes of the organization.

Section 2: STAFF OFFICERS:

A. STAFF ELECTED BY THE BOARD OF DIRECTORS

- 1. **Inspector General:** The Inspector General shall be elected by the Board Directors at the November Board meeting, and shall serve for a term of three (3) years.¹⁷ The Inspector General has the right to appoint individuals to serve as Staff Inspectors under his/her authority. The Inspector General shall be in charge of the authenticity of clothing and accouterments of NWTAs members.
- 2. **Communications Director:** The Communications Director shall be elected by the Board of Directors and shall serve a three (3) year term. The Communications Director shall produce a newsletter and other official NWTAs publications. The Communications Director may appoint members of his/her staff.¹⁸
- 3. **Audit Committee Chairperson:** The chairperson of the Audit Committee shall be elected by the Board of Directors at the November Board meeting, and shall serve for a term of three (3) years. An individual serving as chairperson may not succeed himself or herself. The Audit Committee Chairperson may appoint members of his/her staff with terms to be concurrent with that of the chairperson.
- 4. **Corporate Agent:** The corporate Agent shall be elected by the Board of Directors at any regularly scheduled board meeting and shall serve an open-ended term. The Corporate Agent is responsible for all interaction with the State in which the NWTAs is incorporated.

B. STAFF APPOINTED BY THE COMMANDER

The following staff officers shall be appointed by the Commander, to serve a term concurrent with the Commander. Staff officers may appoint the members of their respective departments.

- 1. **Provost Marshal:** The Provost Marshal shall be responsible for general safety within the organization and be an ex-officio member of all Safety Departments and Committees.¹⁹
- 2. **Artillery Safety Officer:** The Artillery Safety Officer (A.S.O.) is responsible for the general safe operation of all NWTAs artillery. The A.S.O. shall head the Artillery Safety Department as outlined in the NWTAs Operations Manual in the Artillery Demonstrations section. The A.S.O. reports to the Provost and in the absence of the Provost, assumes the duties of Provost. The A.S.O. will appoint a Deputy Artillery Safety Officer to assume the duties of artillery safety if the A.S.O. is absent or acting as Provost Marshal.²⁰
- 3. **Horse Safety Officer:** The Horse Safety Officer (H.S.O.) is responsible for the general safe operation and management of all horses in the NWTAs. The H.S.O. shall head the Horse Safety Department as outlined in the NWTAs Operations Manual in the Horse Regulations section. The H.S.O. reports to the Provost and in the absence of the Provost and the A.S.O., assumes the duties of Provost. The H.S.O. will appoint a

¹⁷ 3 Mar 2018, revised

¹⁸ 3 Mar 2018, revised

¹⁹ 3 Mar 2018, revised

²⁰ 3 Mar 2018, revised

Deputy Horse Safety Officer to assume the duties of horse safety if the H.S.O. is absent or acting as Provost Marshal.²¹

4. **Quartermaster General:** The Quartermaster General shall be in charge of maintaining the general authenticity of the camp. The Quartermaster General reports directly to the Inspector General.²²
5. **Inspector of Music:** The Inspector of Music shall coordinate the activities and training of NWTA musicians.
6. **Judge Advocate General:** The Judge Advocate General is responsible for interpreting any and all questions regarding the NWTA Constitution, NWTA By-Laws, or any other rule/regulation of the NWTA.
7. **Insurance Chairperson:** The Insurance Chairperson shall obtain public liability insurance for the NWTA, subject to the approval of the Board of Directors, and shall be the primary contact person with the insurance agency.
8. **Technology Coordinator:** The Technology Coordinator is responsible for maintaining the NWTA website and other technological support systems. The Technology Coordinator may appoint members of his/her staff.²³
9. **LIV Coordinator:** The LIV Coordinator shall function as the primary recruiting contact for the NWTA.
10. **Other Staff Officers:** The Commander may appoint other staff officers, as needed, subject to the approval of the Board of Directors. Staff Officers appointed by the Commander serve a term concurrent with the Commander.

Section 3: REMOVAL OF OFFICERS:

Any National or Staff Officer or appointed Staff Member may be removed from office for cause by the Board of Directors. A $\frac{3}{4}$ majority vote is required to remove any National or Staff Officer or appointed Staff Member. Any staff member unable to fulfill his or her duties may be removed and replaced temporarily by the Commander, subject to approval by the Board at the next board meeting. In such cases, the removed staff officer is entitled to trial before the Board of Directors.

Article III: BOARD OF DIRECTORS:

Section 1: QUORUM:

- A. **Regular Quorum:** For the purposes of a Board meeting a quorum shall be required to do business. A quorum shall be defined as more than fifty (50) percent of the total number of current Board Members or designated alternates from units that have been represented in at least one (1) Board Meeting within the past three (3) years, preceding the date of the meeting at which the roll is being called, including the current meeting.²⁴
- B. **Emergency Quorum:** In emergency situations, the Board may act without a regular quorum. At such a meeting, an emergency quorum is one quarter (1/4) of the current Board members from units that have been represented in at least one (1) Board Meeting within the past three (3) years preceding the date of the meeting at which the roll is being called, including the current meeting. An emergency majority is three fourths (3/4) of those present.²⁵

An emergency quorum must declare that an emergency exists before any other vote can be taken. All votes require an emergency majority. Any action taken must later be reviewed and approved by majority vote of the Board of Directors when a regular quorum is present.

Section 2: VOTING: Unless otherwise specified in the NWTA Constitution or the Bylaws, a simple majority vote is required for passage of any question before the Board of Directors. A

²¹ 3 Mar 2018, added

²² 3 Mar 2018, revised

²³ 3 Mar 2018, revised

²⁴ 3 Mar 2018, revised

²⁵ 3 Mar 2018, revised

simple majority is defined as more than fifty (50) percent of those present [abstentions effectively count against adoption.

Section 3: DIRECTORS

- A. **Alternate Directors:** Each unit may appoint two alternate Directors, who must be registered by name, in writing, with the NWTa Adjutant and Scribe. These alternates need not be members of the unit. In the absence of the unit leader or commander, the first alternate would attend in his or her place, be counted for purposes of a quorum, and vote. In the absence of both the unit commander and the first alternate, the second alternate would perform such duties.
- B. NWTa unit commanders and/or their alternate director(s) must be members in good standing in the NWTa.
- C. No leader, or commander, or alternate may carry more than two (2) votes.

Section 4: FURTHER RESPONSIBILITIES OF THE BOARD:

- A. The Board of Directors shall determine the financial, safety, authenticity and procedural policies of the organization set forth in the Operations Manual, set schedules, assess dues and conduct any other business that is imperative to the operation of the organization.
- B. Appoint individuals to be in charge of specific NWTa functions.
- C. Set age and other restrictions for the use of firearms.
- D. Authorize and determine the editorial and business policies of NWTa publications, which shall be executed by the Communications Director. No writing of controversial nature shall be published without approval of the Board, except in the form of editorial comment - labeled as "editorial comment".²⁶

Section 5: MEETING DATES: The Board of Directors shall normally meet on the first or second Saturday of each March, the first or second Saturday of each November, and on an event weekend, as determined at the prior March meeting.

Section 6: MOTIONS: When required by the Commander, motions presented for action at a Board of Directors meeting shall be in written form.

Section 7: AMENDMENTS TO THE BY-LAWS: By-Laws may be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing and mailed to each Unit Commander at least two (2) weeks prior to such meeting.

Section 8: AMENDMENTS TO OPERATIONS MANUAL: The Operations Manual may be amended at any regular meeting of the Board of Directors by a simple majority vote.²⁷

Article IV: DISCIPLINARY MEASURES:

Section 1: DISCIPLINING UNITS OR INDIVIDUALS: Individuals and/or units who commit acts which are in violation of the Constitution or By-Laws, or which are injurious to the NWTa or its members, may suffer one or more of the following disciplinary measures:

- A. Be suspended from participation for the duration of the event involved.
- B. Be reduced to Probationary Status for a specific period of time by the Board of Directors. At the end of said time, the status of the individual or unit will be reviewed.
- C. Have their membership suspended for a specific period of time by the Board of Directors. At the end of said time, the status of the unit or individual will be reviewed.
- D. Be expelled from the NWTa.

Section 2: VOTING ON DISCIPLINARY MATTERS: In any disciplinary matter, a three-fourths (3/4) majority of a quorum of the Board of Directors is required.

Section 3: FILING CHARGES: Charges may be filed with the Board of Directors by any NWTa member. The individual filing charges must attend the next meeting of the Board of Directors to present the charges and to substantiate them.

²⁶ 3 Mar 2018, revised

²⁷ 3 Mar 2018, revised