

**TEXAS SOCIETY ORDER OF CONFEDERATE ROSE,
INCORPORATED**

BYLAWS

**ARTICLE I
NAME**

The name of this organization shall be the Texas Society Order of Confederate Rose, Incorporated, hereinafter to be known as "TSOCR".

**ARTICLE II
PURPOSE**

The primary purpose of the TSOCR shall be to assist the Texas Division Sons of Confederate Veterans (TDSCV) and the local camps thereof, in their historical, educational, benevolent and social functions, especially the preservation of Confederate history symbols. Additional activities are developed only when needed or when the SCV camp does not desire the aid of TSOCR. The TSOCR shall be nonprofit and shall not discriminate by race, sex, religion or creed and shall be independent from other OCR state societies or divisions.

**ARTICLE III
COMPLIANCE FOR NON-PROFIT STATUS**

SECTION 1.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized to make payments and distribution in furtherance of the purposes set forth in the purpose clause.

SECTION 2.

Notwithstanding any other provision of these articles, the organization shall not participate in and/or be affiliated with any other activities not permitted any organization which is exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV
MEMBERSHIP**

SECTION 1. ELIGIBILITY

Any person ten (10) years of age and older who is recommended by a current

member in good standing of the Sons of Confederate Veterans and/or referred by a current member in good standing of the TSOOCR is eligible to become a member by submitting the completed TSOOCR application and required dues to the President/Representative of the member chapter. The Chapter President/Representative shall be responsible for remitting the application and state dues to the TSOOCR Treasurer.

SECTION 2. MEMBERSHIP CLASSES

Each member in good standing, regardless of membership class, shall be entitled to one (1) vote at the chapter level, Executive Committee and at the TSOOCR Annual Meeting, and to receive a membership card and subscription to the TSOOCR quarterly newsletter.

- a) **REGULAR MEMBERSHIP.** All members who do not fall into another class of membership and are current in their dues will be regular members.

- b) **LIFE MEMBERSHIP.** Life membership in the TSOOCR may be secured by the one-time payment of one hundred and twenty dollars (\$120.00). As there is no national organization, life membership in the TSOOCR applies only to the TSOOCR and may or may not be honored by another OCR state society upon transferring out of the TSOOCR. Each chapter shall decide whether or not to collect local dues from a life member over and above the one-time payment. All life membership plaques and pins will be presented once a year at the TSOOCR Annual Meeting.

- c) **ASSOCIATE MEMBER.** Associate Members are TSOOCR members who wish to be a part of two OCR Chapters. The TSOOCR dues are always paid to only one of those chapters.

- d) **MEMBERS-AT-LARGE.** Applicants who choose not to join a chapter within the TSOOCR shall become a regular Member-At-Large in good standing upon payment of \$20.00, and the same annually thereafter, sent directly to the TSOOCR Treasurer. Life Members who are Members-At-Large do not pay any additional dues.

SECTION 3. CHAPTERS

- a) **ORGANIZATION.** The TSOOCR shall be organized into one (1) of two (2) types of chapters of not less than five (5) members. Upon recruiting five (5) or more members, organizing chapters shall submit the following to the TSOOCR Treasurer: a complete list of the organizing members with addresses, phone numbers and email address, if applicable; the members' applications; state dues for each organizing member and the name of the new chapter. An organizing chapter that has submitted all required paperwork and funds to the TSOOCR Treasurer shall then arrange, in cooperation with the TSOOCR Director, for a chartering ceremony. Upon being chartered by the TSOOCR Director or Assistant Director, an organizing chapter shall then be recognized as a chapter in good standing of the TSOOCR.

b) TWO TYPES OF CHAPTERS.

1) AFFILIATED CHAPTERS. An Affiliated Chapter is a chapter that meets all requirements as an Associated Chapter but chooses to be covered under the TSOOCR 501(c)(3) Articles of Affiliation. The chapter must comply with the forms provided in the Articles of Affiliation packet. An Affiliated Chapter that fails to meet requirements for TSOOCR 501(c)(3) will result in the TSOOCR Treasurer reporting this chapter as not meeting the Articles of Affiliation to IRS.

2) ASSOCIATED CHAPTERS. Chapters may choose not to be covered under the TSOOCR 501(c)(3) Articles of Affiliation. A chapter must follow guidelines for the Associated Chapter as listed in the Articles of Affiliation packet.

c) CHAPTER OFFICERS. Each chapter shall elect a President/Representative, or its equivalent, who shall be responsible for managing the chapter. The Chapter President/Representative shall oversee the collection and remitting of state dues to the TSOOCR Treasurer. Chapters shall elect a slate of officers and adopt their own bylaws. Said chapter bylaws shall not conflict with the TSOOCR bylaws.

d) TRANSFERS. If a member transfers to another chapter within the TSOOCR the losing and/or receiving chapter may charge a one-time transfer fee. Both the losing and receiving chapters shall notify the TSOOCR Secretary and Treasurer of the transfer. The TSOOCR Treasurer shall provide proof of life membership in a transfer in writing to the receiving chapter, upon request.

e) DISBANDMENT. If a chapter fails to maintain a membership of at least five (5) members, the chapter shall have six (6) months from the date noted on a written warning letter, to be sent by the TSOOCR Secretary, to increase their membership to the minimum number. If after the six (6) months warning period, the chapter fails to obtain the required number of members to meet the minimum of five (5), the TSOOCR Director shall declare the chapter disbanded. By written request to the TSOOCR Director, the chapter shall be granted one (1) six-month extension period, if desired. Upon being disbanded, the chapter charter shall be surrendered to the TSOOCR Director. All remaining members of the disbanded chapter may join another TSOOCR chapter or become members-at-large.

f) REACTIVATING A CHAPTER. A disbanded chapter may be reactivated upon application of at least five (5) members, plus a one-time reactivation fee of \$20.00. Five (5) new members or a combination of five (5) new, inactive (members whose memberships have been reinstated), or active (members in good standing transferring from another chapter), may reactivate a TSOOCR chapter using the original name and number. Along with the application, the local SCV camp should provide a letter of support for reactivation of the disbanded chapter. The names of members who sign the charter application will be listed on the reactivated charter. Upon request from the reactivating President/Representative, the TSOOCR Director shall assign a date for the chapter application and the charter presentation. "REACTIVATED" must be

written across the top of the new charter.

SECTION 4. TERMINATION

- a) Membership in TSOOCR may be terminated by written resignation to the chapter, who shall then notify the TSOOCR Secretary, or by death. Any regular member shall be terminated automatically for nonpayment of annual dues by the deadline date.
- b) Upon the death of a TSOOCR chapter member, the chapter shall notify the TSOOCR Chaplain with all pertinent information.
- c) Suspension and/or expulsion of TSOOCR membership shall be handled by the chapter to which a member belongs or by the Executive Committee in the case of members-at-large.
- d) The TSOOCR Executive Committee upon written request shall hear disputes by a chapter unable to resolve internal controversy or disagreements.

SECTION 5. CONFEDERATE LEGACY

Membership in the Confederate Legacy program shall be open to any child from birth through age ten in whom a member of TSOOCR wishes to cultivate an interest and appreciation of southern culture. Upon enrollment and payment of the one time fee of ten dollars (\$10.00), Legacy members (referred to as "Little Rebels" for boys and "Rose Petals" for girls) shall receive a pin/pendant, membership certificate and a TSOOCR *Confederate Heritage Trail Booklet* from the sponsoring TSOOCR chapter. All membership fees shall be invested in an interest bearing account. The interest earned therein shall be awarded as scholarships to any graduating high school or home schooled student who will be attending a post secondary school.

ARTICLE V EXECUTIVE COMMITTEE

SECTION 1. OFFICERS

The TSOOCR Executive Committee shall be the governing body of the TSOOCR and shall consist of the following elected TSOOCR officers: Director, Assistant Director, Secretary, Treasurer, Chaplain, Appointed Chairpersons and one representative from each chapter, as designated by the chapter. The Director may appoint positions as needed, including but not limited to, a Newsletter Editor, Historian, Dispatcher and Parliamentarian. The Executive Committee shall meet at least once annually and the TSOOCR Director shall name the time and place of the meeting or meetings. The Executive Committee shall have charge of the affairs of the TSOOCR between annual meetings. No action of the Executive Committee shall conflict with any action taken by the TSOOCR membership or with State of Texas law. Each member of the Executive Committee with the exception of the Parliamentarian shall have one vote. Five (5) members of the Executive Committee shall constitute a quorum.

SECTION 2. DUTIES OF OFFICERS

- a) **DIRECTOR.** The TSOOCR Director shall be the chief executive officer and shall

preside at all meetings of the organization. The Director may appoint any committees deemed necessary except the Nominating Committee, which shall be elected at the winter (December-February) Executive Committee meeting in election years. The Director shall be a member ex-officio of all committees, with the exception of the Nominating Committee.

- b) **ASSISTANT DIRECTOR.** The TSOOCR Assistant Director shall assist in managing the TSOOCR. The Assistant Director shall plan, in coordination with a representative of the host city, the TSOOCR program at the Annual Meeting and the Silent Auction at the TDSCV convention.
- c) **SECRETARY.** The TSOOCR Secretary shall keep an accurate record of the proceedings of Annual, Special, Executive Board and Board of Director meetings. The Secretary shall notify the Director if unable to perform said duties at any meeting. The Secretary shall keep an up-to-date list of all members and the membership status of each member. The Secretary shall send a welcome letter, membership certificate and pin to the new TSOOCR member's Chapter President/Representative within thirty (30) days of receipts of dues.
- d) **TREASURER.** The TSOOCR Treasurer shall have custody and charge of the monetary assets of the TSOOCR. The Treasurer shall keep an accounting of all receipts and disbursements and shall make a report of same at the Annual Meeting or when called upon to do so by the Director. The Treasurer shall keep accurate membership records and notify the appropriate officers about membership changes. The Treasurer shall be in charge of TSOOCR fund raising and collecting dues from members-At-large. An audit of the books shall be conducted when a new treasurer is elected. The Treasurer along with the other officers shall be bonded, at the expense of the TSOOCR, as necessary.
- e) **CHAPLAIN.** The TSOOCR Chaplain shall provide guidance and counsel to all TSOOCR members, as requested, and shall offer the invocation and benediction at all meetings. Upon being notified of the death of a member, the Chaplain shall send a letter of condolence to the next of kin and notify the TSOOCR Secretary and Treasurer. The Chaplain shall send birthday cards to TSOOCR members who are seventy (70) years of age or older.

SECTION 3. DUTIES OF APPOINTED POSITIONS

- a) **NEWSLETTER EDITOR.** The TSOOCR Newsletter Editor shall provide to the TSOOCR membership a quarterly newsletter electronically, or via U.S. Mail, if desired. Said newsletter shall include the news, projects and activities of the TSOOCR. Chapters shall provide to the Newsletter Editor appropriate information of its activities.
- b) **HISTORIAN.** The TSOOCR Historian shall maintain a scrapbook containing a collection pictures, newspaper articles, etc. reflecting the history of the TSOOCR and its chapters.
- c) **DISPATCHER.** The Dispatcher shall manage and maintain a list of the TSOOCR

members' electronic mail addresses and utilize said list to distribute messages and information of interest to the membership as requested by the Director.

d) **WEBMASTER.** The Webmaster shall manage the TSOOCR Official Website.

e) **PARLIAMENTARIAN.** The Parliamentarian shall inform the presiding officer regarding matters inconsistent with the TSOOCR bylaws and/or accepted parliamentary procedure as referenced in *Robert's Rules of Order Newly Revised*.

SECTION 4. REMOVAL OF OFFICERS

Any elected TSOOCR officer may be removed from office for misconduct or willful dereliction of duty by a two-thirds (2/3) vote by ballot of the Executive Committee.

ARTICLE VI BOARD OF DIRECTORS

The TSOOCR Board of Directors shall automatically consist of the following members of the Executive Committee: TSOOCR Director, Assistant Director, Secretary, Treasurer, Chaplain, Parliamentarian and immediate outgoing Director who shall serve for the duration of the serving Director's term. The Board of Directors shall meet at least once annually and the TSOOCR Director shall name the time and place of the meetings(s). Each member shall have one (1) vote, with the exception of the Parliamentarian, who shall only cast a tie-making vote. The Board of Directors shall monitor the TSOOCR Articles of Incorporation for inconsistencies with the TSOOCR Bylaws and the laws of the State of Texas. The Board of Directors shall amend said Articles of Incorporation, as necessary, and notify the Texas Secretary of State, as required by laws. A report of any actions taken shall be presented to the membership at the TSOOCR annual meeting. Three (3) members, including the Parliamentarian, shall constitute a quorum.

ARTICLE VII MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of the TSOOCR, open to all members, shall take place in conjunction with the annual convention of the TDSCV. The purpose of the annual meeting shall be for the receiving of TSOOCR officer and chapter reports and the transacting of business. All reports shall be forwarded to the Director prior to June 1 of each year. Twenty (20) members in good standing shall constitute a quorum. The Order of Business at the annual meeting shall be:

- a) Call to order
- b) Invocation
- c) Pledges and salute to the flags (USA, Texas and CSA)
- d) Adoption of order of business
- e) Introductions
- f) Officer reports:
Director

- Assistant Director
- Secretary
 - Read minutes
 - Call roll
 - Establish a quorum
- Treasurer
 - Financial reports
- Chaplain
- g) Appointed positions
- h) Committee reports
- i) Chapter reports
- j) Unfinished business
- k) New business
- l) Adoption of bylaws and standing rules amendments—(even years)
- m) Nominating committee (in odd years)
- n) Officer elections (in odd years)
- o) Announcements
- p) Benediction
- q) Adjournment

SECTION 2. SPECIAL MEETINGS

Special meetings of the TSOCR may be called at any time by the Director, or by written request of either five (5) members of the Executive Committee, three (3) members of the Executive Board of Directors, or ten (10) members in good standing, with not less than ten (10) days advance, written notice. The TSOCR Director shall name the time and place of any special meeting, to be called within thirty (30) days. The quorum shall remain the same as a regular meeting: Board of Directors requires three (3), Executive Committee requires five (5) and the Annual Meeting requires twenty (20).

SECTION 3. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet separately from the Annual Meeting. The Executive Committee shall meet at least once or as many times as necessary to conduct the business affairs of the TSOCR between annual meetings. All members are encouraged to attend TSOCR Executive Committee meetings, however, only the Executive Committee members may vote. Five (5) members of the Executive Committee shall constitute a quorum.

ARTICLE VIII DUES

SECTION 1. STATE DUES

TSOCR state dues in the amount of ten dollars (\$10.00) per regular chapter member shall be collected by the chapters and remitted to the TSOCR Treasurer no later than May 1st of each year. Included with the state dues remittance shall be a listing of all chapter members with current address, phone number and e-mail address, if available. The TSOCR Treasurer shall collect annual dues from

members-at-large. A member whose dues have not been paid by June 1st shall be automatically dropped from membership and not allowed to vote at the Annual Meeting. Any member who has not paid dues by June 1 will pay a reinstatement fee of five dollars (\$5.00). This fee will be designated to the Scholarship Fund.

SECTION 2. CHAPTER DUES

In addition to state dues, TSOOCR chapters may collect an amount from their members to be determined by the chapter for local chapter use. Life Members belonging to a chapter are automatically exempt from state dues; however, they may be responsible for chapter dues, as decided by the chapter.

SECTION 3. FISCAL YEAR

The fiscal year of the TSOOCR shall be June 1st to May 31st.

ARTICLE IX ELECTION OF OFFICERS

SECTION 1. TERMS OF OFFICE

The TSOOCR officers shall be elected to serve a term of two (2) years or until their successors are elected. In case of an unexpired term, the TSOOCR Director shall appoint a replacement. The vacancy in the office of the TSOOCR Director shall be filled by the elected officers, in order of rank as listed in Article V, Section 1.

SECTION 2. NOMINATING COMMITTEE

The Nominating Committee shall be elected at the winter (December-February) Executive Committee meeting during election years. The Nominating Committee of at least three (3) members in good standing shall seek out candidates to serve as officers. They shall compile a slate of officers, one per office, after first obtaining the member's consent to serve. The slate shall be submitted in writing to the members of the Executive Committee (TSOOCR officers and Chapter Presidents/Representatives) at the spring (March-May) Executive Committee meeting and via United States Postal Service or electronic mail at least thirty (30) days prior to the Annual Meeting during odd years. It shall be the responsibility of the Chapter President/Representative to distribute the slate of officers, as soon as possible, to their chapter members. It shall be the responsibility of the TSOOCR Treasurer to distribute the slate of officers, as soon as possible, to the TSOOCR Members-At-Large.

SECTION 3. ELECTIONS

After the Nominating Committee presents their slate of officers, nominations by any TSOOCR member in good standing, shall be heard from the floor. If there is only one candidate for an office, the vote may be by voice vote. In the event of more than one candidate for any office, then the vote for that office must be by written ballot. A majority of those TSOOCR members in good standing and present at the annual meeting shall vote.

SECTION 4. TELLERS

In the event of a written ballot, the TSOCR Director shall appoint two tellers to distribute the ballots, count and report on the votes.

ARTICLE X AMENDMENTS

These bylaws may be amended, repealed or altered, in whole or in part, by a two-thirds (2/3) vote of the members, in good standing, present and voting at the Annual Meeting in even years. The proposed change or changes shall be submitted in writing to the members of the Executive Committee (TSOCR officers and Chapter Presidents/Representatives), via the United States Postal Service, electronic mail, distribution through the TSOCR newsletter, or delivered in person, at least 30 days prior to the annual meeting during which the vote shall take place. It shall be the responsibility of the Chapter Presidents/Representatives to distribute, as soon as possible, any proposed bylaw amendments to their chapter members. It shall be the responsibility of the TSOCR Treasurer to distribute, as soon as possible, any proposed bylaw amendments to the TSOCR Members-At-Large.

ARTICLE XI PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority of the TSOCR in all cases in which the TSOCR bylaws and/or standing rules are either incomplete or in conflict. The TSOCR shall comply with the State of Texas Non-Profit Corporation Act.

ARTICLE XII INSIGNIA

Except for the official OCR insignia, only the Executive Committee of the TSOCR may adopt insignia, colors, badges, and flags for use by TSOCR members, as desirable.

ARTICLE XIII LIABILITIES

Nothing herein shall be interpreted to mean that members of the TSOCR are in partnership with any other group, society or organization for any purpose. No member, officer, agent or employee shall be liable for the act of any other member, officer, agent or employee of the TSOCR. No member, officer, agent or employee shall be liable for his/her failure to act under these bylaws, except acts of omission arising out of the willful misfeasance of a stated duty.

ARTICLE XIV DISSOLUTION

SECTION 1. VOTING

The Texas Society Order of Confederate Rose may be dissolved by a two-thirds (2/3) vote of the members, in good standing, present at any Annual Meeting after the proposed dissolution has been submitted in writing to the entire membership via United States Postal Service and/or electronic mail at least thirty (30) days prior to the Annual Meeting during which the vote shall take place.

SECTION 2. DISTRIBUTION OF NON-CASH AND CASH EQUIVALENT ASSETS

In the event of dissolution, all non-cash equivalent and monetary assets will be transferred to the Texas Division Sons of Confederate Veterans or an historical organization decided upon by the TSOCR Board of Directors.

- a) In the event of a dissolution, all monetary (cash and cash equivalent) assets held by the TSOCR shall be transferred to the custody and charge of the TDSCV, contingent on a written agreement between the Texas Society Order of Confederate Rose, Incorporated, and the Texas Division Sons of Confederate Veterans, signed by the authorized agents for both. Said written agreement shall state that all monetary assets, formerly held by the TSOCR shall be invested in perpetuity for the purpose of continuing the Marilyn C. Sweeney Scholarship. It shall be stipulated that only the interest generated from said investment shall be utilized to support said scholarship.

- b) In the case that said written agreement should not be acceptable to the Texas Division Sons of Confederate Veterans, then their final act prior to dissolution, the TSOCR Board of Directors shall arrange for all monetary (cash and cash equivalent) assets to be donated to another historical organization.

(Amended at the Annual Meeting, June 5, 2010)