

Amended June 10, 1995, in Division Convention in the City of Albany, Georgia
Includes changes Adopted in 122 nd Annual Georgia Division Convention thru June 8, 2019
at Marriott City Center in Macon, Ga.

SONS OF CONFEDERATE VETERANS

GEORGIA DIVISION

ARTICLES OF INCORPORATION

BY-LAWS

POLICIES

Published by Courtesy of Elmer C. Hogue, Jr. and George W, Smith, Jr.

Foreword

Because of the help, assistance and suggestions of numerous members of the Georgia Division, Sons of Confederate Veterans, and the request of our Division Commander, James Reynolds, we were able to put together what we feel is a workable set of By-Laws under which the Georgia Division can effectively operate.

The First thing contained within this publication is a copy of the Articles of Incorporation of the Georgia Division, Sons of Confederate Veterans, Inc. Our Judge Advocate, Compatriot Ken Smith, advises us that this document is the legal document by which we are incorporated by the State of Georgia. It is in essence our "legal¹ Constitution as regards our official status as a corporation. It provides the broad general framework under which our organization exists as a legal entity recognized by the State of Georgia.

Second comes our By-Laws, which is the document which governs our day by day operating rules. It is essentially what would be our constitution if we were not incorporated.

The third item is the Policies of the Division, as set by the Division Executive Council, Division Commander, and or the Division in Convention.

We hope that all compatriots will receive, study and become familiar with the documents in this publication because they govern all of our activities as and organization.

Comments are welcomed from all compatriots concerning suggestions for future amendments, etc. that might be needed to address the structure of the Sons of Confederate Veterans, Georgia Division, Inc., as we continue to grow in numbers.

Elmer C. Hogue, Jr.
George W. Smith, Jr.

GEORGIA DIVISION, SONS OF CONFEDERATE VETERANS, INC.

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation shall be:

GEORGIA DIVISION, SONS OF CONFEDERATE VETERANS, INC.

ARTICLE II

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The purpose for which the Corporation is formed are the following:

(A) The Corporation is organized exclusively for educational and charitable purposes.

(B) The Corporation is organized to perpetuate the memory of all those who fought for and served the Confederate States of America, to keep alive the ideals and principles for which they fought and served, to keep before all people their deeds of sacrifice and heroism and to do all things necessary to accomplish these purposes.

(C) This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure -to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article IV hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence` legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. 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)(3) of the Internal Revenue Code (or the corresponding provision 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 Code (or the corresponding provision of any future United States Internal Revenue Law)

(D) The Corporation shall have all the privileges, powers, rights and immunities enjoyed by like corporations that may be permitted by the laws of the State of Georgia.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and method of election shall be set out in the bylaws.

ARTICLE VI

The Corporation shall have members. The qualifications for and other matters relating to its members shall be as set forth in the bylaws of the Corporation.

ARTICLE VII

The initial registered office of the Corporation shall be at 1 Jeff Davis Street, P.O. Drawer 900, Hazlehurst, Georgia 30030. The initial registered agent of the Corporation at such address shall be: Ken W. Smith

ARTICLE VIII

The initial Board of Directors shall consist of three (3) members whose names and address are:

1. Charles M. Clements III, Past Commander, Georgia Division, P.O. Box 56, Beuna Vista, Georgia 31803
2. James C. Reynolds, Commander, Georgia Division SCV, P.O. Box 81483, Conyers, GA 30208.
3. Kenneth L. Howell, Adjutant, Georgia Division SCV, 1270 Oakhaven Drive, Roswell, Georgia 30075-1810.

ARTICLE IX

The name and address of the incorporator is: Ken W. Smith, P.O. Drawer 900, 1 Jeff Davis Street, Hazlehurst, Georgia 31539.

ARTICLE X

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for educational and charitable purposes, as described in Article IV hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Superior Court of Jeff Davis County, Georgia, shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

IN WITNESS WHEREOF, We the undersigned have executed these Articles of Incorporation this _____ day of August, 1994.

**JAMES C. REYNOLDS
COMMANDER
GEORGIA DIVISION
SONS OF CONFEDERATE VETERANS**

**KENNETH L. HOWELL
ADJUTANT
GEORGIA DIVISION
SONS OF CONFEDERATE VETERANS**

**KEN W. SMITH
JUDGE ADVOCATE
GEORGIA DIVISION
SONS OF CONFEDERATE VETERANS
INCORPORATOR**

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BY-LAWS

PREAMBLE

We, the representatives of the Camps of the Georgia Division, Army of Tennessee Department, Sons of Confederate Veterans, having incorporated as a non-profit Corporation under the laws of the State of Georgia as "Georgia Division, Sons of Confederate Veterans, Inc.," Do hereby declare the purposes of this Corporation are not for pecuniary gain or profit but are:

1. To provide a Fraternal and Historical Organization of the descendants of those Men who Honorably served the Confederate States of America; and
2. To exist exclusively for Fraternal, Education, and Charitable purposes; and
3. To Perpetuate the Memory of all those who fought for and served the Confederate States of America; and
4. To keep alive the ideals and principles for which our ancestors fought and served; and
5. To keep before all people the noble deeds of sacrifice and heroism of our ancestors; and
6. To comfort, succor and assist needy Sons of Confederate Veterans, their wives, widows and orphans; and
7. To do all Lawful things necessary and proper to accomplish these purposes.

Therefore,

This 10th Day of June, 1995 We, the duly appointed Representatives of the Georgia Camps of the Sons of Confederate Veterans assembled in Division Convention at Albany, Georgia, do adopt, ordain and establish these By-Laws in conformity with the Articles of Incorporation issued by the Secretary of State for The State of Georgia.

By-Laws

ARTICLE I. TITLE

Section 1. The Name of this organization shall be the Georgia Division, Army of Tennessee Department, Sons of Confederate Veterans, hereafter referred to as the Division.

ARTICLE II. DEFINITIONS, HISTORY, LIMITATIONS

Section 1. The term "Division" as used in these By-Laws shall mean "Georgia Division, Sons of Confederate Veterans, Inc."

Section 2. The Division was Incorporated by the Secretary of State for the State of Georgia on January 12, 1994 pursuant to Title 14 of the Official Code of Georgia Annotated.

Section 3. The Registered and Principal Office of the Division shall be determined by the Executive Council from time to time. The Initial Registered and Principal Office under which the Division was Incorporated is 1 Jeff Davis Street, P.O. Drawer 900, Hazlehurst, Georgia, 31539-0900.

Section 4. The private property or private funds of the incorporators or members of the Division shall not be subject to the payments of the debts of the Division or claims against the Division.

ARTICLE III. DIVISION STRUCTURE

Section 1. The Division shall be divided into two Sections; a Northern Section composed of those Camps which make up the following Brigades: 1st, 2nd, 3rd, 10th, 11th, 12th, and 13th, while the Southern Section shall be composed of those Camps which make up the following Brigades: 4th, 5th, 6th, 7th, 8th, and 9th. The specific boundaries of each Section shall be determined by the Division Convention from time to time.

Section 2. The Northern and Southern Sections of the Division shall be divided into Brigades. The number and make up of these Brigades shall be determined by the Division Convention within the limitations of the Constitution of the Sons of Confederate Veterans. Said Brigades shall hereafter be known by number.

Section 3. Brigade alignment:

The 1st Brigade shall consist of those Camps situated in the following counties: Dade, Walker, Chatooga, Catoosa, Whitfield, Gordon, Floyd, Bartow, and Murray

The 2nd Brigade shall consist of those Camps situated in the following Counties: Fannin, Gilmer, Pickens, Cherokee, Union, Lumpkin, Dawson, Forsyth, Towns, White, Hall, Rabun, and Habersham

The 3rd Brigade will consist of those camps situated in the following Counties: Stephens, Banks, Jackson, Barrow, Walton, Franklin, Madison, Clarke, Oconee, Morgan, Putnam, Hart, Elbert, Oglethorpe, Greene, Wilkes, Taliferro, and Lincoln.

The 4th Brigade shall consist of those Camps situated in the following Counties: Monroe, Crawford, Peach, Houston, Pulaski, Jones, Bibb, Twiggs, Bleckley, Dodge, Baldwin, Wilkenson, Laurens, Hancock, Washington, Telfair and Johnson.

The 5th Brigade shall consist of those Camps situated in the following Counties: Warren, Glascock, Jefferson, McDuffie, Columbia, Richmond, Burke, Jenkins, Screven, Candler, Northern Bryan and Bulloch.

The 6th Brigade will consist of those Camps situated in the following Counties: Wheeler, Montgomery, Jeff Davis, Toombs, Appling, Bacon, Tattnall, Emanuel, Treutlen, Long, Chatham, Southern Bryan, Liberty, Evans, and Effingham.

The 7th Brigade will consist of those Camps situated in the following Counties: Coffee, Lanier, Lowndes, Echols, Atkinson, Clinch, Ware, Charlton, Pierce, Brantley, Wayne, Glynn, Camden, and McIntosh.

The 8th Brigade will consist of those Camps situated in the following Counties: Dooly, Crisp, Worth, Colquitt, Thomas, Turner, Tift, Cook, Brooks, Wilcox, Berrien, Ben Hill, and Irwin.

The 9th Brigade will consist of those Camps situated in the following Counties: Stewart, Webster, Sumter, Quitman, Randolph, Terrell, Lee, Clay, Calhoun, Dougherty, Early, Baker, Miller, Mitchell, Seminole, Decatur, and Grady.

The 10th Brigade will consist of those Camps situated in the following Counties: Troup, Harris, Muscogee, Chattahoochee, Meriwether, Talbot, Marion, Pike, Lamar, Upson, Taylor, Macon, and Schley.

The 11th Brigade will consist of those Camps situated in the following Counties: Haralson, Carroll, Douglas, Heard, Coweta, and those Camps in Fulton situated South of an East-West line which intersects I-75N at its junction with I-85N.

The 12th Brigade will consist of those Camps situated in the following Counties: Polk, Paulding, Cobb, and those Camps in Fulton situated North of an East-West line which intersects I-75N at its junction with I-85N.

The 13th Brigade will consist of those Camps situated in the following Counties: Gwinnett, DeKalb, Clayton, Fayette, Rockdale, Henry, Newton, Butts, Spalding, and Jasper.

Upon the adoption of this amendment, the present Brigade Commanders shall retain command of the Brigade in which they reside and the camps which preciously comprised the old Brigades. Within 24 hours of the close of the Convention in which this amendment is adopted, the Division Commander shall appoint interim Assistant Commanders of the remaining newly created Brigades who shall serve subject to the authority of the existing Brigade Commanders and shall have no vote on the Executive Council. At the next Division Reunion of an even numbered year, the new Brigade Commanders shall be elected by this Constitution of the Sons of Confederate Veterans.

Section 4. Camps shall be composed of members of the Sons of Confederate Veterans as proved in Article XI of the Constitution of the International Organization of Sons of Confederate Veterans as adopted on July 1, 1896 and amended in subsequent General Conventions.

ARTICLE IV. MEMBERSHIP

Section 1. Membership in the Georgia Division is automatic upon acceptance in a Sons of Confederate Veterans Camp located in Georgia, and in the International Organization of the Sons of Confederate Veterans.

Section 2. Membership is available to all male descendants, lineal or collateral, of those who served honorably in the Confederate military forces or government, as provided in the Constitution of the Sons of Confederate Veterans, Article IV.

Section 3. All applications for membership must be submitted on Official Applications provided by International Headquarters, accompanied by appropriate payment of dues, fees, and per capita taxes.

Section 4. It is the responsibility of the local Camp to examine and certify each applicant as to his qualifications and suitability for membership in conformity with the Constitution and By-Laws of the Sons of Confederate Veterans.

Section 5. Subject to the restrictions of the Constitution of the International Organization of Sons of Confederate Veterans as adopted on July 1, 1896 and amended in subsequent General Conventions, each Camp shall be the Judge of its own Membership, and Members thereof shall be subject to discipline as provided in said Constitution.

ARTICLE V. DIVISION EXECUTIVE COUNCIL

Section 1. Between Division Conventions the administrative power of the Division shall be vested in the Division Executive Council, whose elected members shall be, in fact, a Board of Directors.

Section 2. The Division Executive Council shall be composed of the Division Commander, the Division Lieutenant Commanders, the Division Adjutant, Division Brigade Commanders, the Division Judge Advocate, the Division Chief of Staff, and the immediate Past Division Commander, provided he has served a full two (2) year term, and remains an active member of the Georgia Division. Each member shall have one vote.

Section 3. The immediate Past Division Commander who has served a full two (2) year term, and remains an Active Member of the Georgia Division shall be a voting member of the Executive Council. To serve as such until replaced by his successor. Past Commanders serving on the Executive Council in other capacities, are restricted to one vote each.

Section 4. The Executive Council shall appoint its own Recording Secretary, who will be responsible for keeping minutes, and forwarding same to Executive Council Members and Camp Commanders within ten (10) days after an Executive Council Meeting or a Telecommunications Conference Meeting.

Section 5. A quorum at an Executive Council Meeting shall be defined as a majority of its Members present and voting, excluding the immediate Past Commander.

ARTICLE VI. DIVISION OFFICERS

Section I. All Officers and Appointees must be members in good standing as defined in the Constitution and By-Laws of the Sons of Confederate Veterans, Article XI and XV.

Section 2. At each Division Convention held in a year the date of which is an even number, the Georgia Division shall elect a Division Commander, two Division Lieutenant Commanders (one North and one South), a Division Adjutant and a Division Judge Advocate. At each Division Convention held in a year the date of which is an odd number, Brigade Commanders for each of the Brigades in the Georgia Division will be elected. Any Division officer desiring to run for another Division office before the term of his current office expires must announce his candidacy in written form to the Division Adjutant and Division Commander at least sixty (60) days prior to the Annual Division Convention. This Division Officer's position will be considered an open position to be voted on at the same Annual Convention, regardless of whether it is an even or odd year. This Officer shall remain qualified to run for his vacated office should he not be elected to the new position.

Section 3. Any Candidate for Division level Office shall have at least two years membership in the Georgia Division, Sons of Confederate Veterans, and must have held an elected position of Camp Commander, Lieutenant Commander, or Adjutant. Except for the two (2) year membership requirement in the Georgia Division, this Section does not apply to a candidate for Division Judge Advocate. Further, this section shall not apply where no candidate who is qualified as to length of service or elected position presents himself, in which case any member in good standing may stand for Office.

Section 4. All Division Officers, except Brigade Commanders, shall be elected by a majority vote of those Certified Delegates attending the Division Convention in an election year. Brigade Commanders shall be elected by their respective Brigades according to the following criteria: Brigade Commanders shall be elected by a majority vote of those Certified Delegates attending the Division Convention in an election year who represent the Camps which comprise the affected Brigade. Brigade Commanders shall be a minimum two (2) consecutive year member, and remain a member in good standing of one of the Camps in the Brigade which he commands. Division Lieutenant Commanders shall be a minimum two (2) consecutive year member, and remain a member in good standing of one of the Camps in that Section of the Division which he commands. All shall take Office at the end of the Division Convention wherein they were elected, and shall hold office for two (2) years, or until their successors are elected.

ARTICLE VII CAMP OFFICERS

Section 1. All Camp Officers shall take their Office during the Month of January following the year on their election.

Section 2. Immediately following the election of Camp Officers, a written report shall be filed with the Division Adjutant containing the Positions, Names, and current addresses and telephone numbers of all newly elected Camp Officers.

ARTICLE VIII DIVISION CONVENTION

Section 1. An Annual Convention of the Division shall be held at a place and time as determined by a Time and Place Committee, appointed by the Division Commander. It shall be the responsibility of this Committee to plan for Division Conventions three years into the future.

Notification of Division Officers and Camps as to the Time and Place of Division Conventions is the responsibility of the Host Camp. Provided however, that the Business Meeting of the Convention shall be held on the 2nd Saturday in June of each year.

Section 2. The principle event of the Division Annual Convention is its Business Meeting. At the Business Meeting, Certified Delegates of not less than one-third (1/3) of the Active Camps of the Georgia Division shall constitute a quorum. In the event a quorum is not present, business may be introduced and discussed but no vote can be taken.

Section 3. Representation of the Camps at a Division Convention shall be by Delegates allotted as follows: One Delegate for every ten (10) active members with one additional Delegate for a fraction of five (5) or more active members, provided that said Camp is in good standing as defined by the Constitution of the Sons of Confederate Veterans, ARTICLE XI, Section 12. All Camps certified as being in good standing under the above Article and Section shall be entitled to not less than two Delegates regardless of the number of active members.

Section 4. Each Delegate shall have proper credentials signed by his Camp Commander or Adjutant. Qualified Delegates will be Certified by the Office of the Division Adjutant, and must be present to vote. Each Certified Delegate has one vote.

Section 5. Prior to the commencement of Registration, the Division Adjutant shall appoint and be chairman of a Credentials Committee, composed of five (5) to nine (9) members, whose duties shall be to man the Registration Desk during the published time period of registration; receive and verify credential forms presented by Delegates from a Roll provided by the Division Adjutant; record number of Camps present for quorum purposes; and submit a "Roll of Camps" to the Division Commander upon closing of Registration; and shall be responsible for all election procedures and verifications.

Section 7. Any proposed Resolution must be submitted in written form to the Division Adjutant at least ten (10) days prior to the Division Convention. Copies of any proposed Resolution shall be prepared by the propounder thereof and made available to the Delegates attending the Division Convention prior to a vote thereon. Any such Resolution may be amended from the floor but such amendment must be reduced to writing and read to the Convention before a vote thereon. A Resolution may be made from the floor but shall not be effective unless approved by a three-fourth (3/4) vote of the Certified Delegates.

Section 8. The Rules of procedure at any Division Convention shall conform to these By-Laws and Policies adopted by the Convention, and those rules of procedure set forth in "Robert's Rules of Order" (Current edition available). At no time shall Robert's Rules of Order be interpreted to override any part of these By-Laws. The utilization of Robert's Rules of Order shall end with the completion of each meeting or convention.

Section 9. All questions which shall come before the Division in Convention shall be decided by a majority of the votes of the Certified Delegates, unless otherwise provided in these By-Laws.

ARTICLE IX. EXECUTIVE COUNCIL MEETINGS

Section 1. The Executive Council shall meet within twenty-four (24) hours after the election of a Division Commander at a Division Convention. Further Executive Council Meetings may be called or set at the discretion of the Division Commander or a majority of the members of the Executive Council.

Section 2. The Division Chief-of-Staff shall be responsible for notifying all members of the Executive Council and Camp Commanders of a scheduled meeting by mail not less than thirty (30) days prior to said meeting.

Section 3. Representatives from the Camps of the Georgia Division may attend any meeting of the Executive Council but do not have a vote on any business transacted or acted upon by said Council.

Section 4. An Emergency Meeting of the Executive Council may be called by the Division Commander or by the Division Adjutant upon a written request from a majority of the Camp Commanders. Business at an Emergency Meeting shall be restricted to the specific reason that the meeting was called. To call an Emergency Meeting, the determination is that a major decision needs to be made before the next called Executive Council Meeting. Camp Commanders and Division Officers must be informed in writing of any action taken in an Emergency Meeting of the Executive Council within seven (7) working days after said Meeting. Business for an emergency situation may be conducted through a Conference Phone Call or Telecommunications when deemed necessary.

ARTICLE X. FINANCE

Section 1. The financing of the Division shall be through funds derived from annual membership dues, donations, grants, bequests, interest from savings, rental property and any other sources as would be permitted under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law.)

Section 2. The fiscal year of the Division shall be the same as the International Organization of the Sons of Confederate Veterans.

Section 3. A Finance Committee, appointed by the Division Commander, shall establish budgets, appropriations and any other anticipated expenses. The Finance Committee shall make the budget, appropriations and any other anticipated expenses available to the Executive Council no later than six (6) calendar weeks prior to the Division Convention. The Finance Committee will then present the budget, appropriations or any other anticipated expenses to the membership at the annual Division Convention for approval or other appropriate action.

Section 4. All funds received from the special tag fee revenue from the State of Georgia will be available for projects submitted by members of the Georgia Division that meet the Sons of Confederate Veterans' charge. A Project Committee, appointed by the Division Commander, shall draft the standards and policies by which projects shall be approved. These standards and policies shall then be approved by the Georgia Division Executive Council, prior to any utilization of same. All projects requesting said funds shall be reviewed to insure they meet the standards and policies by the Project Committee, then forwarded to the Executive Council for a vote to recommend or not recommend prior to being presented to the Convention. The projects shall be presented to the Delegates at Convention for consideration as provided under the standards and policies adopted by the Executive Council. Funding for approved projects shall, upon approval by the Delegates in Convention, be made available to the applicant(s) as outlined in the final approved request in accordance with the standards and policies adopted by the Executive Council. In the event of an emergency request for funds between Conventions, the request shall be

reviewed by the Project Committee and then brought before the Executive Council for approval, and request brought before the Executive Council in this manner will require a super majority of 75% of the setting Council for approval.

Section 5. Annual membership dues shall be established by the Division in Convention. The amount of said dues may be modified by recommendation of the Executive Council and a two-third (2/3) affirmative vote of the Certified Delegates at an Annual Convention. Camp notification of such a proposal shall be the same as those contained in Article XI, Section 2. of these By-Laws.

Section 6. The financial reports, transactions and records of the Georgia Division shall be subject to audit by a profession accountant when requested by the Division Commander or a majority vote of the Executive Council.

Section 7. The Annual Treasurer's Report prepared by the Division Adjutant shall undergo a mandatory accounting review by an Accounting Professional appointed by Division Commander three weeks prior to the annual Division Convention. All Division Financial documents will be made available to the appointed Accounting Professional and a written statement issued by the appointed Accounting Professional shall accompany the Annual Treasurer's Report. The same Accounting Professional shall not be appointed on any two consecutive years.

ARTICLE XI AMENDMENTS AND/OR REVISIONS TO THE BY-LAWS

Section 1. Proposed revisions(s) or amendment(s) to the Division By-Laws shall be submitted in written form to the Division Adjutant and Division Commander at least sixty (60) days prior to the Annual Division Convention. Such submission shall be made to the Division Adjutant and Commander by hand delivery, U.S. mail, facsimile or email transmission. A member in good standing making such submission shall provide with such submission his name, camp name & number, and his contact information. If proposed by a Camp, the proposal must be submitted by the Camp Commander or Adjutant.

Section 2. The proposed revision(s) or amendment(s), in typed form, shall be mailed to each Camp in good standing at least forty-five (45) days prior to the Division Convention by the Division Adjutant. The Division Adjutant is encouraged as soon as possible to provide a typed copy to the Editor of The Georgia Confederate for his use in publishing the same prior to the Division Convention and also provide a copy to the person responsible for the Division website for publication of the same on such website. If the Division Adjutant for any reason does not mail or email the proposed revision(s) or amendment(s) within the allotted 45 days prior to the annual convention, then the Division Commander shall mail or e-mail the proposals prior to 35 days prior to the convention. No proposed revision or amendment shall be ruled invalid if such was mailed to each Camp as required above.

Section 3. Any revision(s) or amendment(s) passed at the Annual Division Convention shall take effect at the close of the Convention.

Section 4. Whenever the Division Commander or two-thirds (2/3) of the Executive Council determines that changes in the By-Laws are warranted, the Division Commander shall appoint a

Committee to counsel and revise the By-Laws. The appointment of this Committee must be made at an Annual Convention. Prior to or during any Annual Convention, the Division Commander may appoint a Committee to reconcile any conflicting or duplicitous proposed revisions and amendments. Any alteration of conflicting or duplicitous proposed revisions and amendments must be with the express consent of the person or Camp submitting the original proposed revisions and amendments. Any proposed revision or amendment which is the result of this Committee in its reconciliation function shall be exempt from the requirements of Section Two of this Article, provided such proposal is not a material or substantive variation from the proposals which complied with Section Two of the Article.

Section 5. A two-thirds (2/3) vote of the Certified Delegates in attendance at the Annual Division Convention shall be required for passage and adoption of an amended or a revised set of By-Laws. It shall be the responsibility of the Division Adjutant to distribute copies of the changes made in the By-Laws, to all Camp Commanders and Division Officers within thirty (30) days of their adoption. In addition, all changes in the By-Laws shall be published at least once within the next two (2) issues of The Georgia Confederate after passage by a Division Convention.

ARTICLE XII. DUTIES OF OFFICERS

Section 1. All Officers shall perform the usual duties consistent with their respective Offices, in addition to the requirements listed in this Article.

Section 2. The **Division Commander** shall be the Executive Head of the Georgia Division with the power and responsibility for carrying out the provisions of these By-Laws, all projects and programs approved by the Delegates at an Annual Division Convention, and the decisions of the Division Executive Council.

Section 3. The **Division Commander** shall appoint his staff as soon as possible following the Annual Division Convention. This staff shall consist of the Division Chief-of-Staff, Division Historian, Division Chaplain, Division Inspector, Division Quartermaster, Division Surgeon, and other such Officers as he may deem necessary. The members of the Division Commander's appointed staff serve at his pleasure.

Section 4. There shall be two **Division Lieutenant Commanders** holding equal status. Each Division Lieutenant Commander shall represent the Division Commander, at his request, in matters concerning the Section for which they were elected. (North or South)

Section 5. **Division Lieutenant Commanders** report to the Division Commander. Each will work closely with the Brigade Commanders in his respective Section, and maintain liaison with Camp Commanders in his Section.

Section 6. It shall be the responsibility of the **Lieutenant Commanders** to represent the Georgia Division at Memorial Services and other special events in his Section, that pertain to The War Between The States and/or the aims, goals, and purposes of the Sons of Confederate Veterans.

Section 7. The **Division Adjutant** shall be the custodian of all Division funds and he shall see that all funds expended by and for the Georgia Division are properly accounted for and that accurate records are made and maintained of all receipts and disbursements. A record of said receipts and disbursements shall be a part of the Annual Treasurer's Report as specified under these

By-Laws. He shall maintain records of all Division Meetings and Conventions, as well as perform such other administrative functions as the Division Commander may direct as authorized by these By-Laws.

Section 8. The **Division Adjutant** shall present or provide a written Treasurer's Report at every scheduled Executive Council meeting along with an Annual Treasurer's Report at each Division Convention and provide copies of said Report to each Certified Delegate present, and mail copies to Camp Commanders upon request.

Section 9. The **Division Judge Advocate** shall be a member in good standing of the Georgia Bar. He shall advise the Division Commander and the Division Executive Council on legal matters, including the construction and interpretation of the Division Constitution and By-Laws, and the Constitution of the sons of Confederate Veterans.

Section 10. **Division Brigade Commanders** shall be the primary liaison between the Division Commander and Camp Commanders in their respective Brigades. They shall work closely with, and shall accept Special Assignments from their respective Division Lieutenant Commanders.

Section 11. **Division Brigade Commanders**, or their representatives, should visit each Camp in the Brigade at least once each calendar year, and are responsible for contacting Camp Commanders prior the Annual Division Convention to ensure required reports are made to the Division in a correct and timely fashion.

Section 12. Each **Division Brigade Commander** is expected to assist in the formation of new Sons of Confederate Veterans Camps in his District, while seeking to encourage membership participation at the Camp level.

ARTICLE XIII SUCCESSION AND REMOVAL OF OFFICERS

Section 1. In the event the Georgia Division Commander is unable to continue in Office for any reason, the Division Adjutant shall convene the Division Executive Council as soon as practicable, but not later than fifteen (15) days from the resignation, death, or removal of the Division Commander. The Division Executive Council shall elect one of the Division Lieutenant Commanders as Acting Division Commander.

Section 2. Should neither of the Lieutenant Commanders be able or willing to serve as Acting Division Commander, the Executive Council may elect as Acting Division Commander any qualified member of the Georgia Division as defined by Article VI, Section 1., of these By-Laws.

Section 3. Any Acting Division Commander, elected in the manner aforementioned in this Article, shall serve as Acting Division Commander until the advent of the next Division Convention.

Section 4. A vacancy in other elected Division Offices shall be filled by a qualified member of the Georgia Division, and nominated by the Division Commander and shall be approved by majority vote of the Division Executive Council. If the nominated individual is not ratified, then nominations may be made by any member of the Georgia Division Executive Council. This appointed Officer is a non-voting member of the Georgia Division Executive Council until ratified as specified in Section 5; Article XIII.

Section 5. Each Officer elected or appointed in accordance with this Article shall be filled by election at the next Division Convention for the unexpired term of the vacated Office. The acting Division officer shall be qualified to run for said unexpired term.

Section 6. All elected Division Officers shall serve continually until the expiration of their term, resignation, death or removal. A two-third (2/3) vote of all members of the Executive Council is required for removal of any Division Officer from his position.

Section 7. A Division Officer may be removed from Office by the Executive Council for Malfeasance in Office, Conduct unbecoming his Office, of Conduct unbecoming a member of the Sons of Confederate Veterans, or if two consecutive Executive Council Meetings are missed without legitimate reasons and proper notification to the Division Commander, the Division Adjutant or the Division Chief of Staff. An Action to remove a Division Officer must be brought in writing by a Member of the Executive Council or upon written Petition of one-third (1/3) of the Camp Commanders to the Executive Council. The writing initiating a removal action must specify the basis of the charges and must be served upon the Officer charged at least two (2) weeks before a Hearing is held thereon. All Actions for removal of a Division Officer so brought shall be overseen by the Division Judge Advocate (unless the Action is directed at him, in which case the Division Adjutant would assume this duty.) The individual being considered for removal shall be afforded an opportunity to confront his accusers, cross-examine all evidence submitted against him, submit evidence and witnesses in his defense and otherwise be afforded due process of law. After the conclusion of the presentation of all evidence, a secret ballot shall be held among the Members of the Executive Council to determine whether the member charged should be removed." Neither the individual initiating the Action nor the individual under consideration for removal shall be allowed to vote on the matter.

ARTICLE XIV. COMMITTEES

Section 1. Committees may be appointed at the discretion of the Division Commander or appointed by him when directed by the Division in Convention or by the Division Executive Council. The Division Commander is an ex officio member of all Division Committees.

ARTICLE XV. DISSOLUTION

Section 1. A three-fourth (3/4) vote of the Certified Delegates of the Camps of the Division in attendance at a called meeting of the Georgia Division shall be required for dissolution of the Division.

Section 2. Upon dissolution of the Division's affairs, the Board of Directors (Executive Council) shall after paying or making provisions for the payment of all liabilities of the Division, distribute, transfer, convey, deliver and pay over all of the assets of the Division then remaining in the hands of the Division to any other organization qualifying under Section 501(c)(3) of the Code as a exempt organization, to be used exclusively for educational and charitable purposes, as described in Article IV of the Articles of Incorporation. In the event that, for any reason, upon dissolution of the Division the Board of Directors shall fail to act in the manner herein provided within a reasonable time, the Superior Court of Jeff Davis County, Georgia shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Division or its assets.

ARTICLE XVI POLICY

Section 1. The Executive Council shall set Policy and act on such matters as require immediate action or interpretation of Policy, and which are not otherwise addressed by the By-Laws.

Section 2. No Policy enacted by the Executive Council shall contradict or usurp authority vested in the Delegates representing the Camps of the Georgia Division in Convention.

Section 3. All additions, deletions and modifications to established Division Policy shall be reported to Camp Commanders by the Division Chief-of-Staff through the mail and be Published at least once within the next two issues of The Georgia Confederate.

Section 4. All Policies enacted by the Executive Council since the preceding Division Convention are to be reviewed by the Delegates at large in Convention, and shall be approved or disapproved by a majority vote.

Section 5. A typed listing of all policies enacted by Executive Council since the last Division Convention shall be provided to the Delegates at the time of Registration.

ARTICLE XVII. DISBANDED AND DEFUNCT CAMPS

Section 1. A Camp in good standing, but which has ceased to function, may vote to disband provided a minimum 30-day notice of intent has been sent to all members and majority vote has been voiced. Notice of intent, including proposed date of disbanding, shall be sent to the division commander.

Section 2. When a Camp votes to disband, the Charter shall be surrendered to the Division Commander and notification shall be sent to the Division Adjutant who shall notify the International Headquarters.

Section 3. All assets (monies, applications, financial records, minutes, monuments, markers, etc.), remaining after payment of authorized expenditures shall be distributed to the Georgia Division, Sons of Confederate Veterans, which qualifies for tax exemption as provided for under the Internal Revenue laws of the United States of America, no part to any private individual or member. The records of a disbanding Camp shall become the property of the Georgia Division.

Policies of the Georgia Division

1. It shall be the Policy of the Georgia Division that Division Dues are \$20.00 per fiscal year. For membership renewals submitted after the deadline date of September 1st, there will be a \$3.00 renewal fee applied to the standard Division Dues for a total of \$23.00. For new members only joining in February thru April dues of \$30.00 may be paid to prorate the new member's membership for an additional year. Those new members that join in May thru July may submit dues of \$25.00 to prorate the new member's dues for an additional year.

For any lapsed member desiring to be reinstated may rejoin during the open dues period between August 1 and September 1 for the regular Division dues of amount of \$20 and the late/reinstatement fee of \$3 will be waived.

All membership transfers must be documented by forwarding a copy of the transfer form to Division Adjutant. Members who are transferring from other Divisions to the Georgia Division

must pay Georgia Division dues. The Division's standard dues of \$20.00 are applicable to the Member transferring from other Divisions.

2. It is the Policy of the Georgia Division that all Camps must report Active Membership and pay Division Dues by a deadline date of September 1 of each fiscal year. Any member whose Division dues are not transmitted to the Division Adjutant by May 1 of any fiscal year for any reason may not be a delegate at the Division Convention conducted in June of that calendar year, nor will such member be counted for the purposes of determining the number of votes to which a camp is entitled to at said convention.

Members whose Division dues have not been paid to the Division Adjutant by the deadline date shall be considered as lapsed members and not members in good standing of the Georgia Division nor any Camp within the Georgia Division until the dues and the renewal fees are paid. Lapsed members shall not be entitled to vote, receive publications, notifications of the Division nor hold any Camp or Division office. Tender of the dues and the renewal fees to the Division Adjutant shall be considered sufficient to immediately reinstate the member into good standing at any time prior to May 1 of that fiscal year. Upon receipt by the Division Adjutant.

3. It is the Policy of the Georgia Division that an Executive Council Meeting be held not less than once per calendar quarter.

4. It is the Policy of the Georgia Division to recognize The Georgia Confederate as the Official Organ of the Georgia Division. The Georgia Confederate Publication, the Georgia Division Web-site and the Georgia Division list server groups cannot be disbanded or suspended without a 2/3s majority vote from the Georgia Division Executive Council.

5. In the event of a vacancy in any of the positions of Editor of The Georgia Confederate, Web-master of the Georgia Division Web-site or the Discussion List Moderator, in each case replacements may be nominated by the Division Commander and presented to the Georgia Division Executive Council for ratification by majority vote. If the nominated individual is not ratified, then nominations may be made by any member of the Georgia Division Executive Council, and ratified by majority vote of the Georgia Division Executive Council.

6. It is the Policy of the Georgia Division to fix the number of Georgia Brigades to the maximum number allowed by the Constitution of the Sons of Confederate Veterans.

7. It is the policy of the Georgia Division that electronic mail is acceptable for all business of the Division wherever "mail" is mentioned in the bylaws and policies. It is the responsibility of the Camp Commander to have email addresses on file with the Division Adjutant for officers, including a Communications Officer if the Camp Commander or Camp Adjutant does not have e-mail capabilities. If e-mail is impractical for the Camp, a request for mail services thru the postal services must be requested, in writing, with the Division Adjutant annually by the Camp Commander or the Camp Adjutant.

8. It is the Policy of the Georgia Division that Life Membership in Georgia Division shall be Twenty-Five (25) times the amount set for annual per capita tax as determined by General Reunion, with that amount reduced by Fifty Percent (50%) of that amount for those age Sixty-Five (65) and older, and the Life Member of Georgia Division shall be exempt from payment of per capita taxes and dues thereafter.