

THE ARMY OF THE RAPPAHANNOCK REENACTORS ASSOCIATION

By-Laws

Drafted January 01, 2024

Article I: Organization Name

- A. The name of the organization shall be THE ARMY OF THE RAPPAHANNOCK REENACTORS ASSOCIATION (hereafter in this document referred to as ARRA)

Article II: Purpose

- A. The purpose of the ARRA shall be historical education, demonstrations, and preservation of the American Civil War period. The organization will accomplish this by sponsoring and/or Participating in reenactments, living history events and other activities which will further its goals. The ARRA is a not for profit organization.

Article III: Financial Gain

- A. The ARRA does not and shall not allow financial gain, incidentally or otherwise, to any individual member, member unit, military, staff or corporate officer. The ARRA is organized exclusively for voluntary, charitable, educational and historical research purposes. No part of net earnings or other receipts of the organization shall be to the benefit of, or be distributed to its members, directors, officers or other private person except that the organization is empowered to pay reasonable compensation for costs incurred for services rendered as approved by the Board of Directors in accordance with the purposes set forth in the purposes clause.

Article IV: Definitions

- A. Unit: A living history or military organization that has paid the annual unit membership dues as a non-probationary member of the ARRA consisting of five or more reenactors.
- B. Congress: The Congress is made up of all elected Company Commanders and a Representative from each member unit of the ARRA.
- C. Board Of Directors: At the pleasure of the Congress of the ARRA, the corporate structure and the business needs of the ARRA shall be administered by the Board of Directors. The Board of Directors shall consist of the President, Secretary, Treasurer and 2 Directors at Large. Each of the Members of the Board will serve a 3-year term, with the exception of the President who will serve a 4-year term. The Congress elects the President. The Directors will vote for the remaining Board Officers.
- D. Unit Representative: A voting member of the Congress, each member unit shall be represented by a selected member of the unit and may be elected or appointed as determined appropriate by the members of the individual ARRA member unit.
- E. Line Company: The basic unit within the ARRA is the Infantry Line Company, Artillery Battery or Cavalry Troop. Each Infantry Line Company shall be comprised of as many member units as necessary to form a Company of not less than 10 rifles on a reasonably consistent basis.

- F. Line Company Commander: An individual elected to command a Line Company in the ARRA. Each Line Company shall be commanded by a Line Company Commander at a rank no higher than Captain (O-3). The Line Company Commanders shall be members of the Congress. Without exception, each member unit shall be assigned to a Line Company and to a Line Company Commander elected by the member units of their Company and approved by the Congress of the ARRA at the annual meeting.
- G. Battalion: Not less than four Infantry Line Companies may form a Battalion – commanded by either a Lt. Colonel or a Major.
- H. Regimental Commanders: Each Regiment of Infantry in ARRA shall be commanded by a Colonel. Executive Officer (XO) will be a Lt. Colonel and 1st Battalion Commander and the Major will be the 2nd Battalion Commander.

1. Regimental Commanders shall be elected every three years by a majority vote of the Congress of the ARRA.

Article V: Order of Battle

- A. Under optimal conditions, the ARRA shall be organized as follows:
1. The Colonel shall have overall command of the Regiment. The Lt. Colonel (XO) shall have Command of 1st Battalion and the Major shall have command of 2nd Battalion.
 2. In the event of the absence of the Colonel, the Executive Officer (XO) shall assume command. In the event the Lt. Col. cannot take command the Major will assume command. In the event that no elected Field Commanders can assume command, the most senior Company Commander will assume command.
 3. The ARRA shall keep an updated list of commission dates on all Company Commanders on file in the event of succession issues.
 4. In the event of death, resignation or any other reason that the elected Colonel cannot finish his term, the Lt. Col. (XO) will be brevetted to Colonel until such time as the annual meeting arrives and a vote of the congress can be taken to make the rank official. The Major will be brevetted to Lt. Colonel and a line Company Commander brevetted to the rank of Major, to finish out those terms.

Article VI: Board of Directors

- A. The Board of Directors of the ARRA shall consist of the following:
1. President
 2. Secretary
 3. Treasurer
 4. 2- Directors at Large
- B. The Board of Directors will meet annually with the Congress of the ARRA at an annual meeting.
- C. The Board of Directors shall have the power to hold meetings to make unforeseen decisions affecting the Corporate issues at hand.

1. These meetings may be held in person, via telephone, or if necessary, via email.

Article VII: Congress

1. The Congress will be made up of all elected Company Commanders, Battery Commanders, Cavalry Commanders and a Representative from every Unit within the ARRA.

2. As the Board of Directors oversees the Corporate needs of the ARRA, the Congress will oversee the Military and Camp needs of the ARRA.

3. The Congress can convene a Meeting and/or a disciplinary hearing for conduct unbecoming of an Officer, NCO, Private or Civilian. The guidelines set down in our authenticity manual will cover the correct conduct of everyone, on the field and in camp.

4. The conduct of the military participants, as well as the civilians, in camp will be held to certain authenticity standards. These are not to be construed as "thread Counters" and overbearing standards that impose a hardship on the individual or Unit.

5. The Congress reserves the right to eject any person from an event or Living history if their conduct does not coincide with the Authenticity Manual, SOP or Bylaws. Such action can only be taken after a proper Hearing/Meeting is convened at the event by the Congress.

6. The disciplinary action that is doled out will be determined on a case-by-case basis by the Congress.

7. No person is above being "called on the carpet" by the Congress right up to and including the Military Commander. Especially the Military Commander, as his conduct should be a model for the rest of his men/civilians to follow.

8. The Congress will need not convene a Hearing/Meeting in trivial matters such as not saluting a superior Officer, Ladies going to the "port a johns" in the middle of the night in sweatpants, or any other infractions considered minor. These will be handled by the Military staff and Company Commanders.

9. Only serious infractions that jeopardize the Safety or wellbeing of the people of the Regiment, foul and offensive language directed at the Regiment or individuals, obscene gestures on the field and in camp, assaulting any individual on the field or in camp, and incompetence and/or dereliction of duty by any Military Command Staff, are just examples of what can warrant a Hearing/ Meeting by the Congress.

Article VIII: Annual Meeting

A. Once annually, the ARRA must hold an annual meeting.

B. The purpose of the Annual Meeting shall be to conduct the official business of the ARRA.

C. Official business of the ARRA may include but is not limited to:

1. Election of Corporate Officers
2. Election of Command Officers
3. Adoption of Line Company Commanders
4. Appointment of Civilian Coordinator (if applicable)
5. Annual Finance Report
6. Official Correspondences
7. Annual Reenacting Schedule

D. Elections are to be held when applicable for Corporate and Field Command Officers at the annual meeting.

1. Nominations can be taken from the floor, if necessary, at the annual meeting by any member of the ARRA for any office not on the regular ballot. No second is required.
2. The Annual Meeting will be open to any member of ARRA regardless of rank or position.
3. A candidate for Office may announce his run at any time during the year. But may not be nominated until on or after October 30th, with a 4-week window to follow. After such time nominations will be closed, ballots prepared (if needed) and sent to the congress for vote.
4. The vote for Officers can be by Verbal, Written Ballot or By Show of Hands, except in the case of a contested position, at which time there will be an email paper ballot prepared at the direction of the Secretary or election committee (if one is seated). The ballots will then be returned to the Secretary or election committee in such time as to be read and the results divulged at the annual meeting of the ARRA.
5. All candidates for Field Commanders, (Colonel, Lt. Col. and Major) must have at least 3 years experience as an elected company commander to be eligible to run for those positions.
6. An election committee may be appointed to oversee the election process if approved by the congress and seated prior to the October 30th opening of nominations.
7. The incumbent candidate for any Corporate or Field Command Offices will automatically be nominated. But the candidate must return their letter of acceptance of the nomination to the Secretary or election committee within the 4- week window to be eligible to run.

Article IX: Membership

A. Only units may become member units of the ARRA.

1. Individuals must be members of a Unit to be considered members of the ARRA.
2. Elected Officials of the ARRA must be members of a Unit within ARRA. To include President, Secretary, Treasurer, Directors at Large, and All elected Field Grade Officers and Civilian Coordinator.
3. A unit becomes a member unit of the ARRA when it receives a majority vote of the congress of the ARRA at the annual meeting.

4. Membership in the ARRA is open to any Living History/Reenacting organization willing to comply with the bylaws of the ARRA and sponsored by one or more existing line companies.
5. All prospective Units that wish to join the ARRA must complete a one-year probationary period under command of a permanent sponsor unit. After successfully completing the probationary period, a vote will be taken by the Congress of the ARRA at the next annual meeting to accept the unit into full membership.
6. Any Unit that has successfully completed their probationary period and leaves the ARRA for whatever reason and decides to return to the ARRA, does not have to repeat probation. But, will have to be voted back in by a majority vote of the congress.

Article X: Notices

- A. Whenever written notice is required to be given to any person, it may be given to such person, either personally, by sending via first class mail or by valid electronic communication.

Article XI: Amendments

- A. By-laws may be adopted, amended, or repealed by a vote of the Congress of the ARRA at the Annual Meeting of the ARRA.
 1. A proposed Amendment to the bylaws must be in writing and submitted to the Commander and/or the Secretary as soon as possible on or before October 30th to be sure it is included on the Annual Meeting Agenda.
 2. Any member of the ARRA, regardless of rank or position, can propose an amendment to the bylaws in writing.
 3. At the pleasure of the Congress, a Bylaws committee can be formed of any members of the ARRA. The Committee would look into the bylaws from time to time as the organization evolves. Their recommendations would be submitted in writing for discussion and voting at the annual meeting.

Article XII: Indemnification of Board of Directors, Officers, and Member Units

- A. The ARRA agrees to indemnify, defend and save harmless the Board of Directors, its Officers, and Member Units, from and against all liability, loss, cost, or expense (including attorney's fees) by reason of liability imposed upon the Client, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

Article XIII: Dissolution

- A. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 C (3) of the IRS Code, or shall be distributed to the Federal, State, or Local government for public purposes.