

**Articles
of
Incorporation
and
Regulations**

**WESTERN RESERVE SOCIETY
SONS OF THE AMERICAN REVOLUTION**

2011

**ARTICLES OF INCORPORATION
OF
WESTERN RESERVE SOCIETY,
SONS OF THE AMERICAN REVOLUTION**

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under 1702.01 et seq., Revised Code of Ohio, do hereby certify:

FIRST The name of said corporation shall be Western Reserve Society, Sons of the American Revolution, and it can be referred to in its Regulations as "the Society."

SECOND The place in Ohio where the principal office of the corporation is to be located is Cleveland, Cuyahoga County.

THIRD The purposes for which said corporation is formed are: patriotic, historical, and educational, and shall include those intended or designed to perpetuate the memory of those who, by their services or sacrifices during the war of the American Revolution, achieved the independence of the American people; to unite and promote fellowship among their descendants; to inspire them and the community at large with a more profound reverence for the principles of the government founded by our forefathers; to encourage historical research in relation to the American Revolution; to acquire and preserve the records of the individual services of the patriots of the war, as well as documents, relics, and landmarks; to mark the scenes of the Revolution by appropriate memorials; to celebrate the anniversaries of the prominent events of the war and of the Revolutionary period; to foster true patriotism; to maintain and extend

the institutions of American freedom, and to carry out the purpose expressed in the preamble of the Constitution of our country and the injunctions of Washington in his farewell address to the American people.

FOURTH The following persons, not less than three, shall serve said corporation as trustees until the first annual meeting or other meeting called to elect trustees:

/s/ William M. Donley
Robert A. Mattoon
H. Arthur Zimmerman
Hudson D. Fowler III
Richard J. Haviland
Robert H. Stewart
Douglas M. Dechert
Robert J. Karrick
George T. Simon

FIFTH The persons who are to be the initial members of said corporation are those members in good standing as of August 1, 1990, of the present Western Reserve Society Sons of the American Revolution, a voluntary association.

SIXTH Said corporation shall be subordinate to the National Society of the Sons of the American Revolution (hereinafter referred to as the "National Society" and to the Ohio Society, Sons of the American Revolution (hereinafter referred to as the "Ohio Society").

SEVENTH The qualifications for membership in said corporation are: any man shall be eligible to membership in said corporation who, being of the age of eighteen

years or over, and a citizen of good repute in the community, is the lineal descendant of an ancestor who was at all times unflinching in loyalty to, and rendered active service in, the cause of American Independence, either as an officer, soldier, seaman, marine, militiaman, or minute man, in the armed forces of the Continental Congress, or of any one of the several Colonies or States; or as a signer of the Declaration of Independence; or as a member of a Committee of Safety or Correspondence; or as a member of any Continental, Provincial, or Colonial Congress or Legislature; or as a recognized patriot who performed actual service by overt acts of resistance to the authority of Great Britain provided, however, that no person advocating the overthrow of the Government of the United States by use of force or violence shall be eligible for membership in said corporation.

EIGHT The classes of membership of said corporation and the definitions and descriptions in connection therewith shall be:

(a) **Honorary:** Any member in good standing of any State or Territorial Society of the Sons of the American Revolution who has performed an outstanding civic or patriotic service for the United States of America, may be made an Honorary member of said corporation by vote of said corporation.

An Honorary member shall not be required to pay any membership fee or annual dues, and shall be entitled to all the rights and privileges of said corporation except the right to vote on the affairs of said corporation or to be a delegate from said corporation to a meeting or congress of the Ohio Society or the National Society.

(b) **Resident:** A member of said corporation who resides within the limits of the Western Reserve shall be a Resident member. A Resident member shall be

entitled to all the rights and privileges of said corporation and shall pay membership fees and annual dues as fixed from time to time by the Board of Trustees.

For the purpose of determining Resident and Non-Resident memberships, the Western Reserve shall be defined as including the counties of Ashland, Ashtabula, Cuyahoga, Erie, Geauga, Huron, Lake, Lorain, Mahoning, Medina, Ottawa, Portage, Summit and Trumbull.

(c) Non-Resident: A member of said corporation who resides outside of the limits of the Western Reserve shall be a Non-Resident member. A Non-Resident member shall be entitled to all the rights and privileges of said corporation and shall pay membership fees and annual dues as fixed from time to time by the Board of Trustees.

(d) Life: A Resident or Non-Resident member of said corporation in good standing who has paid the non-refundable Life Membership fee into the Life Membership Fund of said corporation, said fee being fixed from time to time by the Board of Trustees of said corporation, shall be a Life Member. The Life member shall continue to be a member of said corporation in perpetuity without the obligation to pay annual dues. During his lifetime the annual dues of each such life member to the National Society, to the Ohio Society, and to said corporation shall be paid from said Life Membership Fund of said corporation, and the payment of such dues is guaranteed by said corporation.

(e) Legacy: A Legacy member of said corporation is a male who, except for the fact that he is under eighteen years of age, could qualify for Resident or Non-Resident or Life membership in said corporation and on whose behalf an adult proposer has made proper application for such Legacy membership to the treasurer of said corporation and has paid in to the Life Membership Fund of said corporation the non-

refundable Legacy member entry fee, this fee to be fixed from time to time by the Board of Trustees of said corporation.

Should a Legacy member under eighteen years of age join the society entitled Children of the American Revolution, his dues in that society will be paid from said Life Membership Fund until he is eighteen years old, provided, however, that he survives to that age.

The treasurer of said corporation shall forward the application documentation of each surviving Legacy member to the National Society when said Legacy member nears his eighteenth birthday. When the Legacy member in good standing joins said corporation, he automatically becomes a Life member without payment of annual dues or additional membership fees. His dues to the National Society, the Ohio Society, and to said corporation shall be paid from said Life Membership Fund during his lifetime, and the payment of such dues is guaranteed by said corporation. All his other rights and privileges in the corporation take effect when the Legacy member elects to join said corporation and actually becomes a Life member of it.

IN WITNESS HEREOF, We have hereunto subscribed our names, this 22nd day of August 1990.

/s/ William M. Donley
Robert A. Mattoon
H. Arthur Zimmerman
Hudson D. Fowler III
Richard J. Haviland
Robert H. Stewart
Douglas M. Dechert
Robert J. Karrick
George T. Simon

Original Appointment of Agent

The undersigned, being at least a majority of the incorporators of the Western Reserve Society, Sons of the American Revolution hereby appoint Richard J. Haviland a natural person resident in the county in which the corporation, the Western Reserve Society, Sons of the American Revolution, has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is.

19662 Westover Avenue
Rocky River, Cuyahoga County
Ohio 44107

WESTERN RESERVE SOCIETY, SONS OF THE
AMERICAN REVOLUTION

/s/ William M. Donley
Robert A. Mattoon
H. Arthur Zimmerman
Hudson D. Fowler III
Richard J. Haviland
Robert H. Stewart
Douglas M. Dechert
Robert J. Karrick
George T. Simon

Cleveland, Ohio

August 22, 1990

WESTERN RESERVE SOCIETY, SONS OF THE
AMERICAN REVOLUTION

Gentlemen: I, hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

/s/ Richard J. Haviland

REGULATIONS

Regulations of the Western Reserve Society, Sons of the American Revolution (hereinafter nominated "The Society") an Ohio Not For Profit Corporation.

ARTICLE I

OFFICERS

Section 1. The officers of the Society shall be: President, First Vice President, Second Vice President, Secretary, Treasurer. These shall be the elected officers and their duties may be combined e.g. First Vice President/Secretary. Additional officers shall be appointed by the President subject to approval of the Board of Trustees and shall be: Registrar, Historian, Genealogist, Chaplain, Parliamentarian, and Statutory Agent. In the interest of continuity, the Nominating Committee is encouraged to find candidates for the top three officers (President, First Vice President, and Second Vice President) who would be willing to serve a second and final term, if nominated and elected. All other officers may continue in office as long as elected or appointed.

In the event of a vacancy in the office of President, the First Vice President shall become President for the remainder of the term. A vacancy in any other office, or in the Board of Trustees, shall be filled by appointment by the Board.

ARTICLE II

MEETINGS AND ELECTIONS

Section 1. The Annual Meeting of the Society for the election of officers and of members of the Board of Trustees, and for the transaction of business, shall be held the second Wednesday in December at a place designated by the board of Trustees or the Executive Committee.

Section 2. Special meetings of the Society may be called by the President, and shall be called by him within seven days after being directed to do so by the Board of Trustees. General business may be transacted at any special meeting.

Section 3. Twenty-five members in good standing shall constitute a quorum at any meeting of the Society.

Section 4. Nominations for elective officers and elective members of the Board of Trustees shall be made by a Nominating Committee appointed by the President, but additional nominations may be made from the floor. Nominees shall be elected by a majority vote of the members present.

Section 5. The terms of all officers and trustees shall begin upon their election at the Annual Meeting.

ARTICLE III

MEMBERSHIP FEES AND ANNUAL DUES

The membership fee and the annual dues shall be fixed from time to time by the Board of Trustees, provided however, the membership fee shall be not less than the sum of the admission fees payable to the National Society of the Sons of the American Revolution (hereinafter referred to as the "National Society") and the Ohio Society of the Sons of the American Revolution (hereinafter referred to as the "Ohio Society") and the annual dues shall not be less than the sum of the annual dues payable to the National Society and the Ohio Society.

ARTICLE IV

FISCAL YEAR

The fiscal year of the Society shall be from January 1 through December 31.

ARTICLE V

MEMBERSHIP

Application for membership shall be made using forms prescribed by the National Society endorsed by two members in good standing, and shall set forth the name, occupation, and residence of the applicant; the line of descent; and the name, residence, and services of his ancestor or ancestors in the American Revolution from whom he derives eligibility. The applicant shall make oath that the statements contained in his application are true to the best of his knowledge and belief. Each application shall be accompanied by the applicable fees. Upon the acceptance of an application by the Board of Trustees, it shall be approved by the Registrar of the Society and shall be transmitted to the Ohio Society. Upon notification by the Registrar of the Ohio Society that the application has been approved by the Registrar General and the name of the applicant has been entered upon the rolls of the National Society, the Western Reserve Society shall place the name of the applicant upon its rolls as a member in good standing.

The official designation of a member of the Society shall be "Comptriot."

ARTICLE VI

OFFICER DUTIES

Section 1. The duties of the officers shall be such as usually appertain to their offices, and they shall have such other duties as may be imposed upon them hereinafter or as may be delegated to them by the Board of Trustees.

Section 2. The President, or in his absence the next ranking Vice President who is present, or in the absence of the President and both Vice Presidents, a chairman pro tem, shall preside at all meetings of the Society and of the Board of Trustees, and shall exercise his voting right only when his vote would affect the outcome. He shall exercise the usual functions of a presiding officer and shall enforce strict observance of the provisions of the Articles of Incorporation and Regulations of the Society. In addition to his general duties, the President shall be ex-officio chairman of the Board of Trustees and the Executive Committee and an ex-officio member of every other committee except the Nominating Committee.

Section 3. Subject to the approval of the Board of Trustees, the President shall appoint the chairmen of the following standing committees: American Flag, Americanism, Audit, Awards, Children of the American Revolution, Circular, Citizenship Awards, Color Guard, Consolidated Funds, Essay Contest, Finance, Genealogical, Graves, Historic Sites and Celebrations, Hospitality, Information Technology, Membership, New Citizens, Nominating, Oration, Program, Public Relations, Regulations, ROTC, Scouting, Speakers Bureau, Strategic Planning, Veterans. The chairmen, in turn, will appoint committee members.

The duties of the above committees shall be such as usually appertain to committees of like character, together with such duties as may be assigned to them by the Board of Trustees. Committee chairmen will be invited to attend all meetings of the Board of Trustees without vote.

The Program and Historic Celebration committees will report to the First Vice President. The Membership, Hospitality, Public Relations, and Circular committees will report to the Second Vice President. The Audit and Nominating committees will report to the Board, Finance will report to the Treasurer. Regulations to the Parliamentarian, and Genealogical to the Genealogist. All other committees will report to the President.

Section 4. The Secretary shall conduct the general correspondence of the Society and perform such other duties as may be ordered by the Board of Trustees. He shall give due notice of the time and place of all meetings of the Society, the Board of Trustees, and the Executive Committee and shall attend same. He shall serve as secretary of the Board of Trustees and of the Executive Committee with vote in both cases.

Section 5. The Treasurer shall keep a true account of all funds held by the Society. This account shall be audited annually by the Audit Committee. Unless the Executive Committee deems it too expensive, the Treasurer shall be given a surety bond. The Treasurer shall also maintain and manage special funds (currently the Outreach and

Speakers Funds) in accordance with the specific guidelines approved by the Board for such funds.

Section 6. The Registrar shall keep a roll of the names and dates of the election, resignation, or death of all members. At each Annual Meeting he shall submit a list of members who have died during the preceding year.

Section 7. The Historian shall keep the records of the historical and commemorative meetings of the Society. He shall preserve all matters of interest of an historical character which may come to his knowledge.

Section 8. The Genealogist shall serve in an advisory capacity to the Registrar and, when called upon, shall assist any applicant to secure the necessary data for his application.

Section 9. The Chaplain shall conduct the religious functions of the Society and shall open all meetings of the Society with services usual and proper for such occasions.

ARTICLE VII

THE BOARD OF TRUSTEES

Section 1. The Board of Trustees (hereinafter referred to as the "Board") shall superintend generally the interests of the Society and execute all such duties as may be committed to it by the Society. It shall call special meetings of the Society at any time upon the written request of five members of the Society and at such other times as the Board sees fit. A majority of the Board shall be considered a quorum.

Section 2. Full power and authority over the affairs of the Society shall be vested in the Board of Trustees which shall consist of nine elected Trustees, the President, First Vice President, Second Vice President, Secretary, Treasurer, Registrar, Historian, Genealogist, and Chaplain. Three of the nine elected Trustees shall be elected at each annual meeting to serve terms of three years. No one who has served three years (or more) continuously as an elected trustee shall be eligible for re-election as a trustee prior to one year after the expiration of his term.

Section 3. Voting by e-mail is authorized and such votes shall be counted toward establishment of a quorum.

ARTICLE VIII

THE EXECUTIVE COMMITTEE

The Executive Committee, consisting of the President, First Vice President, Second Vice President, Secretary, and Treasurer, shall have the powers of the Board and shall exercise its duties during intervals between meetings of the Board. At all meetings of the Executive Committee three or more members shall be sufficient for the transaction of business. Minutes of the Executive committee shall be kept by the Secretary.

ARTICLE IX

LADIES AUXILIARY

The formation of a Ladies Auxiliary is authorized.

ARTICLE X

FUNDS

Section 1. The Consolidated Fund consists of the Life Membership Fund, the Permanent Fund, the Oration Fund, the Color Guard Fund, and the Eagle Scout Fund. When the Treasurer receives monies for any of these funds he deposits them to the Consolidated Fund Account which is supervised by the Consolidated Fund Committee. Said Committee provides quarterly reports to the Treasurer and the Board.

Section 2. The Life Membership Fund has the sole purpose of holding the fees paid by the members of this fund. No monies from this fund may be expended for any purpose except annual dues of the participating members. Expenses of the Life Fund are chargeable to the Permanent Fund.

Section 3. The Permanent Fund has the sole purpose of holding undesignated bequests and all other undesignated monies. As noted above, it pays all Life Membership charges except dues. However, should the income to the Life Fund be insufficient to pay dues, the Permanent Fund will make up the shortfall.

Section 4. The Oration Fund has the sole purpose of funding the annual Douglass G. High Oration Contest. No other charges may be made against it. If the Society were to abandon the contest, the remainder of the Oration Fund reverts to the National Contest.

Section 5. The Color Guard Fund has the sole purpose of supporting the Color Guard. Any honoraria received are credited to this account. Expenses are at the discretion of the Guard with the single caveat that funds may not be used for travel.

Section 6. The Eagle Scout Fund has the sole purpose of supporting scouting. This is accomplished by presenting an engraved medal to an outstanding Eagle Scout and paying for his and his parents lunch at the George Washington Birthday Luncheon.

Section 7. The Outreach Fund has the sole purpose of funding unbudgeted or underbudgeted outreach activities.

Section 8. The Speakers Fund has the sole purpose of funding expenses involved in obtaining speakers for Society meetings.

Section 9. In the event of the dissolution of the Society, the Consolidated Fund will purchase Life Memberships in the National and/or Ohio Life Membership Programs for all living Life and Legacy Members. After notice in writing to the membership of the Society, any remaining monies shall be distributed and paid over to the organization which, in the judgment of the majority of the membership attending a meeting of the Society called to decide same, most nearly approximate the objectives of the Society and in conformance with IRS regulations for charitable organizations.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Regulations and any special rules the Society may adopt.

ARTICLE XII

ADMENDMENTS

These Regulations may be altered or amended by a majority vote of the members present at a meeting of the Society, provided that thirty days notice of such proposed amendment has been sent by the Secretary to each member in good standing of the Society.

ARTICLE XIII

EFFECTIVE DATE

These regulations shall take effect upon their adoption at the Annual Meeting on January 14, 2009.