

By Laws, Second Amended

Our bylaws were adopted by the Board of Directors on October 20, 2012 and confirmed by the HMGS-PSW membership, by ballot on March 23, 2013.

The First Amended By Laws were approved by during the General Meeting on October _____ 2021 and took effect on January 1 2022.

The Second Amended By Laws were submitted to the members via ballot mailed in August 2024. If approved by our Membership Meeting at Mini-Wars 2024 they will take effect on January 1, 2025

Article I OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in California.

Section 2. Other Offices. The Corporation may also have an office or offices within the state of California as the business of the Corporation may require and the Corporation officers may from time to time appoint.

ARTICLE II PURPOSE

The purpose of the Corporation is exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and the running of educational programs promoting historical miniature gaming and military history. The Corporation shall not be operated for profit and no part of its net earnings shall inure to the benefit of any of its officers or members or of any private individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. In furtherance of its purposes the Corporation shall serve as a fund raising vehicle enabling the public-at-large to make gifts commensurate with their concern for the promotion of education and development of historical gaming and military history.

The Corporation has a racially non-discriminatory policy towards members and does not discriminate against applicants on the basis of race, color, sex, sexual orientation, nationality or ethnic origin. To fulfill its purposes and goals, the Corporation will solicit donations and contributions from the public. The Corporation will receive and administer funds for such charitable and educational purposes such as providing members and the public-at-large with educational demonstrations, seminars and conventions devoted to the various aspects of historical gaming and military history.

ARTICLE III MEMBERSHIP

Section 1.

(a) The eligibility and qualifications for membership, and the manner of admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and number of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

(b) The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the Corporation.

(c) Membership is restricted to persons eighteen (18) years or older.

Section 2. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the seal of the Corporation or a facsimile thereof.

Section 3. Members, while participating in cooperate events, are expected to follow the principles of good sportsmanship. Members are required to treat each other with dignity, respect, and civility.

Section 4. Violations of the Corporation's Three Principles of Good Sportsmanship may be addressed by the Board of Directors in regularly or special meeting. Gross violations that warrant a motion to expulsion of a member requires two-thirds (2/3) vote of Officers and Directors. In the case a member is expelled that person's membership fees will be returned pro-rated.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1.

(a) The Annual Meeting of Members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation. The Annual Meeting shall be held on a date not more than twelve (12) months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the members on such date or dates as shall be permitted by law. Special Meetings must comply with all requirements stated herein for the Annual Meeting.

(b) Any Annual or Special Meetings of Members may be held at such place within or without of the **State of California** as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

(c) Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that Directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) Written notice, **via electronic means**, stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. **Posting the date, time, location and/or medium of the meeting on the Corporation website.** Notice for an Annual Meeting shall state that the meeting is being called for the transaction of such business as may properly come before the meeting. Notice for the Special Meeting known as the General Membership Meeting shall state that the meeting is being called for the nomination of candidates for election to the Board of Directors and for the transaction of such other business as may properly come before the meeting. Notices of other Special Meetings shall state the purpose or purposes for which the meeting is called. Any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally, by electronic mail, posting on the Corporation web site or by first class mail not less than ten (10) days nor more than fifty (50) days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office, **dispatched to members via email or posted on the Corporation web site.** Any meeting of members may be adjourned from time to time. In such event, it shall be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting given at the meeting so adjourned. In the event the

Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of Directors, shall set forth any amendments to the By-Laws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made.

(e) It is the member's responsibility to keep the Secretary of the Corporation update with current contact information.

(f) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Corporation, which request shall be made at least ten (10) days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

Section 2. At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

Section 3. (a) Meetings of the members shall be presided over by the following officers, in order of seniority: the Chairman of the Board, Vice Chairman of the Board, President, Vice President or, if none of the foregoing is in office or present at the meeting, by a Chairman chosen by a majority of the members in attendance. The Secretary of the Corporation shall act as Secretary of every meeting. When the Secretary is not available, the Chairman may appoint a Secretary of the meeting.

b. (b) Meeting agendas at all membership meetings shall include but not be limited to the following:

Quorum Determination

Call to Order

Reading of Minutes

Old Business

New Business (to include resolution of Procedural Issues)

Officers Reports

Standing Committee Reports

Temporary Committee Reports

Adjournment

Section 4. The conduct of the Annual and any Special Membership Meeting will conform to Robert's Rules of Order.

ARTICLE V MEMBER VOTING DURING ANNUAL MEETING

Section 1. Each member shall be entitled to one vote in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, expressing consent or dissent or otherwise voting without a meeting.

Section 2. To properly supervise voting procedures, the Directors may, but need not, appoint one or more Election Inspectors to act at any meeting and adjournment thereof, or in conjunction with any other methodology as may be specified to express consent, dissent or otherwise vote without a meeting. If Inspectors are not appointed, the presiding officer of a meeting may, but need not appoint Inspectors. Each appointed Inspector shall take and sign an oath faithfully to execute the duties of Inspector with strict impartiality and according to the best of his ability. The Inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented and the existence of a quorum. The Inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The Inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

Section 3.

(a) A minimum of 15 members must be present at any meeting of the Corporation for a quorum to be established and maintained to allow the conduct of business. Members may also adjourn any meeting of the Corporation despite the absence of a quorum.

(b) All other binding action shall be limited to Procedural Issues and will be determined by a majority of the votes cast by the members. Procedural Issues are any issues which are not Substantive Issues, and include, but are not limited to, the capacity to mandate Board of Director action or a Corporation wide referendum on any matter within 90 days. Action on issues approved for referendum shall be determined by a majority of the votes cast. Mandating Board action or a Corporation wide referendum on a Substantive Issue shall be a Procedural Issue.

(c) Procedural Issues shall be included in said Notice by the Secretary of the Corporation if so requested by at least two valid members not less than 30 days prior.

(d) Binding action on Substantive Issues may only be taken through vote of the Board of Directors or by a majority of the votes cast through a Corporation wide referendum.

(e) Corporate member will elect directors, and confirm appointed directors, and vote in cooperate wide referendum though voting procedures via US Mail. Results of the voting will be announced that the yearly corporate meeting.

Section 4. The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than fifty (50) days nor less than ten (10) days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day ten (10) days preceding the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is affixed by the Board of Directors for such adjourned meeting.

Section 5. No vote on business of the Corporation by either the membership or the Board of Directors shall be taken between the hours of Midnight and Seven o'clock A. M. (7:00 A.M.) local time, except is such vote is required for adjournment of a meeting in progress prior to that time.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Corporation shall be managed by a Board of Directors. Each director shall be at least eighteen (18) years of age, and shall be a member of the Corporation during his Directorship. A director of the Corporation may NOT simultaneously serve as a director or officer of another HMGS chapter or similar or competing corporation or organization. The number of directors constituting the entire Board shall be a minimum of (5) persons. The number of Directors may be changed from time to time by amending these Bylaws, but said

number shall never fall below three (3) persons. No decrease shall shorten the term of any director then in office.

Section 2. (a) The membership shall elect Directors to hold office for a period of two (2) years. The election will be by regular mail ballot which will be sent to the membership by first class mail. Ballots will be sent and postmarked no later than 60 days before the Annual Meeting. Final results will be sent and posted no later than 14 days before the Annual Meeting. Three members of the Board will be elected on odd numbered years and two elected on even numbered years. During each of said years, every member may cast votes for up to three or two candidates respectively. Each Director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided. The term of a Director begins at the Board Meeting held immediately **after** the Annual Meeting. In case of special elections; Directors terms will commence at the start of the next board meeting following the election certification. Special election originated Director terms-of-office will end in-accordance-with the above succession conditions and will comply with the following normal term start date regardless of actual service dates.

(b) Nominations for election to the Board of Directors will be opened and closed at the General Membership Meeting prior to the election. Members need not be present to be nominated to the Board.

(c) Nominees for election who desire to present biographical data or a platform will be allowed the opportunity to do so by having said biographical data or platform attached to the ballot which is mailed to every member. Such information will not exceed 500 words in length and must be submitted to the Election Manager prior to a deadline announced no later than the General Membership Meeting.

(d) The **appointed** election officer will maintain election ballots in a sealed container for 30 days following the installation of any newly elected Director(s) or until 30 days pass following the resolution of any election protests.

Section 3. (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation through referendum. The Board of Directors may remove any director thereof for cause only by a two-thirds vote of the entire membership of the Board of Directors **and Officers** meeting in open session.

(b) A Director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

Section 4. Newly-created Directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

Section 5.

(a) Meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time. **Meetings need not be face to face and may be conducted by modern electric means.**

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

Section 6. A majority of the entire members of the Board of Directors shall constitute a quorum.

Section 7. The **President is the** Chairman of the Board, **and will** preside at all meetings of the Board of Directors. If there be no President or in his absence, **no Vice President**, any other Director chosen by the Board shall preside.

Section 8. Whenever the Board of Directors shall consist of more than three (3) persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully designate.

Section 9. Each Director shall be entitled to one vote on each matter submitted to a vote before a duly called and organized meeting of the Board of Directors. **Officers, that are not Directors, may vote only on matters authorized by the By-Laws. The President my vote to make or break aa tie.**

Section 10. No individual may serve more than two consecutive terms as president without first taking a break in service of not less than two (2) years.

ARTICLE VII OFFICERS

Section 1. The Board of Directors may elect or appoint a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. Any two or more offices may be held by the same person except the office of President and Secretary.

Section 2. Each officer shall hold office until the Board Meeting immediately prior to the Annual Meeting of the Membership, and until his/her successor has been duly elected and qualifies. The Board of Directors may remove any officer with or without cause at any time.

Section 3.

- (a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors. **The President serves as the Chairman of the Board of Directors.**

(b) During the absence or disability of the President of the Corporation, the Vice-President, or, if there be more than one, the Executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Executive Vice President for Corporate Compliance shall have all the powers and functions of the President in that person's absence. In addition, The Executive Vice President for Corporate Compliance will ensure that the yearly filing with the California Secretary of State and Office of the Attorney General are completed. In the absence of an Executive Vice President for Corporate Compliance, these duties fall to the Secretary.

(d) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President. The Treasurer shall publish an annual financial report. Said report will be published after the close of the fiscal year but prior to the next scheduled meeting of the Corporation. Additionally, an interim financial report will be provided by the Treasurer during each membership meeting.

(e) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation. The Secretary shall insure that the properly requested resolution of Procedural Issues is added to the agenda of the next membership meeting. He shall also insure that information concerning said issues is properly posted in the appropriate Notice of Meeting.

ARTICLE VIII VOTING BY PROXY

Each **Director** shall be entitled to one vote on each matter submitted to a vote before a duly called and organized meeting of the **Board of Directors**. A **Director** entitled to vote may vote in person or may vote by proxy executed in writing by the **Director**. No proxy shall be valid beyond the close or the termination of the meeting for which such a proxy was executed and delivered. In no event may a proxy be counted in determining the existence of a quorum as specified by the By-Laws.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument, in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances, provided, however, that under no circumstances may any officer or agent of the Corporation act on its behalf to contract for or bind the Corporation in matters where the dollar amount involved exceeds One Thousand Dollars (\$1,000.00), without having first received the written authorization of the Board of Directors by resolution, or otherwise. In the absence of previous board direction, and in order to eliminate unnecessary conditions or charges, only the President or Treasurer (in the President's absence or if the President negotiated the contract) may bind the Corporation by signing contracts in excess of \$1,000.

Section 2. Checks, Drafts or Orders. All checks, drafts, or orders for the payment of money, notes or evidences or indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by either the Treasurer, and Assistant Treasurer, the President, Executive Director, or by a Vice President of the Corporation. In the absence of a determination of the Board of Directors to the contrary by resolution, all checks, drafts, or orders for the payment of money, notes of evidence of

indebtedness issued in the name of the Corporation wherein the amount involved exceeds One Thousand Dollars (\$1,000.00) shall be signed by the officers and agents of the Corporation as designated in the immediately preceding and, in addition, such instruments must be countersigned by another such officer or agent of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may by resolution, select.

Section 4. Investments. The funds of the Corporation may, in the sole discretion of the Board of Directors, be invested in such securities, stocks, bonds, debentures, real estate, partnerships, joint ventures, and syndications as are permitted by law.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, donation, bequest or devise for any purpose of the Corporation.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of and relating to all accounts and funds maintained by it or on its behalf and shall also keep and maintain correct and complete minutes of the proceedings of its Board of Directors. Additionally, the Corporation shall keep at its principal office complete records detailing the names and addresses of all contributors or donors; and these records shall for each such person or entity reflect the specific amount donated or contributed. All books and records of the Corporation may be inspected by any member of the public at large, any donor or contributor, or the agent or the attorney of such donor or contributor for any proper purpose at any reasonable time at the principal offices of the Corporation.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall be 1 January to 31 December.

ARTICLE XII SEAL

The Board of Directors shall provide a corporate seal, which shall be affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

ARTICLE XIII AMENDMENT OF BYLAWS

Section 1. These bylaws may only be amended by vote of the Board of Directors or by a majority of the votes cast through referendum of the Corporation as a whole.

Section 2. **Omitted.**

ARTICLE XIV REMOVAL OF DIRECTORS, OFFICERS AND MEMBERS

Section 1. Each Officer and Director has Fiduciary Duties to the corporations pursuant to California Corporations Code Section 309(a). These duties include but are not limited to loyalty to the corporations and duty of care when making decisions that pertain to the corporation.

Section 2. An officer or director may be removed from their position for a breach of their fiduciary duty or a loss of confidence by the Board of Directors. The motion for removal must state the reason for the motion. The vote of removal requires a two thirds majority of the Officers and Directors to pass. An Officer or Director that has been removed from office has thirty-days (30 days) to return all cooperate property and records to the Board of Directors. Proxy voting is not allowed on a motion or removal for breach of fiduciary duty or loss of continence.

ARTICLE XV

EFFECTIVE DATE OF BYLAWS

The effective date of these bylaws is **31 October 2023** or as amended.