

Philadelphia Continental Chapter SAR
Board of Management

The Board of Management (BOM) is the entity which controls and manages the Philadelphia Continental Chapter SAR (PCCSAR). Following are portions of the Chapter's Constitution and Bylaws that guide and explain "what is the BOM?".

- The BOM is made up of 12 people, four of whom are elected at each Annual Meeting for a three-year term.
- These 12 people plus the 12 officers of the Chapter make up the BOM. As a practical matter there are some officers who are also on the BOM, so there are less than 24 members of the BOM (in 2023 there are 19).
- The BOM must approve changes to the By-Laws.
- Seven (7) members of the BOM must be present at a meeting to be able to transact business.
- BOM members must attend half of the BOM meetings in order to continue on the Board. This requirement does not apply if the absence is excused, and may not apply to officers who are Board members by virtue of holding their office.
- The BOM controls whether an officer may hold two offices at the same time. This would occur when the Chairman of the Nominating Committee presents his report to the BOM in September of each year.
- Between BOM meetings, the Executive Committee acts for the Board.

Constitution

ARTICLE IV. Elections

Section 1

At the Annual Meeting of the members of this Chapter, there shall be elected by majority vote of the Voting Members present, the Officers of this Chapter and four persons to a new class of the Board of Management, one or more of whom shall be a Past President, each of whom shall be a Voting Member of the Chapter. All selections shall be by acclamation or by ballot of the members present in person. **The Officers of this Chapter and the members elected to the Board of**

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Management in accordance with the preceding sentence shall comprise the membership of the Board of Management.

Section 2

The four persons elected to the Board of Management will be elected for three years. There must be a lapse of at least one year before a Board member having served a three year term is eligible for nomination to be re-elected.

Constitution

ARTICLE V. Officers and Board of Management

Section 1

The Officers of this Chapter shall be a President, a 1st Vice President, a 2nd Vice President, a Secretary, a Treasurer, a Registrar, a Chaplain, an Historian, a Chancellor, a Genealogist, a Color Guard Captain, and a Sergeant-at-Arms, all of whom shall be elected at the Annual Meeting and shall hold office for one year and until their successors have been duly elected and installed. The President shall not be eligible to hold office for more than two consecutive terms.

Section 2

Two separate offices may be combined and held by the same person with the approval of the Board of Management.

Section 3

The President-elect is authorized to appoint a member to serve as his Aide during his term as President who shall, by reason of such appointment, take the oath as an Officer.

Section 4

When any Officer or member of the Board of Management shall be absent without excuse from half the Board of Management meetings, within a period of one year, such member shall be deemed to have resigned and such office shall be declared vacant by the Board of Management.

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ARTICLE VI. Powers and Duties of the Board of Management

Section 1

The Board of Management (sometimes hereinafter called the “Board”) shall have full direction, management and control of the property and affairs of the Chapter and be responsible for the promotion of its objectives. It shall possess and exercise whatever power and authority may be required, including the power to adopt By-Laws for the Chapter, not inconsistent with this Constitution and to alter and amend them.

Section 2

The Board shall hold regular meetings at such place and hour as it may determine. Special meetings may be called at any time by the President or shall be called by the Secretary upon the written request of seven members of the Board. The President shall be the Chairman of the Board and the Secretary the Secretary thereof. Seven members of the Board shall constitute a quorum for the transaction of business.

Section 3

The President, the 1st Vice President, the 2nd Vice President, the Secretary, the Treasurer, the Chancellor and the immediate Past President of the Chapter shall constitute the Executive Committee, which, in the interim between meetings of the Board, shall attend to all current business of the Chapter.

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ARTICLE VIII. Annual and Other Meetings

Section 1

The Annual Meeting for the nomination and election of Officers and the transaction of general business shall be held in October of each year, at such time and place as may be designated by the Board of Management. Each year, in addition to the Annual Meeting, there shall be not less than three additional meetings of the Chapter, one of which shall be held in November for the purpose of the installation of Officers. Those persons duly elected as Officers or as members of the Board of Management shall be installed at the November meeting of the Chapter, and their terms of office shall commence on such installation. Meetings of the Chapter in addition to the October and November meetings shall be held as determined by the Board of Management.

Section 2

The order of business at the Annual Meeting shall be as prescribed in the By-Laws.

Section 3

Special Meetings of the members may be called at any time by the President and shall be called by him when directed by the Board of Management, or upon the written request of fifteen members. Ten (10) days prior notice of the time and place of any such meetings and of the business to be transacted shall be provided to all members. No business not set forth in the notice shall be transacted at any Special Meeting.

Section 6

Meetings of the Board of Management shall take place in January and in September of each year, and on a regular basis at such other times during the year as shall be determined by the President or by the Board of Management.

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ARTICLE IX. Initiation Fees and Dues

The initiation fee and annual dues shall be as determined by the Board of Management.

Constitution

ARTICLE XI. Amendments

Section 1

This Constitution may be altered or amended at any meeting of the members of the Chapter by the following procedures:

- a. Notice of proposed changes to the Constitution shall be provided to members of the Board of Management at least ten (10) days prior to the Board of Management meeting at which such changes will be considered.
- b. Approval by affirmative vote of two-thirds of the members of the Board of Management present and voting at the meeting.
- c. Notice of proposed changes as approved by the Board of Management shall be provided to all members of the Chapter at least thirty (30) days prior to the meeting of the members at which such changes will be considered.
- d. Approval by affirmative vote of two-thirds of the members of the Chapter present and voting at the meeting.

Section 2

Minor changes in this Constitution may be made from time to time by the Board of Management to conform with changes or requirements of the Constitution and By-Laws of the Pennsylvania Society of the Sons of the American Revolution.

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ARTICLE XII. Limitation of Liability

To the fullest extent permitted by present or future law, an Officer, member of the Board of Management, committee chairman, or member shall not be personally liable for any action taken nor for the failure to take any action. The Board of Management shall have the authority to protect and indemnify all such persons and to purchase insurance for such purposes, if it deems either or both such actions necessary.

By-Laws

ARTICLE I. Powers and Duties of Officers

Section 1

The duties of the Officers shall be such as usually appertain to their offices, and they shall have such other powers as shall be delegated to them by the Board.

Section 2

The President and Treasurer, respectively, shall make a report to the Annual Meeting, and at such other times as may be required by the Board.

Philadelphia Continental Chapter SAR
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By-Laws

ARTICLE XIII. Board of Management

Section 1

The Board of Management shall be composed as provided in ARTICLES IV and V of the Constitution.

Section 2

The order of business at the meeting of the Board shall be as follows:

1. Call to order by the President or Chairman.
2. Invocation by the Chaplain or a member of the Chapter.
3. Pledge of Allegiance to the Flag.
4. Welcome of new members
5. Approval of the minutes of the last meeting.
6. Reports of Officers.
7. Committee reports.
8. Unfinished business.
9. New business.
10. Adjournment.