

# The Stow Minutemen By-Laws

As Amended by the Company in January 2008

## I. Name

The name of this organization is "The Stow Minutemen Corp". It is also known as "The Stow Minuteman Company". In these By-Laws, it is referred to as "The Company".

## II. Purpose

A. The Stow Minutemen are formed to:

- Perpetuate the memory and spirit of the 81 Minutemen of Whitcomb's Company
- Promote an active interest in Revolutionary history
- Participate in appropriate ceremonies, using the dress and accoutrements of 1775, and
- Encourage all townspeople to be useful, responsible, and patriotic citizens in the spirit of 1775.

B. This organization shall not sponsor any sectarian, political, or other cause except as stated in these by-laws.

## III. Membership

### Sec. 1 *Membership Types*

Membership is composed of Active, Honorary, and Associate Members, both male and female, who agree to uphold the By-Laws, rules and practices of the Company. These Members will receive Company newsletters and may attend meetings and participate in Company activities, including parades and musters.

### Sec. 2 *Active Members*

A. The Company may grant Active or Associate Membership status to individuals. A Youth Member is an Active Member who is under 16 years old. Active Members 16 years or older may vote on Company matters, be elected to office, and serve on Company committees.

### Sec. 3 *Honorary Members*

A. Honorary Membership may be conferred on any person who has performed meritorious or patriot service to our Town, our State, or our Nation, or on a person who has served this organization with distinction.

B. A Citation for Honorary Membership states why such membership is bestowed.

C. Honorary Members have all the rights and privileges of Active Members, except those of voting and holding office. They may participate in parades and musters at the discretion of the Staff Officers.

### **III. Membership (continued)**

#### **Sec. 4 Associate Members**

- A. Associate Members are members who receive Company newsletters, calendars, or other information without being Active Company Members.
- B. Associate Members cannot vote nor hold any office in the Company. Associate Members can participate in Company events.

#### **Sec. 5 Election to Membership**

- A. Active Membership is conferred by an affirmative vote of 2/3 of the Active Members present at a scheduled Company meeting. To qualify for active membership, an individual must have previously participated in at least two company events.
- B. Honorary Membership is conferred by an affirmative vote of 2/3 of the Active Members present at a scheduled Company meeting.
- C. Associate Membership is conferred by a majority vote of the Active Members present at a scheduled Company meeting, or by order of the Captain, Lieutenant, or Music Master.

#### **Sec. 6 Removal from Membership**

- A. Any Member proven to have acted contrary to the By-Laws, or who has acted in such a manner as to endanger others with the improper use of firearms or other weaponry, may be expelled from Membership by a 2/3 vote of the Active Members present and voting at a properly called meeting. This vote will be by secret ballot. The Member has the right to be present at the meeting and to speak on his or her behalf.
- B. The Sergeant Paymaster may, at any scheduled Company Meeting, present a list of Members whose dues or fees have remained unpaid for more than six months. These Members may each be removed by an affirmative vote of 2/3 of the Active Members present.
- C. A member may be removed from active membership by a 2/3 vote of the Active Members present if he/she has not participated in one Company event for two years prior to the vote.

#### **Sec. 7 Suspension**

- A. Any Member, who acts in breach of good safety practices, or in a public display of disorderly conduct, may be immediately suspended by any Staff Officer, pending review.
- B. Suspended Members lose all rights and privileges of Membership for the duration of the suspension.
- C. A suspended Member has the right to bring the suspension before the full Company for review at any Company Meeting held in the duration of the suspension. The Member exercises this right by giving notification to any Staff Officer.
- D. If the Member declines to bring the matter before the full Company, the Staff Officers must review the matter within two months of the date of the suspension. The Staff Officers may at that time decide to reinstate the Membership, or to continue the suspension until the next scheduled Company Meeting and recommend that the Company take a vote on Removal from Membership at that meeting.

## **IV. Dues and Fees**

### **Sec. 1 *Dues and Fees***

Dues and fees for Active and Associate Members are set at the Annual Meeting for that year, and are payable on or before "Patriot's Day" (April 19). The Staff Officers may also grant a waiver of dues for a Member for a given year due to exceptional circumstances. For the purposes of this document, a "year" is defined as the period between Annual Meetings and may or may not reflect an actual Calendar Year.

### **Sec. 2 *Honorary Members***

Honorary Members are not required to pay dues.

### **Sec. 3 *Active Armed Forces***

Any Member who is on active duty in the Armed Forces of the United States is exempt from payment of dues.

### **Sec. 4 *Activity Fees***

- A. A musket fee may be required from all participants who carry a musket at one or more events during the year. This fee will help defray the purchase of gunpowder and general upkeep of the muskets.
- B. A music fee may be required from all participants who carry a musical instrument at one or more events during the year. This fee will help defray the cost of purchasing music and fifes, and the purchase and upkeep the drums.

### **Sec. 5 *Using Company Property***

- A. All persons borrowing Company property must obtain said property from the Sergeant Quartermaster. All borrowed property must be returned in the same condition as it was when borrowed (allowing for acceptable "wear and tear") within the time specified by the Quartermaster.
- B. A refundable deposit may be required on any and all Company property that is borrowed. The deposit amounts will be established by the Captain and the Staff officers.

## **V. Officers**

### **Sec. 1 *Officers***

The Company has the following Staff Officers / Board of Directors:

- Captain / President
- Lieutenant / Vice President
- Sergeant Adjutant / Clerk
- Sergeant Paymaster / Treasurer
- Sergeant Armourer / Safety Officer
- Sergeant Quartermaster
- Music Master
- Ensign

### **Sec. 2 *Election of Staff Officers / Board of Directors***

- A. At the Annual Meeting, or any other meeting where an election is held, any Active Member may nominate candidates for each office from the floor.
- B. All Officers are elected and installed at the Annual Meeting. If a Staff Officer position becomes vacant, the position may be filled for the remainder of the term by a special election at a Company Meeting where a quorum is present.
- C. The term of office is until the next Annual Meeting.
- D. There will be a 30 day transition period in which an outgoing Officer will turn over all relevant materials to the incoming Officer.

### **Sec. 3 *Duties of Staff Officers / Directors***

#### **A. Captain / President**

The Captain presides at all meetings and Company events. The Captain is responsible for leading the organization and for keeping the organization functional. The Captain or senior officer can dismiss any person from any activity for due cause. The Captain can appoint Active Members to fill any Staff Office vacancies that may arise through the year, until a special election can be held. Appointed Staff Officers can act in all duties as a regular Staff Officer, except for Staff Officer voting purposes. The Captain is assisted by the Staff Officers / Board of Directors.

#### **B. Lieutenant / Vice President**

The Lieutenant assists the Captain in any and all functions, and acts in the place of the Captain in the Captain's absence. In the Lieutenant's absence, the Captain or the Lieutenant may appoint a person to be in charge.

#### **C. Sergeant Adjutant / Clerk**

The Sergeant Adjutant is responsible for maintaining the current mailing list and generating all correspondence to members, media, and outside entities. The Sergeant Adjutant keeps a permanent record of all Company meetings and activities.

## V. Officers

### Sec. 3 *Duties of Staff Officers* (continued)

- D. Sergeant Paymaster / Treasurer  
The Sergeant Paymaster controls and maintains all Company financial transactions, including collecting dues, paying bills, and controlling Company funds. The Treasurer is responsible for compiling a yearly financial statement for presentation at the Annual Company meeting and filing an Annual Report with the Secretary of State.
- E. Sergeant Armourer / Safety Officer  
The Sergeant Armourer is the coordinator, along with the Captain and Lieutenant or designee, for the overall safety of the Company at an event. The SA/SO or designee checks every weapon to be fired by the Members of the Company. The Sergeant Armourer or designee has the authority to disallow the firing of any weapon that the SA/SO deems unfit. The SA/SO is responsible for instructing Members in the safe handling of weapons. Along with the Captain and Lieutenant, the SA/SO has the authority to disallow any Member from carrying or using a weapon. The SA/SO will distribute musket cartridges for use in all scheduled activities.
- F. Sergeant Quartermaster  
The Quartermaster should disseminate to Members of the Company information relating to 18th century clothing and personal effects, especially as related to town militia members. The Quartermaster arranges for the care, use, and storage of Company property, and is responsible for maintaining an inventory of that property.
- G. Music Master  
The Music Master is responsible for the Company's fife and drum corps, including preparedness to provide colonial musical accompaniment for all field and parade events.
- H. Ensign  
The Ensign or designee carries the Company flag to all events, and is responsible for maintaining all Company flags and banners.
- I. Corporals  
Any Staff Officer may appoint, as needed, an assistant (or assistants) from the Active Membership to assist them in their function. Such person will have the rank of Corporal; however they will not be a full Staff Officer. The Staff Officer making the appointment must notify the other Officers. (Examples: Music Master appointing a Fife or Drum Corporal to lead those sections. The Captain and/or Adjutant appointing a Websmith to run Company website, etc...)  
Such appointments may be yearly or per Event, as needed.

## **VI. Meetings & Events**

### **Sec. 1 *Calling a Meeting***

The Staff Officers, under the direction of the Captain, shall be responsible for establishing meeting dates, places, and agenda. A meeting may also be called by a petition of 20% of the Active Membership eligible to vote. The date, place and agenda shall be determined by the petitioners.

### **Sec. 2 *Annual Meeting***

At least one meeting, called the Annual Meeting, shall be held yearly. The Meeting shall be held between October 1<sup>st</sup> and February 28<sup>th</sup> for the upcoming year.

### **Sec. 3 *Notices of Meetings and Events***

Notices of all Company meetings and activities shall be communicated to the Membership at least 2 weeks prior to the event via US Mail, by phone, or electronic mail.

### **Sec. 4 *Quorum***

A quorum of 1/5 (20%) of the Active Members eligible to vote shall be required to vote on Company matters and to elect Officers. For all purposes other than amending the By-laws or removal from Membership, attendance of at least 10% of the Active Members eligible to vote shall also, when 2/3 of the Staff Officers are among them, constitute a quorum. A proxy vote does not help constitute a quorum

### **Sec. 5 *Voting Procedures***

- A. The Active Membership eligible to vote must vote, at a duly called meeting of the general Membership, on all matters affecting Company participation or the organizational status of the Company.
- B. At any Company meeting, a Member entitled to vote may vote by proxy executed in writing or email by the Member. No proxy shall be valid unless received by two or more Company Officers prior to the vote for which the proxy is executed.
- C. All expenditures over \$200 must be approved at a duly called meeting.
- D. Except as otherwise provided in the By-Laws, motions shall be carried by a majority of voting Members present and voting or voted by proxy.

### **Sec. 6 *Staff Officer Meetings***

The Captain or a majority of the Staff Officers may call Staff Officer meetings, which may be conducted by electronic mail, as necessary for planning purposes and for the purposes given below. By a majority vote, the Staff Officers may approve additional expenditures of Company funds of up to \$200.

## **VI. Meetings & Events (continued)**

### **Sec. 7 Participation**

- A. The Company's first priority shall be participation in activities of the Town of Stow, Massachusetts including but not limited to the following events: Patriot's Day, Springfest, Memorial Day, and any other Town celebrations and/or gatherings. The Company can participate in additional activities if enough individual Members commit themselves so that the Company will make a respectable showing. The "sufficient number" requirement shall be determined by the Company Staff Officers.
- B. Any Member or guest who carries a musket at an event shall participate in a musket safety course or demonstrate to the Sergeant Armourer or his designee that they can safely fire a musket. For Members under 18, specific parental permission for carrying a musket must also be received.

### **Sec. 8 Insurance**

The staff officers will maintain appropriate insurance, included but not limited to liability insurance and authorize, by a majority vote, to appropriate the necessary Company funds.

## **VII. Amendments**

These By-Laws may be amended by a 2/3 vote of the Active Members present at any regular meeting, provided that written notice of the proposed amendment is mailed or given to all Active Members at least 2 weeks in advance of the voting.

## **VIII. Tax Exempt Provisions**

Sec. 1. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

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 section of any future tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future tax code.

Sec. 2. No part of the assets of the corporation and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Members, Trustees, 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 Article II.

## VIII. Tax Exempt Provisions (continued)

Sec. 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Sec. 4. Except as may be otherwise required or permitted by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts pursuant to Section 11a of Chapter 180 of the Massachusetts General Laws by the affirmative vote of 2/3s of the voting Membership of the corporation; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious, or literary institutions or organizations, created or organized for non-profit purposes similar to those of the corporation, contributions to which non-profit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable, religious, literary or educational purposes in accordance with the doctrine of cypress in all respects as a court having jurisdiction in the premises may direct.

Sec. 5. In any taxable year in which the corporation is a private foundation as described in IRC section 509(a) , the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC section 4942, and the organization shall not: (a) engage in any act of self-dealing as defined in IRC section 4941(d); (b) retain any excess business holdings as defined in IRC section 4943(c); (c) make any investments in such a manner to subject the organization to tax under IRC section 4944; or (d) make any taxable expenditures as defined in IRC section 4945(d) or corresponding provisions of any subsequent federal tax laws.



## IX. Other Lawful Provisions

Sec. 1. The corporation shall have the following powers in furtherance of its corporate purposes:

- a) The corporation shall have perpetual succession in its corporate name.
- b) The corporation may sue or be sued.
- c) The corporation may have a corporate seal which it may alter at its pleasure.
- d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- e) The corporation may purchase, receive or take grant, gift, devise, bequest or otherwise lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any other interest therein, wherever situated, in an unlimited amount.
- f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create security interest in all, or any of its property, or any interest therein, wherever situated.
- h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
- i) The corporation may make contracts, give guarantees in furtherance of its corporate purposes and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of it's obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- j) The corporation may lend money, invest and reinvest it funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Massachusetts General Laws, Chapter 180, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purpose.

## **IX. Other Lawful Provisions (continued)**

- l) The corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees.
- m) The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or the community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.
- n) The corporation may be an incorporator in other corporations of any type or kind.
- o) The corporation may be a partner in any enterprise which it would have power to conduct by itself.
- p) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit or other proceeding whether civil or criminal, in which they may be involved or with which he may be threatened, while in office or thereafter, by reason of their being or having been such a director, officers, employee or agent except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (1) by the disinterested majority of the directors then in office; (2) by the disinterested majority of the directors the in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that their action was in the best interests of the corporation; or (3) by a majority of the disinterested Members entitled to vote, voting as a single class. (continued next page)

**IX. Other Lawful Provisions** (Section (p) continued)

Expenses, including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if they shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise by law. As used in this paragraph, the terms "directors", "officers", "employees", and "agents" include their respective heirs, executors and administrators, and an "interested director" is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

- q) No person shall be disqualified from holding office by reason of any interest. In the absence of fraud, any director, officer, or Member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, Members, or individuals having any interest, may be party to, or may be peculiarly or otherwise interested in, any contract, transaction, or other act of this corporation, and:
- (i) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;
  - (ii) no such director, officer, Member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and
  - (iii) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, trustee, Member, or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

- r) The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purpose for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth of Massachusetts; and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

**IX. Other Lawful Provisions** (continued)

- s) All references herein: (1) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the General Laws of the Commonwealth, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (3) to particular sections of the Internal Revenue Code or the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.