**Bylaws of 151e Régiment d’Infanterie de Ligne**

**Article I. General**

Section 1. Purposes. The corporation is organized exclusively for the purposes set forth in the Certificate of Incorporation, to wit, the corporation is organized solely as a charitable and educational living history organization which is dedicated to the remembrance and perpetuation of the Great War of 1914-1918. Through educational living-histories, reenactments, and online publishings, we portray and interpret for the public the Infantrymen of the French Army of the period.

Section 2. Earnings. No part of the net earnings of the corporation shall inure to the benefit of any individual. The corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 3. Activities. No part of the activities of the corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, nor shall the corporation operate a social club for the benefit of its members or carry on business with the general public in a manner similar to organizations operated for profit. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 4. Members. The corporation shall have any number of members. The rights and responsibilities of and to the members are as set forth in Article IV.

Section 5. Dissolution or liquidation. Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Trustees shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall then be distributed solely to the National World War One Museum and Memorial, 100 W. 6th Street, Kansas City, MO 64108.

**Article II. Offices**

The corporation shall have and maintain in Jersey City, Hudson County, New Jersey, a registered office and a registered agent, whose office is identical with the registered office as set forth in the Certificate of Incorporation, and may have other offices within or outside of the state of New Jersey, as the Board of Trustees may from time to time determine.

**Article III. Board of Trustees**

Section 1. General Powers. The affairs of the corporation will be managed by its Board of Trustees, and all corporate powers shall be exercised by the Board of Trustees, except as otherwise required by the Certificate of Incorporation, these bylaws, or by law.

Section 2. Number, tenure and qualifications. The number of trustees shall be three. The number of trustees may be increased by resolution of the Board of Trustees, but in no event shall the number of trustees be less than three. Each trustee shall be a natural person eighteen (18) years of age or older and shall hold office permanently unless they voluntarily retire, become deceased, or are removed as trustee by a majority affirmative vote of the remainder of the board. The initial three trustees shall be: Johnathan Bracken, James Lennon, and Matthew Murphy.

Section 3. Regular meetings. A regular annual meeting of the Board of Trustees shall be held at a time set by the Board of Trustees. The Board of Trustees may provide by resolution the time and place, either within or outside of the state of New Jersey, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 4. Special meetings. Special meetings of the Board of Trustees may be called at the request of the president or the majority of the trustees. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of New Jersey, as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Trustees shall be given at least three (3) days prior to the meeting by written notice delivered personally or sent by mail or electronic mail to each trustee at his or her address as shown by the records of the corporation. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by electronic mail, it shall be deemed to be delivered when the proper recipient acknowledges receipt or when a “read receipt” is automatically returned; however if no such receipt or acknowledgment is received within one day of the message, notice shall be sent by mail as set forth above and may reduce the notice requirement to one (1) day prior to the meeting should this contingency be necessary. Any trustee may waive notice of any meeting. The attendance of any trustee at any meeting shall constitute a waiver of notice of the meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the trustees are present at the meeting, a majority of the trustees present may adjourn the meeting without further notice.

Section 7. Manner of acting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Trustees, including a vacancy resulting from an increase in number, may be filled by the affirmative vote of a majority of the remaining trustees though less than a quorum of the Board of Trustees subject to the provisions of Section 4 of these bylaws.

Section 9. Compensation. Trustees as such shall not receive any stated salaries for their services, provided that nothing contained herein shall be construed to preclude any trustee from serving the corporation in any other capacity and receiving compensation for that service.

Section 10. Voluntary retirement. Any trustee may retire at any time by notifying the president or the secretary in writing. Such retirements shall take effect at the time specified in the notices.

Section 11. Action without a meeting. Any action which is required to be taken, or which may be taken, at a meeting of the trustees, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the trustees. Such consent shall have the same effect as a unanimous vote.

Section 12. Committees. The Board of Trustees, by resolution adopted by a majority of the trustees in office, may appoint one or more committees, each of which shall consist of two or more trustees, which to the extent provided in the resolution or in the bylaws of the corporation, shall have the authority of the Board of Trustees in the management of the corporation. Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be appointed by a resolution adopted by a majority of the trustees present at a meeting at which a quorum is present.

Section 13. Chairman. A Chairman shall be elected by the Board of Trustees to preside over and administer any and all meetings of the Board. The Chairman shall not, however, have any additional voting power or authority than any other trustee.

**Article IV. Members**

Section 1. Purpose of Members. The sole purpose of the members shall be to carry out and support the purpose of the corporation by means consistent with these bylaws and including, but not limited to, organizing and/or participating in educational living-histories, reenactments, authoring online publishings, educating and interpreting for the public the Infantrymen of the French Army of the period, and helping to ensure fundraising from outside sources.

Section 2. Admission. An applicant will be admitted to membership in the corporation only on making application for such membership and on being elected by the Board of Trustees. Applications for membership will be in such form as will be prescribed by the Board of Trustees. An affirmative vote of the majority of members of the Board of Trustees will be required for admission.

Section 3. Voting Rights. Each member will be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Suspension or Expulsion of Members. If a complaint against any member is signed by three or more other members and filed with the Secretary, the Secretary will bring the matter to the notice of the Board of Trustees within three days of the date of the complaint. The Board of Trustees will then request an explanation from the accused member, and if the accused member fails to explain or, after a fair hearing, is unable to justify his or her conduct, the Board of Trustees is empowered to inflict a fine or to pass a resolution suspending or expelling the accused member from the corporation. The resolution will not take effect until affirmed by a majority vote of the Board of Trustees specially summoned to consider the resolution.

(a) Grounds for Suspension. A majority of the Board of Trustees will have power to suspend or expel members for willful infractions of any rules or of any bylaw of the corporation, or for acts or conduct that they may deem disorderly or injurious or hostile to the interests of the objects of the corporation, or for acts or conduct calculated to disturb the order, peace, or harmony of the corporation or to impair the corporation’s good name or to prevent or attempt to prevent the corporation from acting in an educational and/or charitable manner.

(b) Appeal by Member. The offender may appeal from the sentence of suspension or expulsion, as provided in these Bylaws.

(1) Preliminary Notice and Hearing. Prior to the expulsion or suspension of a member, the member will be entitled to notice and a hearing before the Board of Trustees whichever the accused member may elect.

(2) Notice of Appeal. A member expelled or suspended from the Corporation by determination of the Board of Trustees may appeal therefrom within three days after notice thereof is given, by filing with the Secretary a written notice of his or her appeal, and the reasons supporting the appeal.

(3) Time for Hearing Appeal. All appeals will be heard at a meeting of the membership, to be called for that purpose by the Board of Trustees, within three days after notice of the appeal has been filed with the Secretary.

(4) Procedure. The President will preside at the meetings, and the cause of suspension or expulsion will be reported in writing by the Board of Trustees, with a statement of facts on which their determination was founded, a copy of which will be furnished to the appellant at least two days before the meeting, at which time a copy of the determination will also be filed with the Secretary. At the appeal meeting, the appellant will present his or her defense in writing, to which one member of the Board of Trustees may reply orally. The appellant, or any one member on the appellant’s behalf, may then answer orally, and a director may speak in support of the charge; thereafter, no further discussion will be allowed.

(5) Disposition of Appeal. The presiding officer will then put the question to the membership, as follows: “Should the determination of the Board of Trustees in this case be affirmed?” If a majority of those present vote in the affirmative, the determination will stand as the corporation’s final judgment. If less than a majority of those present vote in the affirmative, then the determination of the Board of Trustees will be reversed, and the appellant will immediately be restored to full membership rights and privileges, and the Board of Trustees will be precluded from suspending or expelling the member again for the same offense based on the same facts and occurring at the same time and place as alleged in the original complaint.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but the resignation will not relieve the resigning member of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid.

Section 6. Reinstatement. On written request signed by a former member and filed with the Secretary, the Board of Trustees may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member to membership on such terms as the Board of Trustees may deem appropriate.

Section 7. Termination of Membership. Membership will terminate on the death or resignation of a member, the transfer of his or her membership in accordance with these Bylaws, or on the member’s expulsion by the Board of Trustees. On termination, any right, title, or interest of the member in or to any property and assets of the corporation will cease.

**Article V. Meetings of Members**

Section 1. Annual Meeting. An annual meeting of the members will be held on the first day of the month of February in each year, at 7:00 PM, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of New Jersey, the meeting will be held on the next succeeding business day. If the election of trustees will not be held on the day designated in these Bylaws for any annual meeting, or at any adjournment thereof, the Board of Trustees will have the election held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the President or a majority of the Board of Trustees.

Section 3. Place of Meeting. The Board of Trustees may designate any place, either within or outside the State of New Jersey, as the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees. If no designation is made or if a special meeting be otherwise called, the place of meeting will be the registered office of the corporation in New Jersey.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members will be delivered, either personally or by mail, to each member entitled to vote at the meeting, not less than three days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The members holding at least 51% of the votes that may be cast at any meeting will constitute a quorum at the meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Article VI. Officers**

Section 1. Officers. The officers of the corporation shall be a president, a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Trustees may elect or appoint other officers, including vice-presidents, to have the authority and perform the duties prescribed by the Board of Trustees. Any two or more offices may be held by the same person and an office may be held by any person who is also a trustee.

Section 2. Election and term of office. The officers of the corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held then, it shall be held as soon after as it conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees by a majority affirmative vote whenever in its judgment the best interests of the corporation would be served by his or her removal, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Trustees or the president or the secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified in the notice, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the majority affirmative vote of the Board of Trustees for the unexpired portion of the term.

Section 6. President. The president shall be the principal executive officer of the corporation and shall in general implement and supervise all of the business and affairs of the corporation, subject, however, to the control of the Board of Trustees and of any authorized committee of trustees. The president represent the Corporation publicly as appropriate. In addition, the president shall perform such other duties as may be prescribed by the Board of Trustees.

Section 7. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all moneys in the name of the corporation in the banks, trust companies or other depositaries as shall be selected in accordance with Article VII of these bylaws; and in general perform the duties incident to the office of treasurer and such other duties as may be assigned by the president or by the Board of Trustees.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation is authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the Board of Trustees.

**Article VII. Contracts, Checks, Deposits and Funds**

Section 1. Contracts and other documents. The Board of Trustees, unless otherwise required by law, the certificate of incorporation, or these bylaws, may authorize any officer or agent of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument or document in the name of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, drafts, loans, etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation and in a manner as shall be determined by the Board of Trustees. In the absence of this determination, the instruments shall be signed by the treasurer.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in those banks, trust companies or other depositaries as the Board of Trustees selects.

Section 4. Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

**Article VIII. Advisors to the Corporation**

The Board of Trustees may elect or appoint any person to act in an advisory capacity to the corporation or in an honorary capacity with respect to the corporation.

**Article IX. Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees, and shall keep at the registered office a record giving the names and addresses of the Board of Trustees. All books and records of the corporation may be inspected by any trustee, or his or her agent or attorney for any proper purpose at any reasonable time.

**Article X. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each calendar year.

**Article XI. Seal**

The Board of Trustees may provide a corporate seal which shall bear the name of the corporation and the words “Corporate Seal, New Jersey Nonprofit Corporation”.

**Article XII. Waiver of Notice**

Whenever any notice is required to be given under the provisions of these bylaws or under the provisions of the Certificate of Incorporation or by the New Jersey Nonprofit Corporation Act, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated here, shall be deemed equivalent to the giving of the notice.

**Article XIII. Amendments to the Bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Board of Trustees present at any regular or at any special meeting.

**Article XIV. Rules and Regulations**

Rules and Regulations pertaining to the general membership of the corporation and individual conduct within the corporation are addressed separately in the Unit Charter of 151e Régiment d’Infanterie de Ligne. Policies pertaining to the administrative and operational managing of the corporation, including at reenactments and living-histories, are likewise addressed separately in the same document but such documents shall have the same force and effect of these bylaws unless they otherwise conflict with same.