

BY-LAWS

ARTICLE I.

Officers.

The officers of the Society shall consist of a President, a Vice President, an Immediate Past President, a Secretary, a Treasurer, a Chaplain, a Historian, a Genealogist, and Counsel.

Only members in good standing shall fill the officer positions prescribed in this article. The positions of President, Vice President, Immediate Past President, Secretary and Treasurer shall not be filled by honorary members.

ARTICLE II.

Election and Terms of Officers.

The slate of officers shall be presented by the Nominating Committee and voted on at the annual meeting of the Society held immediately prior to each triennial meeting of the General Society.

Those officers elected shall hold office for the term of three years, or until their successors are chosen. Qualified members may serve in an office for more than one term, but no member shall be eligible for election as President of the Society for two full consecutive terms.

ARTICLE III.

The President and Vice President.

The President, or in his absence or disability the Vice President, shall preside at all meetings of the Society and of the Standing Committee. In the event that the President is no longer able to serve, through death or other reasons, the Vice President will serve out the unexpired term of the former President, at which point the Vice President will remain eligible for election to a full consecutive term.

The President may, at his discretion, be a member, ex-officio, of all committees of the Society.

ARTICLE IV.

The Secretary.

The Secretary shall keep the minutes of all meetings of the Society and of the Standing Committee and shall have responsibility for the records, papers and seal of the Society. He shall call all meetings of the Society and the Standing Committee by mailing notices or having notices mailed to each member not less than one week previous to such meetings, or as is otherwise prescribed in these by-laws. The Secretary shall promptly notify all applicants of their election, or non-election, to membership and forward or cause to be forwarded to qualifying applicants instructions for accomplishing the prerequisites for membership elsewhere defined in these by-laws.

ARTICLE V. *The Treasurer*

The Treasurer shall be responsible, either directly or through delegation to accountants, registered investment advisors and other competent professionals, for the collection, receipt, and custody of all funds, securities and other investments of the Society and shall insure that all funds of the Society are properly invested in one or more appropriate institutions approved and designated by the Standing Committee; he shall disburse or cause to have disbursed the funds of the Society in accordance with the authorization or direction of the Society or of the Standing Committee; he shall supervise either directly or through delegation to accountants, registered investment advisors and other competent professionals all receipts and disbursements by any fiscal agent of the Society; and he shall perform such other duties incident to his office as are directed by the Society or by the Standing Committee.

The obligation to receive, collect and disburse funds and to act as custodian of and invest the Society's funds, securities and other assets may be assigned by the Standing Committee to one or more accountants, registered investment advisors or other competent professionals, including appropriate, qualifying institutions regularly chartered by the State of Georgia or the United States of America having corporate power to discharge such duties under the laws of the State of Georgia or the United States; and the Standing Committee shall determine the terms and conditions under which such agents or institutions shall operate. Should the obligation to receive, collect and disburse the funds of the Society and to act as custodian and investor of the Society's funds and securities not be delegated in accordance with this Article to appropriate, qualifying agents or institutions, then the Treasurer shall give bond and comply with such rules and regulations as may be prescribed from time to time by the Society or the Standing Committee.

The Treasurer shall present at each annual meeting a report showing all funds received and disbursed during the previous fiscal year as well as all assets of the Society and how and where they are invested.

ARTICLE VI. *The Historian and the Genealogist.*

The Historian shall pass on the qualification of the proposed propositus for all applications for membership in the Society and shall make his recommendations to the Standing Committee either directly or through the Membership Committee.

The Genealogist shall pass on the accuracy and adequacy of the genealogical information (including documentation) presented by all applications for membership in the Society and shall make his recommendations to the Standing Committee either directly or through the Membership Committee.

ARTICLE VII. *The Standing Committee.*

The Standing Committee shall be composed of the President, Vice President, Immediate Past President, Secretary, Treasurer, and two or more members (hereditary or honorary) elected at the annual meeting of the Society. Five (5) members shall constitute a quorum for the transaction of business. The assent of a majority of the members present shall be necessary for any of the Committee's acts.

The Standing Committee shall have charge of the general welfare and affairs of the Society, as well as all other matters committed to it. It shall hold meetings at such times as It shall determine, but shall meet at least twice a year. Special meetings may be called at any time by direction of the President, and such meetings shall also be called upon the request in writing of three (3) members thereof. It shall consider all applications for membership in the Society and shall recommend such applicants as it deems to be entitled and worthy. It shall keep a record of its proceedings, which shall be open to inspection by any member of the Society, and these records shall be read to the Society at its annual meeting. It shall see that the Treasurer's bond, if required, is sufficient and, if appropriate, shall direct him in the purchase, exchange or sale of stocks, bonds, or other invested property of the Society. It shall appoint proper persons from among the members of the Society to fill any office, which shall have become vacant by death, resignation or otherwise, such appointments to hold only until the next annual meeting of the Society.

ARTICLE VIII. *Other Committees.*

At the annual meeting of the Society, or as soon thereafter as possible, the President shall appoint the following select committees who shall make their reports to the Standing Committee as soon as practicable but not later than the next annual meeting.

The Investment Committee, composed of two or more members (hereditary or honorary) who shall review the investments in the endowment fund and any other Society funds and recommend to the Standing Committee any change deemed necessary or desirable.

The Audit Committee, composed of two or more members (hereditary or honorary) who shall audit the accounts of the Society. Their report shall be made to the Standing Committee.

There shall at all times be a Nominating Committee, chaired by the Immediate Past President, or, if there is no one serving in this office, by a former President of the Society appointed by the President, who may also appoint other members to this committee.

The President shall appoint any other committees as he from time to time deems appropriate to conduct the business of the Society.

ARTICLE IX. *Management of Funds of the Society.*

The funds of the Society and the accounts or instruments in which those funds are invested from time to time shall stand in the name of the Society of the Cincinnati in the State of Georgia, or in any other name or names as the Standing Committee shall from time to time designate.

Any bank or trust company or other financial institution acting as depository or in any other capacity for the Society under this ARTICLE or under ARTICLE V is fully authorized to take any action or fulfill any instructions given to it by resolution of the Standing Committee as certified by the Secretary. Any direction, determination or action so certified shall be full and complete authority and protection to and for any person or corporation acting in pursuance thereof.

ARTICLE X.
Meetings, Quorum.

The annual meeting of the Society shall be held on the Saturday which is the closest to the twenty-second day of February, or on a date as near thereto as is practicable, in each year at such place in the State as may be determined upon by the Standing Committee. In addition, a Fall meeting of the Society membership shall be held at least three (3) months prior to the annual meeting. Notices for these meetings shall be mailed to all the members not less than two weeks in advance.

Special meetings may be called at any time by direction of the President or upon the request in writing of three (3) members stating the object of the meeting.

Five (5) members shall constitute a quorum for the transaction of business.

All meetings of the Society shall be governed by "Robert's Rules of Order" on questions involving parliamentary procedure.

Any meeting of the Society, as well as any meeting of the Standing Committee or any other committee of the Society, may be held virtually (via Zoom or some other electronic means) or may be held in person but in a manner which allows those eligible to attend to do so virtually, and any member so participating shall be considered present at such meeting for all purposes, including, where applicable, the ability to vote.

ARTICLE XI.
Order of Business.

The Order of Business at meetings of the Society shall be:

- (1) Roll Call.
- (2) Prayer.
- (3) Reading of the Original Institution of the Order.
- (4) Reading of the minutes of the previous meetings of the Society and of the Standing Committee.
- (5) Election and presentation of new members.
- (6) Communications.
- (7) Reports,
 - (a) Officers;
 - (b) Standing Committee;
 - (c) Special, or select, committees.
- (8) Nomination and election of officers, delegates and alternates to meetings of the General Society.
- (9) Stated business.
- (10) Unfinished business.
- (11) New business.
- (12) Adjournment.

ARTICLE XII.

General Society Standing Committee Members, Delegates and Alternates.

The President and Vice President of the Society shall serve as Member and Alternate Member, respectively, of the Standing Committee of the General Society, as well as Directors of the Society of the Cincinnati, Inc. The President shall have authority to appoint substitute Members and Alternate Members, as well as Directors, from time to time.

At each annual meeting, there shall be elected from the membership (hereditary or honorary) five (5) Delegates and five (5) Alternates to represent the Society at any meeting of the General Society which may be called during the ensuing year.

In case of the death, resignation, or inability to serve of an Delegate or Alternate to the General Society between the annual meetings of the Society, the Standing Committee shall fill such vacancy or vacancies where necessary to complete the representation of the Society for any meeting of the General Society.

ARTICLE XIII.

Membership.

Types of Membership

There are three classes of membership in the Society: Hereditary, Life and Honorary.

Generally, hereditary members and life members are male representatives of a specified propositus, with the distinction being that hereditary members have the power to nominate their successors (assuming that the persons by whom they themselves were nominated as successors are no longer members in the Society). whereas life members do not. Life members must be brothers or sons of hereditary members at the time of their election to membership.

Honorary members are male Individuals who are not hereditary or life members and who are recommended by the Standing Committee and approved by membership.

Particulars on these classes of membership are set forth below:

Hereditary Membership

In order to be eligible to apply for admission as a hereditary member, the applicant must be a legitimate direct descendant of any one of the following persons:

- (a) a qualified propositus (as set forth below); or
- (b) a legitimate sibling of a qualified propositus; or
- (c) an uncle or aunt (by blood, as opposed to marriage) of the qualified propositus.

Provided, however, that except as set forth below in the cases of designated successors, each propositus may be represented by only one hereditary member.

By legitimate descent, it is meant that each marriage in the line of descent must have been a legal marriage. No descent is permitted through illegitimate births.

Each propositus of a person seeking admission as a hereditary member must either have been a member of the Original Georgia Society of the Cincinnati (other than an honorary member) or must meet the following requirements;

The propositus must have:

- (1)a Held a commission in the Georgia Continental Establishment as listed in Appendix "A", paragraph 1; or in the First Battalion of the Georgia State Line as listed in Appendix "A", paragraph 2 (officers of militia or non-regular units not described in Appendix "A", and non-commissioned officers or warrant officers do not qualify); or
- (1)b Held a commission in any other Continental Establishment during the American Revolution, provided, however, that should such Continental Establishment have been affiliated with another of the original thirteen states or France, an appropriate release must have been obtained from such state Society or the French Society, as appropriate (non-commissioned officers or warrant officers and officers of militia or non-regular units do not qualify);

and in either event

- (2)a Held that commission for a minimum of three years, provided that this requirement may be waived by the Society in cases where a shorter length of service does not evidence a disaffection with the cause of American independence, or
- (2)b Been killed or died while holding such commission, and
- (3) Served honorably while holding that commission.

Furthermore, following termination of such service and prior to the execution of the Treaty of Paris, the propositus must not have actively opposed the cause of American independence or taken an oath of allegiance to the Crown.

Instances where waivers described in (2)a may be granted include cases of officers:

- (a) who were made supernumeraries or "half-pay" officers, or
- (b) who were "deranged" (placed on retired status or released from further commissioned service due to act of Congress or of the Georgia Assembly reducing the Continental Line in Georgia), or
- (c) who were transferred to the Continental service of some other line, or were paroled, or
- (d) where the records are unclear but there is nothing to indicate that
 - (i) they did not complete the three-year service requirement.
 - (ii) they were not killed,
 - (iii) they were not paroled, or
 - (iv) they were not honorably released from service because their services

were no longer required.

In cases where a propositus is currently represented by a hereditary member in the Society, that hereditary member may designate his successor, who must be a male descendant of the same propositus as that hereditary member and qualified to represent that same propositus under the rules set forth above, and who must be acceptable to the Society, Any such person so designated is eligible to be admitted to the Society as an additional hereditary member (either during the lifetime of the hereditary member who has designated him as his successor or for a period of two years following the death of that hereditary member) upon proof of the qualifications of his propositus and his legitimate line of descent from that propositus,

or a sibling, uncle or aunt (by blood) thereof. A hereditary member may not revoke a designation of another member as his successor after that individual has been admitted to the Society as a hereditary member and may not designate more than one successor. A hereditary member who has been designated as a successor by another hereditary member may not himself designate a successor as long as the person by whom he was designated is still a member of the Society.

If a hereditary member dies without having designated his successor, then his closest living male relative (following the historic rules of primogeniture and taking into account written waivers from closer living male relatives) who is also qualified to represent the same propositus as the deceased hereditary member under the rules set forth above and who is also acceptable to the Society, shall be eligible to apply for admission to the Society as a hereditary member representing the same propositus for a period of two years following the death of the hereditary member previously representing that propositus, and to be admitted upon proof of the qualification of his propositus and his legitimate line of descent from that propositus or a sibling, uncle or aunt (by blood) thereof.

If a hereditary member dies without having designated his successor, and if his closest living male relative (following the historic rules of primogeniture and taking into account written waivers from closer living male relatives) who is qualified to represent the same propositus as the deceased hereditary member under the rules set forth above and who is also acceptable to the Society does not apply for admission to the Society as a hereditary member representing the same propositus within two years following the death of the hereditary member previously representing that propositus, then the line of the deceased hereditary member will be open and available for any qualifying applicant

Rule of 1996: Hereditary members admitted prior to January 1, 1996 shall continue to be deemed hereditary members of the Society so long as such membership is actively held, notwithstanding any defect or lack of proof that may be found to exist in their lines of descent or qualifications of their propositus. Further, each such hereditary member shall be entitled, during his lifetime, to designate a son, or, if he has no son then living, a grandson as his successor, and if such successor meets the requirements applicable for all classes of members as set forth herein and is admitted to membership by the Society, such successor shall be considered a hereditary member and representative of the same propositus. Such successor hereditary members and their successors who have been admitted to the Society shall, for an unlimited number of generations, have similar rights during their lifetimes with respect to their sons or, to the extent they have no sons then living, grandsons. No person shall have the right to rely on this Rule of 1996 in seeking admission to the Society after the death of his father (or, if his father was never admitted to membership, his grandfather). A hereditary member may not revoke designation of another member as his successor under this rule after that individual has been admitted to the Society, and may not designate more than one successor. A hereditary member who has been designated as a successor by another hereditary member under this rule may not himself designate a successor as long as his own designator is still a member of the Society.

In the event the Society should receive an application from an individual who would be qualified to be a hereditary member (without regard to this Rule of 1996) but for the fact that his propositus is already represented in the Society, then, if it is established to the satisfaction of the Society that the current hereditary member would not, but for this Rule of 1996, be entitled to represent that propositus in the Society, then the applicant may be admitted as a full hereditary member and as an additional representative of the propositus, without prejudice to the ability of the current member and his successors (to the extent provided in this Rule of 1996) to retain (or, in the case of such successors, to obtain) their hereditary memberships, and of the brothers and other sons of the current member or such successors to retain or obtain their life memberships.

Except as set forth in the preceding two paragraphs, there shall be no distinction between hereditary members claiming by virtue of this Rule of 1996 and other hereditary members.

Life Membership

Life members must be sons or brothers of hereditary members at the time of their admission to membership in the Society. Hereditary members claiming by virtue of the Rule of 1996 shall have the same rights with respect to designating life members as other hereditary members.

Honorary Membership

The Society may admit any person to the status of honorary member, provided that such person has been recommended for that class of membership by the Standing Committee.

Requirements for all Classes of Membership:

All applicants for membership must be male, of at least 21 years of age, and of good character and repute. The foregoing requirements for various classes of membership do not imply that any person meeting those requirements is entitled to become a member of the Society. Membership is a privilege which the Society may bestow or withhold in its absolute discretion.

Attributes of Membership

No member shall have any property interest in the Society's funds or properties, all of which shall belong only to the Society in its corporate capacity.

All applicants must renounce any and all claims to the funds, if any, of the Original Georgia Society.

Hereditary and life members shall each have one vote in the transaction of the Society's business, except that life members shall not be entitled to vote on any proposed change in the Society's by-laws. Honorary members do not have voting power.

ARTICLE XIV. *Admission to Membership.*

Applicants whose cases have been favorably reported upon by the Standing Committee may be elected to membership in the Society by ballot at either the annual or the Fall membership meetings of the Society; and they shall within a reasonable time execute the assignment of rights, described in Article XV, if required, and pay whatever may be required by these by-laws.

ARTICLE XV. *Contributions to the Society by Applicants and Members*

The amount to be contributed to the Society before an applicant may become a member thereof shall be two hundred fifty dollars (\$250.00), which shall be paid by the applicant at the time of his application, and \$50 of which shall be refundable if the applicant is not admitted to membership. The Standing Committee shall have the right from time to time to increase the application fee for new members.

In addition thereto, before an applicant may become a member, he shall, if so prescribed by the Standing Committee, by written assignment assign over to The Society of the Cincinnati in

the State of Georgia all of his rights to any funds no matter from what source they are derived, be they from wills, trusts, gifts or otherwise which he may be entitled to presently or may become entitled to in the future by virtue of his status as a member of the Society of the Cincinnati in the State of Georgia or by virtue of his membership in the General Society,

All membership fees, as well as all donations not otherwise specified, which shall be paid to the Society shall be allocated to the Society's Endowment Fund or otherwise utilized by the Society as determined from time to time by the Standing Committee and approved by the Society.

ARTICLE XVI. *Diploma.*

Every member, upon election to membership in the Society, will receive a diploma. The diploma will be signed by the President of the Society and countersigned by the Secretary.

The form of the diploma shall be as follows:

Be it Known That _____ is a member of the Society of the Cincinnati instituted by the officers of the American Army, at the Period of its Dissolution, as well to commemorate the great event which gave Independence to NORTH AMERICA, as for the laudable purpose of inculcating the duty of laying down In Peace Arms assumed for Public Defense, and of uniting in Acts of brotherly Affection and Bonds of perpetual Friendship-the Members constituting the same.

In Testimony Whereof, I, the President of the Society of the Cincinnati in the State of Georgia, have hereunto set my Hand and the Seal of the said Society at Savannah, in the State of Georgia, this _____ day of _____ in the Year of Our Lord, Two Thousand and _____ and in the Two Hundred and _____ year of the Independence of the United States.

By Order,

Secretary

President

Diplomas for members admitted to honorary membership shall be endorsed on the margin of such diploma with the word "Honorary Member," in conformity with the Ordinance of the General Society contained in the minutes of 1890.

ARTICLE XVII. *Insignia.*

Members of the Society are encouraged to wear the Order of the Society at all meetings of the Society and on all occasions of duty or ceremony wherein the Society or its members shall participate. On other than official or ceremonial occasions, the members of the Society may wear the rosette in the left lapel of the coat.

Members may obtain information regarding the purchase of the Order and the rosettes from the Treasurer,

ARTICLE XVIII. *Seal.*

The Society shall have a Seal, two inches in diameter, and which shall comprise thereon the insignia of the Order, viz., an eagle displayed, bearing on its breast the obverse of the medal of the Society with the Motto: "Omnia reliquit servare rempublicam," surrounding the same above, thirteen stars in a semicircle; beneath, on a scroll, the motto of the Order: "Esto perpetua"; around the whole, the legend, "Society of the Cincinnati in the State of Georgia. instituted MDCCLXXXIII."

ARTICLE XIX. *Amendments.*

These by-laws may be altered or amended with the consent of three-fourths of the members present at any meeting of the Society.

ARTICLE XX. *Disbandment.*

In the event the Society of the Cincinnati in the State of Georgia is disbanded, or for any reason ceases to exist, the assets of the Society, including the Endowment Fund, will become the property of the Society of the Cincinnati whose headquarters are located at Anderson House, 2118 Massachusetts Avenue, NW, Washington, DC 20008,

Article XXI. *Annual Assessment.*

It is a responsibility of each member of this Society to bear his pro-rata share of the operating and administrative expenses. Accordingly, from time to time the Standing Committee will determine the approximate regular annual assessment per member and shall also determine special assessments on a periodic basis.

Members who previously made one time payments to the Society in order to have future regular annual assessments waived for their lifetimes, will continue to have those assessments waived for life, but will not have any special assessments waived.

Each year in December the Treasurer shall cause to be sent to each member a notice of regular and any special assessments for the coming year, as determined by the Standing Committee. The notice will be mailed to each member at his address as carried on the Society's rolls and is due and payable on January 1. It is the responsibility of each member to keep the Society informed of his current mailing address.

Those members who have not paid their assessments due for a particular year in full by March 1 of that year will be reminded of it in a letter signed by the President. If any member has not paid his assessment by the Fall Meeting of that year, the Treasurer will report his name to the Standing Committee at that Fall Meeting and that member will no longer remain an active member in good standing, effective immediately, unless the Standing Committee determines at that meeting that there are mitigating circumstances, such as prolonged illness, extreme age and deteriorating physical condition or financial hardship, and votes to waive the assessments for a particular member. A member who is inactive for nonpayment of assessments (unless waived by vote of the Standing Committee) will not be invited to attend Society social functions, will not be

entitled to vote at Society meetings, and (if he is otherwise a hereditary member) will not be eligible to designate a successor member or life member with respect to his propositus. Any such inactive member may be reinstated as an active member (with full membership rights restored) upon paying all unpaid assessments in arrears, plus a 10% penalty, provided all such assessments and penalties are paid within two years of the date the member became inactive and provided such reinstatement is approved by the Standing Committee. If at the end of two years of delinquent status such member has not been reinstated as an active member in good standing, he will be deemed to have resigned his membership and his line will be considered open, unless he has previously resigned his membership in which case his line will be open effective immediately upon his resignation.

New members who are admitted at a fall meeting of the Society will be assessed for the following calendar year at the same time and on the same basis as other Society members. New members who are admitted at an annual meeting of the Society will be assessed in arrears for the full calendar year in which they were admitted.

Article XXII. *Member Conduct*

Each member of this Society is expected to conduct himself at all times as a gentleman and a man of honor. Those who fail to do so are subject to discipline, including but not limited to issuance of a warning, suspension of some or all membership privileges (temporarily or permanently), or expulsion from the Society.

When a question of member misconduct arises, it shall be brought to the attention of the President, who, in discreet consultation with other Society officers of his choosing, shall conduct such investigation of the matter as he deems appropriate under the circumstances, and shall decide whether any official disciplinary action is warranted or if, as an alternative, the matter may be resolved by more informal means, such as encouraging the member in question to apologize or take other steps to mitigate the consequences of his misconduct, or to consider voluntary resignation. If the question of misconduct involves the President, then it shall be brought to the attention of the Vice President, who shall act in accordance with this paragraph in place of the President.

Should the President (or the Vice President) determine that official disciplinary action is warranted, he shall refer the matter to the Standing Committee, which shall have exclusive authority to impose official disciplinary action on the member if and as it deems appropriate. Any such decision by the Standing Committee shall be made at a special meeting (held in executive session) called specifically for this purpose with at least thirty (30) days' notice to the member, who shall be given the opportunity to present any oral or written reports for the consideration of the Standing Committee.

Nothing in this Article shall limit the general authority of the Standing Committee to investigate alleged member misconduct and impose official disciplinary action even when a matter has not been first referred to the Standing Committee by the President (or Vice President) in accordance with the provisions of this Article.