

CONSTITUTION MISSISSIPPI DIVISION SONS OF CONFEDERATE VETERANS



As Adopted at Incorporation Meeting on July 28, 2018
By the Mississippi Division Executive Council

As Amended in Reunion June 8, 2024
Flowood, Mississippi

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FIRST JUDICIAL DISTRICT OF HINDS COUNTY,
MISSISSIPPI

CONSTITUTION

MISSISSIPPI DIVISION,

SONS OF CONFEDERATE VETERANS



ARTICLE 1 – NAME and LOCATION

Section 1 – The title of this organization shall be the Mississippi Division, Sons of Confederate Veterans, Inc. a non-profit, charitable organization hereinafter referred to as the “Mississippi Division” or “Division”. This Corporation shall be comprised of all members of all Active Camps and the Mississippi Division Headquarters’ Camp of the Sons of Confederate Veterans within the geographic boundaries of the State of Mississippi. This Corporation is a subordinate organization of the Sons of Confederate Veterans, Inc., a Texas Nonprofit Corporation headquartered at **the Southern Heritage Center, aka Elm Springs, located in Columbia, TN** hereinafter referred to as Confederation or National in this Constitution.

This Constitution shall be the organizational and governing instrument of this Corporation for all purposes under law. Said Corporation shall be governed by a board of directors known as the “Mississippi Division Executive Council” as set forth in this Constitution.

The Mississippi Division, Sons of Confederate Veterans, Inc. is the legal, genealogical and spiritual successor to the Mississippi Division, United Sons of Confederate Veterans and the Mississippi Division, Sons of Confederate Veterans.

The Division shall be divided into five geographic Brigades as follows:

The First Brigade shall encompass the counties of: Bolivar, Carroll, Coahoma, DeSoto, Grenada, Lafayette, Leflore, Marshall, Montgomery, Panola, Quitman, Sunflower, Tallahatchie, Tate, Tunica, Washington and Yalobusha.

The Second Brigade shall encompass the counties of: Alcorn, Benton, Calhoun, Chickasaw, Clay, Itawamba, Lee, Lowndes, Monroe, Pontotoc, Prentiss, Tippah, Tishomingo, Union and Webster.

The Third Brigade shall encompass the counties of: Adams, Amite, Claiborne, Copiah, Franklin, Hinds, Holmes, Humphreys, Issaquena, Jefferson, Lincoln, Madison, Pike, Sharkey, Warren, Wilkerson and Yazoo.

The Fourth Brigade shall encompass the counties of: Attala, Choctaw, Clarke, Jasper, Kemper, Lauderdale, Leake, Neshoba, Newton, Noxubee, Oktibbeha, Rankin, Scott, Simpson, Smith and Winston.

The Fifth Brigade shall encompass the counties of: Covington, Forrest, George, Greene, Hancock, Harrison, Jackson, Jefferson Davis, Jones, Lamar, Lawrence, Marion, Pearl River, Perry, Stone, Walthall and Wayne.

Any Camp, upon application to the Mississippi Division, Sons of Confederate Veterans, Inc. in Reunion, as the last item of business in said Reunion may transfer out of their geographical Brigade and into a contiguous Brigade upon public assent of the transferring and receiving Brigade Commanders and, following discussion, a majority vote of the Reunion delegates.

Section 2 – The Division Headquarters are located in the War Memorial Building, Jackson, Mississippi. The location of the Headquarters Office may be changed at the discretion of the Executive Council, following a thirty (30) day written notice given to all Camp Commanders and Adjutants. The Executive Council may also establish other offices as it may deem necessary.

Section 3 – Correspondence should be addressed to the Division Commander or other appropriate Division Officers, whose contact information shall be published on the Division Website.

ARTICLE 2 – NATURE and PURPOSE

Section 1 – The Mississippi Division, Sons of Confederate Veterans, Inc. in furtherance of the Charge of Lieutenant General Stephen D. Lee, is a historical honor society and service organization dedicated to education and preservation and shall be strictly patriotic, fraternal, benevolent, non-partisan political, non-racial and non-sectarian. The Mississippi Division, Sons of Confederate Veterans, Inc. neither embraces nor espouses acts or ideologies of racial and religious bigotry and, further, condemns the misuse of its sacred symbols and flags in the conduct of same. Each Member is expected to perform his full duty as a citizen according to his own conscience and understanding.

“To you, Sons of Confederate Veterans, we will commit the vindication of the Cause for which we fought. To your strength will be given the defense of the Confederate soldier’s good name, the guardianship of his history, the emulation of his virtues, the perpetuation of those principles which he loved and which you love also, and those ideals which made him glorious and which you also cherish.”

Section 2 – Nothing in these By-Laws shall be construed to abridge or prohibit the adoption or advocacy of positions that are concerned with the general welfare of Southern Heritage, the United State of America, its several States, or the national security thereof nor to abridge or prohibit the expression of the mind of the Confederation in such matters by the adoption of resolutions or petitioning the government.

Section 3 – Said organization is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4 – The Mississippi Division, Sons of Confederate Veterans, Inc. shall not participate in nor intervene in any political campaign in behalf of any candidate for public office. In compliance with the foregoing, the Mississippi Division, Sons of Confederate Veterans, Inc. shall be authorized and empowered to host candidates for public office, or their official representatives, at meetings or special events in order to inquire into and ascertain their beliefs and principles as it may relate to the primary mission of the Mississippi Division, Sons of Confederate Veterans, Inc. provided that the Mississippi Division, Sons of Confederate Veterans, Inc. show no favoritism toward one political party over any other. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3 – DIVISION MEMBERSHIP and CAMPS

Section 1 - All individuals eligible for Membership in the Confederation and a Mississippi Camp shall be eligible for Membership in the Mississippi Division. A Member who is not in good standing with the Confederation and his Camp shall not be eligible to hold Membership in the Division.

Section 2 - A Mississippi Camp is one having a minimum of seven (7) members in good standing in the Confederation and Mississippi Division and which meets a minimum of four (4) times annually, hereinafter referred to as “Camp” or “Active Camp”.

Section 3 – Dissolution: In the event that a Camp in the Division is dissolved, the Division Commander shall be notified immediately for the appropriate transfer of the Camp’s property. Under no circumstances shall the files, records, and objects held by the Camp be destroyed or otherwise altered.

ARTICLE 4 – QUALIFICATIONS for DIVISION MEMBERSHIP

Section 1 – After an application for Membership in the Sons of Confederate Veterans has been voted on and approved by the Camp, the Camp Adjutant shall, within ten (10) days, submit the approved application to Confederation (aka National) Headquarters and to the Division Adjutant with all respective and appropriate dues and fees for addition of the new Member's name and address to the Division's Rosters. The Camp shall retain a copy of the application for their Camp Records.

Section 2 – A Member shall not be considered in good standing until all applicable Confederation, Division and Camp dues and fees are received and approved by the appropriate entity and those dues and fees reported to the Division Adjutant.

Section 3 – A Member's transfer application, properly filled out and properly processed, shall be voted on by the receiving Camp within (30) days of receipt. Upon approval of the transfer, the Camp Adjutant of the Receiving camp shall, within ten (10) days, submit the original transfer form to National_HQ and a copy of said transfer to the Division Adjutant.

Section 4 – Classes of Division Membership:

- A. **Annual** – All qualified Members who remit dues on an annual basis and are not in arrears for the present fiscal year but shall be liable for the upcoming period.
- B. **Life** – Upon application and payment of qualifying contribution to the Mississippi Division Life Endowment Fund, any Member in good standing in his respective Camp, the Mississippi Division and the Confederation shall be afforded Life Membership in the Mississippi Division.

I: Contribution – The amount of the qualifying contribution shall be:

- a. Twenty-five (25) times the annual dues for the Mississippi Division for members of age 12 through age 64.
- b. Twelve and one-half (12 ½) times the annual dues for the Mississippi Division for members of age 65 through age 79.
- c. Six and one-fourth (6 ¼) time the annual dues for the Mississippi Division for members of 80 or over.

II: Dues – Life Members shall be exempt from the payment of annual dues to the Mississippi Division.

III: Removal, Forfeiture – Any Member expelled by National, the Mississippi Division or their respective Camp; will be removed from Life Membership in the Mississippi Division and will forfeit their Life Membership Fee. Any member delinquent in payment of National and/or their respective Camp dues shall be placed on the Inactive Life Member List until all dues and fees are paid in full.

IV: Reinstatement – Should an expelled member, upon appeal, be reinstated by National, the Mississippi Division or their respective Camp, they may apply to have their Mississippi Division Life Membership restored. The Division Executive Council may determine and assess such member a fee to cover the Division's cost of the member's appeal. A delinquent member's Life Membership shall be restored when all applicable dues and fees have been paid in full.

V: Reciprocity – Life membership in another Division does not afford a member the benefits of Mississippi Division Life Membership should he become a member of a Mississippi Division Camp.

VI: Recognition – Mississippi Division Life members shall be presented a Life Membership certificate, card and a Life Membership Pin.

VII: Roster – The Division Adjutant shall maintain a roster of Life Memberships which shall include:

- a. Member's Name
- b. Member's SCV ID Number
- c. Member's Address and other contact information
- d. Date of Life Membership

The Division Adjutant shall include such roster in his reports to the Executive Council and to the Reunion.

C. **Conditional Life** – Upon application and receipt of a minimum payment of one half (1/2) of the qualifying contribution to the Mississippi Division Life Endowment Fund as outlined in C above, any Member in good standing in his respective Camp, the Mississippi Division and the Confederation shall be afforded Conditional Life Membership in the Mississippi Division.

I: - Time for Completion, Forfeiture – The Conditional Life Member shall have a period of thirty-six (36) months to complete payment of the full contribution. Should such Conditional Life Member fail to complete the full contribution, the Conditional Life Membership shall be forfeited, and the amount paid shall be applied to the Member's Division dues.

II: Dues – Conditional Life Members shall NOT be exempt from payment of annual dues to the Mississippi Division.

III: Removal, Forfeiture and Reinstatement – Shall be the same as outlined for Life Members as delineated in C above.

IV: Recognition – Mississippi Division Conditional Life members shall not receive any recognition until completion of their full Life Membership.

V: Roster – The Division Adjutant shall maintain a roster of Conditional Life Memberships which shall include:

- a. Member's Name
- b. Member's SCV ID Number
- c. Member's Address and other contact information
- d. Date of Conditional Life Membership
- e. Amount paid toward Life Membership Endowment Contribution

The Division Adjutant shall include such roster in his reports to the Executive Council and to the Reunion.

Section 5 – Termination

- A. **Resignation** – A Member in good standing may resign by sending a written resignation to his Camp Commander. The Camp Adjutant shall notify the Division Commander and Division Adjutant in writing of a member's resignation. A member in good standing in the Division Headquarters Camp shall send written resignation to the Division Adjutant.
- B. **Death** – Membership shall be terminated at the date of death of the member. A deceased Member's membership is not transferable.
- C. **Expulsion** – See Article 7: Section 5 for the rules governing expulsion of any member expelled under the provisions of this Constitution. The Division Adjutant shall strike the expelled member's name from the Division Roster and add his name to the Division's Do Not Reinstatement Roster. The expelled member may be considered for reinstatement in the Mississippi Division as defined in this Constitution if said member has not been expelled from the Confederation by the General Executive Council or the General Executive Council has voted in favor of reinstatement of the member in the Confederation.
- D. **Non-payment** – A member shall be removed from the roster of members in good standing for non-payment of required dues, fees and/or special assessments by the payment deadline as set by these By-Laws. Furthermore provided, any member in good standing who becomes delinquent while serving in a combat zone with the military, as active service or a civilian, shall be reinstated upon payment of outstanding dues without penalties or special assessments.

ARTICLE 5 – DIVISION HEADQUARTERS CAMP

Section 1 – Who May Join – An Individual who qualifies to join the Sons of Confederate Veterans but are:

- a. Living at an inconvenient distance from an Active Camp,
- b. Are hindered from participating with an Active Camp,
- c. Do not wish to join an Active Camp but wish to be a member of the SCV,
- d. A member whose Camp has dissolved with no other Active Camp nearby to join,
- e. A member of an Active Mississippi Camp may transfer his membership to the Headquarters Camp upon request by using the “Transfer of Membership Form”.

Section 2 – Qualifications to Join

A person wishing to join the Mississippi Division Headquarters Camp must meet the same requirements needed to join the Sons of Confederate Veterans.

Section 3 – Application

An applicant wishing to join the Mississippi Division Headquarters Camp shall use the same application and procedures as if joining through an Active Camp. The completed application, proof of your Ancestor’s service and lineage shall be sent to the Division Adjutant for review and approval.

Section 4 – Dues and Fees

All applicants and members of the Mississippi Division Headquarters Camp are subject to the payment of the same per capita dues and fees paid by each member with the exception that no Camp dues are required. All applicable dues and fees shall be sent to the Division Adjutant with their application or membership renewal.

Section 5 – Benefits and Restrictions

Members in good standing with the Mississippi Division Headquarters Camp and the Confederation are members in good standing with the Mississippi Division. Being members of the Mississippi Division, MS Division Headquarters Camp members are also stockholders in the corporation that owns Beauvoir. Members in good standing with the Mississippi Division Headquarters Camp shall receive a subscription to the Confederate Veteran magazine, receive the Division Newsletter, “Jeff Davis Legion” and have access to the S. D. Lee Dispatch and the “Member’s Only” Facebook page. Members may attend any SCV event, Reunion or Camp Meeting.

Members of the Headquarters Camp will not have the privilege of having a delegation to any Reunion, therefore no vote. They will not have the privilege of making motions or resolutions but may debate the motions or resolutions at any Mississippi Division Reunion. If attending a Camp Meeting, they are attending as a guest only.

Section 6 – Jurisdiction

Members of the Mississippi Division Headquarters Camp will be governed by the Mississippi Division Executive Council with the Division Commander as acting Camp Commander and the Division Adjutant as acting Camp Adjutant.

Section 7 – Transfers

A member in good standing with the Mississippi Division Headquarters Camp may transfer to any Camp of the Confederation upon approval of the admitting Camp and payment of Camp dues, if applicable and request for transfer submitted by the member to the Division Adjutant for approval.

ARTICLE 6 – FINANCES

Section 1 – The fiscal year of the Mississippi Division, Sons of Confederate Veterans, Inc. shall be the same as that of the Confederation. Currently that is from August 1 to the following July 31.

Section 2– The revenue of the Division shall be derived from member annual dues, life membership endowments, fees, gifts, contributions, interest, and from other sources as may be approved by the Division Reunion or in an emergency by a 3/5 vote of the entire Executive Council.

Section 3 – Each Division Member, excluding Real Sons and Mississippi Division Life Members, shall be required to pay applicable Division dues, as approved by the Division Reunion. A portion of the Division dues, as approved by the Reunion, shall be for the financial support of Beauvoir, the Jefferson Davis Home and Presidential Library, located at Biloxi, Mississippi.

Section 4 – Division dues are due by August 1. A grace period of thirty-one (31) days is granted. All dues are required to be paid in full no later than August 31st. Any Member whose dues have not been received by August 31st shall be considered delinquent and shall automatically stand suspended and all Division Membership privileges revoked. Any suspended Member paying dues after August 31st may be reinstated as a member in good standing upon payment of the full Division dues for the current fiscal year, plus a late charge penalty of 25 percent of the approved Division dues. The delinquent dues shall not be accepted by the Division Adjutant unless said late charge is included.

Section 5 – Any dues policies, including that of due date and proration, shall automatically reflect those policies set by the National Confederation.

Section 6 – The Division Adjutant shall submit an annual budget to the Division at its annual Reunion for its consideration and adoption for the disbursement of Division funds. The Division Adjutant shall submit a financial report of the collection and disbursement of Division funds at each Executive Council Meeting and in the Annual Report to the Reunion. This report shall categorize all receipts and disbursements during the reporting period. An itemized list of all receipts and disbursements need not be included in this report but shall be available for inspection by any member so requesting.

Section 7 – Division funds shall be deposited in one or more banks that are authorized to conduct business in Mississippi. Collected Funds that will not be dispersed for a period of time shall be deposited in an interest-bearing account (CD, Money Market, Etc.), the interest thereon accruing shall be used for Division operating expenses. The Division Commander and/or the Division Adjutant shall have the responsibility of determining the Investment most beneficial to the Division and shall be empowered to change investments as necessary to maximize income.

Section 8 – Disbursements, including the signing of checks, shall be authorized by the Division Commander, the Division Adjutant, or other Division Officer as approved by the Executive Council. No disbursement not included in the approved budget shall be made without the approval of the Executive Council by a 3/5 vote.

Section 9 – Funds generated through Life Membership qualifying contribution as delineated in Article 4, Section 4, Paragraph C shall be deposited in a Federal Deposit Insurance Corporation (FDIC) insured irrevocable trust entitled the Mississippi SCV Life Membership Endowment Trust. Such trust shall be managed by a financial institution licensed to do business in the State of Mississippi. There shall be five Mississippi SCV Life Endowment Fund Trustees, one appointed by each Brigade Commander from the Division list of Life Members and confirmed by a 2/3 vote of the Division Executive Council, who shall serve as stewards of the Fund being charged with promotion and protection of the Life Membership program. The term of each Trustee shall be for two years, concurrent with other elected and appointed officers of the Division. Trustees shall have no limit to terms of office so long as they are reappointed by the succeeding Brigade Commander(s) and reconfirmed by a 2/3 vote of the Executive Council. In addition to being a Mississippi Division Life Member, trustees must meet all other qualifications outlined in Article 4.

The goal of the program is for the trust to grow to the point where the income produced will sustain the Division's basic operating expense. The principal of such trust shall not be reduced for any purpose, however income generated in a current fiscal year may, upon 3/5 majority vote of the Executive Council and a majority vote of the trustees, be used to alleviate a budget deficit for that year.

Should the Mississippi Division or its successor be dissolved, this trust shall be transferred to Beauvoir and endure to the benefit thereof.

Section 10 – A suitable fidelity bond shall be provided by the Division which covers any and all Mississippi Division Members who handle or have access to Division funds or assets in the amount of \$ 150,000 for each occurrence.

Section 11 – The revenues received from the State of Mississippi for the sale of SCV specialty vehicle and motorcycle tags shall be apportioned as follows: (1) **Seventy (70) percent shall be used for the restoration and preservation of Original Battle Flags or any Confederate Artifact in the collection of the Mississippi Department of Archives and History. Ten (10) percent shall be placed in a Heritage Operation Fund. Ten (10) percent shall be used for Division operating expenses, and Ten (10) percent to Beauvoir for maintenance, repairs, and upkeep of the property.** The Division, from time to time, may change the apportionment by a majority vote at a Convention, or in an emergency situation the foregoing apportionment may be changed by a three fifths (3/5) majority vote of the entire Executive Council and the Commander shall include the necessity therefore in his report to the membership at the next reunion.

Section 12 – Division Dissolution: No part of the net earnings of the organization shall inure to the benefit of, or distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 7 – DIVISION PENALTIES and RULES for DUE PROCESS

Section 1 – Any Camp may be suspended for any of the following reasons:

- A. Failure to function as a Camp for two (2) *consecutive* years,
- B. Failure to pay applicable *National and* Division dues on at least seven (7) Members at any time,
- C. Refusing to pay dues to *National or* the Division,
- D. Adopting any policy or taking any position inconsistent with the purposes and Constitution and the Standing Orders of the Sons of Confederate Veterans, Inc. or this Constitution and its Standing Orders,
- E. Failure to maintain good standing in the International Confederation.

Section 2 – Causes for Division Penalties

1. Any Elected or Appointed Officer of the Mississippi Division or Camp may be subject to the disciplinary action of reprimand, censure, suspension, or expulsion for any of the following reasons:
 - A. Failure to perform a duty imposed upon him by this Constitution and its Standing Orders, the Constitution and the Standing Orders of the Sons of Confederate Veterans, Inc.; Camp By-Laws, or by any lawful order of the Commander of the Mississippi Division necessary to carrying out the business of the Sons of Confederate Veterans,

- B. Any act or conduct determined to be inconsistent with the purposes and Constitution and the Standing Orders of the Sons of Confederate Veterans, Inc. or the Mississippi Division Constitution and its Standing Orders,
 - C. Within one year, for the conviction of any crime, other than that of a misdemeanor, against any State or against the United States,
 - D. Any act that is determined to be disloyalty, dishonesty, conduct unbecoming or repugnant act by this Constitution and/or its Standing Orders.
2. Any Member may be subject to the disciplinary action of reprimand, censure, suspension, or expulsion for any of the following reasons:
- A. Any act or conduct determined to be inconsistent with the purposes or policies and the Constitution and the Standing Orders of the Sons of Confederate Veterans, Inc. and the Mississippi Division Constitution and its Standing Orders,
 - B. Refusal to pay dues or other assessments when due,
 - C. Within one year, for the conviction of any crime, other than that of a misdemeanor, against any State or against the United States,
 - D. Any act that is determined to be disloyalty, dishonesty, conduct unbecoming or repugnant act by this Constitution and/or its Standing Orders.

Section 3 - A Camp shall at all times have the right to determine its own Members and may censure, suspend or expel a Member from its Camp for any reason it may determine sufficient following the consideration of the evidence as set forth in Section 5 of this Article, upon a vote of a majority of its Members; however, a Member censured, suspended or expelled by the Division shall no longer remain a Member in good standing of any Camp within the Division until the terms of the suspension have been met or his expulsion overturned.

Section 4 - Should a censured, suspended, or expelled Member fail to adhere to the penalties imposed, the Division through its Commander, may pursue legal remedies through the Court.

Section 5 – Rules to Assure Due Process in Disciplinary Hearings

- A. Any group of members not less than three (3) in good standing in the Mississippi Division, Camp or Brigade may proffer charges against any Member, Officer or Camp within one year of the act in question by filing charges in writing in the form of a complaint to the Division Commander, Brigade Commander or Camp Commander, as applicable, setting forth the name of the Member, Officer or Camp against whom the complaint is made and stating in detail the facts surrounding the events relating to the complaint, giving dates, time, and witnesses when appropriate and any supporting evidence. The Mississippi Division Executive Council or the Division Reunion may proffer charges against any Division member. If said member resigns after charges have been properly proffered, he shall be considered to have been expelled.
- B. The complaint shall be mailed by certified mail (sign receipt requested) to the Commander of the Division or Camp, as applicable, at the address of the incumbent Commander at the time the complaint is filed. Upon receipt, the Division Commander or Camp Commander, shall immediately refer the complaint to their respective Disciplinary Committee.
- C. Once charges have been proffered to the Disciplinary Committee, the accused's membership in the Mississippi Division shall be temporarily suspended by the Division Commander until the charges are resolved using the Rules to assure Due Process. The accused shall not attend any event sponsored by the Mississippi Division, a Mississippi Division Brigade or any Mississippi Division Camp and the accused shall not officially nor unofficially represent the Sons of Confederate Veterans in any manner until the charges have been resolved. Violation of this temporary suspension by the accused will warrant expulsion from the Mississippi Division.

- D. The Chairman of the Disciplinary Committee shall upon receipt of the complaint, shall within seven (7) days send an official notice, as applicable, to the Member, Officer or Camp by certified mail (signed receipt requested) that charges have been filed against them. In the case of an individual member, notice shall also be sent to his Camp Commander. The notice shall be addressed to the one complained of at the address shown in the Division records, unless a more current address is known. The notice shall contain a copy of the charges, and that the accused has not less than thirty (30) days from the date of the letter to respond to any charges. If the cause for the complaint is corrected to the satisfaction of the Disciplinary Committee, the complaint shall be dismissed by the Committee and notice shall be sent to the person or persons filing the complaint and the Member, Officer or Camp by certified mail (signed receipt requested). Upon the failure of the Member, Officer or Camp to correct the cause of the complaint or respond, the Chairman of the Disciplinary Committee shall give notice, as applicable, to the Member, Officer or Camp by certified mail (signed receipt requested) that the Committee shall conduct a further investigation of the charges and the date, time and place for a hearing shall be set that is convenient for all parties concerned.
- E. If the Member, Officer or Camp has not corrected the cause(s) for the complaint within the thirty (30) days, the Disciplinary Committee members shall review the complaint together with any and all other documents, affidavits, or testimony in writing supplied by the accused Member, Officer or Camp and the accuser. The Disciplinary Committee members shall have thirty (30) days in which to review all documents. If additional time is needed by the Committee, all parties involved will be notified by the Chairman of the length of the extension. After review of all documents, the Committee may require the accuser and the accused to appear before the Committee at a time, place and date for a hearing. Both affected parties have the right to legal representation during any and all proceedings. After hearing or reviewing all evidence, the Disciplinary Committee Chairman will convene the committee in person, by teleconference or a virtual meeting platform to vote on the type of discipline to be administered against the accused or for acquittal. The hearing and all committee meetings shall be open to any member in good standing in the Mississippi Division and any member of the General Executive Council who may be present unless the accused request the hearing and all committee meetings be in Executive Session. Those not directly involved in the case, such as a witness, legal counsel, Disciplinary Committee member, shall not participate in any manner and shall not be disruptive. Any violation will result in the Sergeant-at-Arms escorting the individual(s) from the hearing room at the direction of the Disciplinary Committee Chairman. In order to maintain control of the hearing and all committee meetings at all times, as a last option, it will be at the discretion of the Disciplinary Committee Chairman to invoke “Executive Session” closing the hearing to all spectators.
- If the accused and/or his legal representation fail to appear before the Disciplinary Committee for the scheduled hearing, the complaint against the accused is automatically sustained without the right of appeal. If the persons, Camp or Brigade filing the complaint and/or their legal representation fail to appear before the Disciplinary Committee for the scheduled hearing, then the complaint against the accused is automatically dismissed with prejudice. Emergency or Act of God are the only excuses necessitating the re-scheduling of the hearing.
- The complaint against the Member, Officer or Camp must receive a three-fifths (3/5) majority vote needed for affirmation or dismissal from members of the Disciplinary Committee present for the hearing. If the vote is for dismissal, the charges are dismissed with prejudice and the rights and privileges of the accused are restored. If the complaint is sustained, the discipline administered shall be determined by the Committee and may be reprimand, censor, suspension or expulsion. The Division Adjutant on behalf of the Disciplinary Committee shall notify as applicable, the person(s) filing the complaint, the accused Member, Officer, or Camp, the Division Commander, the appropriate Division Brigade Commander, the Army of Tennessee Commander, and the Commander-in-Chief of the Confederation of the action of the Disciplinary Committee. The Camp Adjutant shall do the same on the Camp level.

- F.* Expulsion: If a member is expelled, he is not eligible for reinstatement in the Mississippi Division or any Camp within the Division. His membership will automatically be transferred to the National Headquarter Camp #584. If the Division Executive Council or Camp wants the member expelled from the Confederation, they shall proffer charges to the Commander-in-Chief within thirty (30) days of the dispensation of the Camp's or Division's actions and supply a copy of all evidence that was considered by the Disciplinary Committee. An expelled member is prohibited from attending any SCV meeting, any sponsored SCV activity and being published in or on any SCV media platform. Any Camp allowing any such activity will put their Camp Charter in jeopardy.
- G.* Camp Suspension: Suspension of the charter of a Camp shall not affect the membership in the Sons of Confederate Veterans of such Camp, nor impair their tenure of office or eligibility as officers therein during such suspension. All members in good standing of affected camp shall be transferred to the Division Headquarters Camp for the duration of the suspension or the revocation of the suspension by the Mississippi Division Executive Council.
- H.* In the event the complaint is sustained by the Disciplinary Committee, then the Division Adjutant, acting on behalf of the Disciplinary Committee, shall notify the accused Member, Officer or Camp by certified mail (sign receipt requested) of the decision of the Committee, enclosing a copy of their findings and recommendations, and advising the accused Member, Officer or Camp of their right of appeal as set forth in Section 5, Sub-part I of this Article. The Division Adjutant shall also notify in writing the Division Commander, the appropriate Brigade Commander, the Army of Tennessee Commander and the Commander-in-Chief of the Sons of Confederate Veterans, Inc. of the decision of the Disciplinary Committee within seven (7) days of the decision of the Committee. The Camp Adjutant shall do the same on the Camp level.
- I.* Any action taken by the Division or Camp Disciplinary Committee against a Member, Officer, or Camp, the accused has the right to appeal to the Division Executive Council within thirty (30) days of receiving notice of the decision of the Disciplinary Committee for an Appellate Hearing. If the charges were proffered by the Division Executive Council, the accused's appeal must go to the General Executive Council. Such request for an appeal shall be sent to the Division Commander by certified mail (sign receipt requested). Upon receipt of a request for an appeal hearing, the Division Commander shall convene the Division Executive Council via teleconference or Zoom for the Council to decide whether or not to hear the appeal by majority vote. If the appeal will be heard, the Commander shall, by certified mail (sign receipt requested), request the Chairman of the Disciplinary Committee to forward all materials and transcripts pertaining to the case being appealed within fourteen (14) days of receipt of this request. The Division Commander shall call a special meeting of the Division Executive Council for a time, place, and date within fourteen (14) days from the date of receiving the requested materials for the purpose of review, to hear oral testimony and to vote whether or not to sustain or amend the decision of the Disciplinary Committee. The Division Commander shall notify the accused and accuser of the date, place and time for the appeal hearing. The appeal hearing shall be in Executive Session unless a public hearing is requested by the accused.
- The Division Commander shall preside over the appeal hearing, and a three fifths (3/5) vote of the Executive Council members present hearing the appeal shall be necessary to sustain or amend the penalty of the Disciplinary Committee. If a member or members of the Executive Council filed the complaint being appealed or was a witness of the event, or a witness in the Disciplinary Committee hearing of the complaint being appealed, then that member or members shall not have a vote in the Appellate Hearing. If the accused fails to appear before the Executive Council for the hearing, barring an emergency or Act of God, the decision of the Disciplinary Committee is automatically sustained without the right of appeal. If the decision of the Disciplinary Committee is not sustained or is amended, then the action against the Member, Officer, or Camp shall be alternated as warranted. Copies, in writing, of the results of the proceedings shall be given to or sent to both parties. The decision of the Executive Council is final. The Division Adjutant on behalf of the Division Executive Council shall notify the appropriate Camp Commander and Brigade Commander, the Army of Tennessee Commander, and the Commander-in-Chief of the Confederation of the action of the Division Executive Council.

- J. Reinstatement:** Should an expelled member, upon appeal, be reinstated by National, the Mississippi Division or their respective Camp, they may apply to have their Mississippi Division Membership restored. The Division Executive Council may determine and assess such member a fee to cover the Division's cost of the member's appeal. A delinquent member's Membership shall be restored when all applicable dues and fees have been paid in full.
- K.** The Division Commander and the Chairman of the Disciplinary Committee shall not vote in any of the proceedings.

Section 6- Beauvoir Court Decision

Case Number G-2006-658 0/3 in Chancery Court, first Judicial District of Hinds County, Mississippi, is of special interest of the Mississippi Division, Sons of Confederate Veterans. The order and opinion of Chancellor Denise Owens rendered on June 27, 2006, is a clear legal opinion of who has the legal authority to own and operate Beauvoir – the last home of Jefferson F. Davis, President of the Confederate States of America. The Court's opinion is clear that the Board of Directors and the Board of Trustees serve at the will and pleasure of the Members of the Mississippi Division, Sons of Confederate Veterans, and all their acts are subject to review by the Members of the Mississippi Division, and the Members of the Mississippi Division may approve or disapprove of any act. The above case shall be on file and under control of the Division Adjutant. It shall be required reading by all Division Officers and all Members shall be encouraged to do likewise. (See Appendix A for referenced order and opinion.)

ARTICLE 8 – NOTICE or CALL of ANNUAL REUNION

Notice of the Reunion will be published in the Division Newsletter and posted on the Division Website not less than **ninety (90)** days prior to the beginning of the Reunion.

ARTICLE 9 – ANNUAL DIVISION REUNION

Section 1 – The Annual Division Reunion shall commence at 12 noon on the Friday following the 3rd of June (Jefferson Davis's birthday) unless otherwise ordered by the Division Reunion or the Executive Council.

Section 2 – The location of the Reunion and the **Reunion Host(s)** shall be established a minimum of three (3) years in advance. The **Reunion Host(s)** will have the option to hold the Reunion every other year, or non-election year, at Beauvoir, and may do so in conjunction with other camps or as a Brigade. The Division will conditionally provide \$2,000.00 each Reunion to the **Reunion Host** or **Hosts**, or Brigade to cover the startup costs and said sum will be kept by the **Host** or **Hosts** or Brigade as part of their proceeds after approval by the Chief of Protocol. Upon Executive Council approval, the Commander will annually name a Chief of Protocol whose duties and authority include establishing a set of protocols, approved by the Executive Council annually, that **Reunion Host(s)** will follow in preparation and execution of Annual Division Reunions. The Chief of Protocol will report to the Executive Council before the Annual Reunion and recommend, or not recommend the permanent award of the \$2,000.00 startup monies advanced by the Executive Council for the annual Reunion of that year.

Section 3 – The Time and Place Committee shall present its recommendation for the next available Division Reunion site to the Reunion for approval. A majority vote is necessary for approval. Each Camp shall have the right to submit, in writing, to the Time and Place Committee Chairman a request to serve as the **Reunion Host(s)**, provided the proposed location has adequate and necessary facilities available. Any approved **Reunion Host(s)** is required to have a Member of their Reunion Committee in attendance at the two (2) prior Reunions before serving as the **Reunion Host**. Failure to comply shall revoke the privilege of hosting the Reunion. The next approved **Host** will be designated as the **Reunion Host**, provided they have met the stated requirements and are willing to accelerate their hosting of the Reunion. Any approved **Reunion Host** may withdraw from

hosting the Reunion, provided a written notice is submitted, at least twelve (12) months prior to the Reunion date to the Division Commander. In the event of withdrawal, the next approved **Reunion Host** will be given the opportunity to host. Should the next approved **Reunion Host** be unable or unwilling to accelerate its hosting of the Reunion, the Executive Council may select any **Reunion Host** willing to host, provided **Reunion Host** has met the stated requirements.

Section 4 – The **Reunion Host** for the upcoming Reunion shall submit to the Executive Council a tentative plan of the Reunion’s proposed activities, stating place, times, speakers, events, cost, etc., six (6) months prior to hosting the Reunion. A final detailed plan shall be submitted to the Executive Council no later than ninety (90) days before said Reunion. This information will be published in the Division Newsletter with the call for the Reunion. Any variation from the announced schedule shall be clearly posted by the **Reunion Host** near the registration table. The **Reunion Host** shall be required to mail or email a detailed schedule of activities, times, cost, and complete instructions on pre-registration to each Camp at least sixty (60) days in advance of said Reunion. The **Reunion Host** shall provide each Mississippi Division member at registration a minimum of a name tag, Reunion_Ribbon and Reunion Program. The **Division** shall provide Delegate Ribbons for Delegate Registration by the Delegate Credentials Committee at the Delegate Registration table.

Section 5 – No Camp or SCV Member within 50 miles of the **Reunion** Host holding the Reunion in a particular year shall organize or promote an event within 30 days prior to or after said Reunion unless said event is an already established annual event of two years of more duration and moving said event would be financially or historically impossible. Further, no Camp or SCV Member shall start or promote any event within the boundaries of the State of Mississippi on the same weekend as the Reunion is being held unless the normal Reunion date of the first Friday following the 3rd of June, as stated in Article 10; Section 1, is changed by the Division membership for a particular year and the new date coincides with an already planned or established event.

Section 6 – The Division Commander, at the request of a majority of the Camps, shall convene the Division in a Special Reunion, or in any emergency which he may deem sufficient. Time and place of Special Reunion shall be at the discretion of the Division Commander. **The Division Commander shall, to the best of his ability, give a thirty (30) day notice of any special reunion.**

ARTICLE 10– BUSINESS SESSION ADMITTANCE

Section 1 – All Members of the Mississippi Division in good standing who have properly registered will be admitted to the official business session of the Division Reunion. The Reunion shall be open to all Members of the Sons of Confederate Veterans in good standing, including those from other Divisions, as well as invited guests, unless in Executive Session.

Section 2 – Each Division Member is required to wear the official Reunion name tag, ribbon, etc., as provided at the time of registration. The Division Adjutant and/or Delegate’s Credentials Committee will provide a ribbon for each delegate and delegation Chairman to be attached to the name tag.

Section 3 – A guest name tag will be provided by the Registration Committee to all Members from other Divisions and invited guests and shall be required to be worn for admittance to the business session.

ARTICLE 11– QUORUM

A quorum shall be considered present at the Division Reunion when one-third (1/3) of the Camps in good standing are represented

ARTICLE 12 – PRIVILEGE of the FLOOR

A Member of the Mississippi Division who is not properly registered shall not be allowed the privilege of the floor at the Reunion. A properly registered member is one who has his name tag, Reunion ribbon and Delegate ribbon if a Delegate.

ARTICLE 13 – OFFICIAL GUIDE for PROCEDURE

Section 1 – Robert’s Rules of Order, newly revised, shall be the official guide for all procedures at the business session of the Reunion. At no time will Robert’s Rules of Order take precedence over any portion of the Confederation’s Constitution or the Division’s Constitution. The agenda of the Business Session may be altered at the discretion of the Chair in order to expedite the Business Session.

Section 2 – Any provision of the Division’s Constitution may be suspended upon a motion and seconded by not less than Two (2) delegates and a three-fourths (3/4) vote of the delegates **present**. The suspension of the provision shall be only for the pending matter for which the suspension was made.

ARTICLE 14 – ANNUAL DIVISION REPORTS

Section 1 – The Annual Reports shall be composed of the following written reports:

- (1) Commander
- (2) 1st Lt. Commander
- (3) 2nd Lt. Commander
- (4) Adjutant’s Annual and Financial Report and Annual Budget. Financial details may be omitted from the report printed in the Reunion Program at the discretion of the Adjutant with the approval of the Division Commander.
- (5) All Brigade Commanders (shall include a report of activities of each Camp within the Brigade)
- (6) Executive Director of Beauvoir and reports on behalf of the Board of Directors and Trustees.
- (7) Minutes of the previous Reunion
- (8) Other inclusions as requested by the Commander

Section 2 – Reports shall be forwarded to the Division Adjutant at least thirty (30) days prior to the announced date of the Reunion and to the **Reunion Host** Program Editor by his printing deadline for printing in the Reunion_Program. **Reunion Host may request reimbursement for the additional cost of printing Division Reports and Constitution amendments in the Reunion Program prorated according to the number of extra pages, not more than three (3) months after the end of the Reunion. This is to give the Reunion Host a chance to recoup some of the costs of printing the Book of Reports.**

Section 3 – The Annual Reports of the Division Officers are available for inspection by any Mississippi Division Member during the normal business hours of the Reunion in the Reunion Program.

Section 5 – The Division Adjutant shall take charge of the Annual Reports upon adjournment of the business session and forward it to Beauvoir for permanent preservation and storage not later than thirty (30) days following the Reunion.

ARTICLE 15 – DELEGATES and VOTING

Section 1 – The representation of the various Camps at the Division Reunion shall be by delegates. Each camp is entitled to one (1) delegate (vote) per each ten (10) members or fraction thereof of five (5) or more. The Division Adjutant is responsible for determining the number of delegates for each Camp per the number of members in good standing from the compiled Camp Rosters kept by the Division Adjutant as of April 30th. Anyone joining a Camp after April 30th will not be counted toward a Camp’s Delegate votes.

Section 2 – Each Camp shall elect its delegates and a Chairman. If the Chairman of the delegation, elected by the Camp, is not in attendance at the Reunion, the delegates in attendance shall elect a Chairman from their number. If any delegate, elected by the Camp, is not in attendance, the Chairman may appoint a substitute to serve in his place from among the other Members of the Camp in attendance.

Section 3 – The Division Adjutant and/or Delegate Credentials Committee members shall issue a credentials form **to or accept the same from the Chairman of a Camp’s delegation or his designated representative after proper identification**. The form shall state the name, number, and city of the Camp, name of the Chairman, number of votes entitled and be signed by the Division Adjutant or a member of the Delegate Credential’s Committee. The Division Adjutant or a member of the Delegate Credential’s Committee will be available from Noon until 6:00

P.M. on Friday and Saturday morning two (2) hours prior to the opening business session at the Reunion and shall be located near the registration table. If there are any variations from these stated times, a notice will be posted in a prominent location. No credentials forms will be issued after the business session has begun unless authorized by the Division Commander to attain a quorum of Camps. Upon proper reason, a Camp may be allowed to receive credentials and vote but shall require a three-fifths (3/5) vote of approval from the Reunion Delegates.

Section 4 – Only delegates from Camps in good standing and properly registered shall be allowed to vote. If a Camp is represented by fewer Delegates than their entitled Delegate votes, the Delegate(s) present may cast all their entitled Delegate votes.

Section 5 – For all questions submitted to the Division Reunion, the Chair shall put forth the question for a vote by voice, the raising of hands, standing in place or the moving the ayes and nays to different parts of the room. If the Chair is still unable to determine a deciding vote, he may then call for a roll call of Camps. Then the Camps shall be called in order (by number of Camp), the number of votes each Camp is entitled to stated, and vote for or against the motion announced by the Chairman of each delegation. A division of the House or a roll call of Camps may be requested from the floor by three (3) Camps on any question. Unless specified in this Constitution.

Section 6 – A simple majority of the total votes cast is necessary for election or passage of other business transactions unless otherwise stated within this constitution.

Section 7 – No “Proxy” or “Absentee” votes shall be accepted.

ARTICLE 16 – NOMINATIONS, BALLOTS, ELECTIONS, TERMS OF OFFICE

Section 1 – Nominations

All Division Members shall have the right and privilege to submit in writing or email to the Chairman of the Candidate’s Credentials Committee any recommendations for consideration of any Division Elected position or Brigade Elected position for the brigade in which their membership lies.

Members shall also have the right to declare their candidacy or intent to run for any Division or Brigade Elected Position.

All recommendations or candidacy announcements shall be submitted to the Candidate’s Credentials Committee no less than forty-five (45) days prior to the Division Reunion to ensure that the candidates may be vetted and the names of candidates published as per **Article 20, Section (2)**.

Nominations from the floor are prohibited.

Section 2 – Election of Division Officers

1. Election of Division Officers shall be in the odd numbered years for a two-year term held at the Division Reunion.
2. When there is but one candidate for an office, upon motion and majority consent, a formal ballot may be dispensed with and the candidate be elected by acclamation. In an election for any Division office for which there is more than one candidate, voting shall be by secret ballot. Voting shall take place in a separate function room at the Reunion’s site, if available. If a separate room is not available, then a corner of the meeting room may be used, with as much privacy as possible. The Delegate Credentials Committee shall make necessary arrangements for the room or space prior to the business session. All voting shall be under the supervision of the Division Adjutant and/or Delegate Credentials Committee. Voting for all contested officers shall take place in a separate function room at the Reunion’s site, if available. If a separate room is not available, then a corner of the meeting room may be used, with as much privacy as possible. The Delegate Credentials Committee shall make necessary arrangements for the room or space prior to the business session. All voting shall be under the supervision of the Division Adjutant and/or Delegate Credentials Committee. Voting for all contested offices shall take place at one time. Balloting shall be by Camps. The Chairman of a Camp’s delegation or his designated representative shall receive a ballot from the Division Adjutant and/or Delegate Credentials Committee on which is marked the total number of votes which may be cast on that

ballot. There shall be no identification of the Camp or delegates on the ballot. The Chairman shall mark the ballot per the directions of his delegation and place the same in a ballot box or a container used for that purpose, then departs. Upon completion of the voting procedure, the Division Adjutant and a minimum of two members of the Delegate Credentials Committee shall serve as tellers and shall count the votes. A candidate for a contested office shall not be present for the tallying of the votes but may designate one member to witness the counting of the ballots. The results of the election shall be placed in the custody of the Chairman of the Delegate Credentials Committee who shall announce the results when called upon by the Division Commander. In the event there are more than two candidates for an office and one candidate does not receive a majority of the total votes cast, then there shall be a run-off by ballot between the two candidates receiving the most votes, and the above procedure shall be followed.

Section 3 – Term of office for Division Officers

1. The term of office for Division Officers shall be two (2) years.
2. The term of office for all elected Division Officers shall commence immediately upon adjournment of the Reunion at which they were elected and duly sworn into office and shall end at the adjournment of the Reunion at which their terms expire.
3. If an elected officer is not present for the swearing in ceremony at the Division Reunion, he shall be sworn into office by the Division Commander at the first meeting of the Executive Council or earlier if the opportunity presents itself.
4. Should at any time during the term of a Division Officer his camp fails to qualify as an “Active Camp” in the Mississippi Division as defined in Article 3 of this Constitution; he shall have the opportunity to transfer his membership to an Active Camp in the Division within ninety (90) days of the determination his Camp is “Defunct”. Failure to do so will be considered his resignation from the office he holds.
5. For the office of Division Commander, Division 1st Lt. Commander, and Division 2nd Lt. Commander, they are limited to two (2) elected terms in their respective office and these terms may be consecutive.
6. The Division Adjutant has no limit to terms in office and all may be consecutive.

Section 4 – Election of Brigade Officers

1. Election of Brigade Officers shall be in the odd number years for a two-year term to coincide with the election of Division Officers.
2. Election of Brigade Officers shall be at the time and place set by the elected Brigade Officers. This meeting shall not be held before May 1st but must be held by the conclusion of the Division Reunion in the odd numbered years.
3. Brigade Commander shall be elected by a majority of the Camps, of that Brigade, present using delegate votes.
4. Brigade Executive Councilman shall be elected by the membership at large of the Camps, of that Brigade, present.
5. When there is but one candidate for an office, upon motion and majority consent, a formal ballot may be dispensed with and the candidate be elected by acclamation. In an election for any Brigade office for which there is more than one candidate, voting shall be by secret ballot. Voting shall take place in a separate function room at the meeting’s site, if available. If a separate room is not available, then a corner of the meeting room may be used, with as much privacy as possible. Voting for all contested offices shall take place at one time. An Ad Hoc Committee shall be formed and serve as tellers and shall count the vote. This committee shall consist of a member, in good standing, appointed by and representing each candidate, and at least one member, in good standing, chosen at random. The method of choosing random members of the Ad Hoc Committee must be agreeable to each candidate. In the event there are more than two candidates for an office and one candidate does not receive a majority of the total votes cast, then there shall be a run-off by ballot between the two candidates receiving the most votes, and the above procedure shall be followed.

Section 5 – Term of Office for Brigade Officers

1. The term of office for Brigade Officers shall be two (2) years.
2. The term of office for all elected Brigade Officers shall commence immediately upon adjournment of the Reunion at which they were elected and duly sworn into office and shall end at the adjournment of the Reunion at which their terms expire.
3. If an elected officer is not present for the swearing in ceremony at the Division Reunion, he shall be sworn into office by the Division Commander at the first meeting of the Executive Council or earlier if the opportunity presents itself.

4. Brigade Officers must be a Member in good standing of a Camp located within the boundaries of the Brigade in which they serve. Should at any time during the term of a Brigade Officer his Camp fails to qualify as an “Active Camp” in the Mississippi Division as defined in Article 3 of this Constitution, he shall have the opportunity to transfer his membership to an Active Camp in his Brigade within ninety (90) days of the determination his Camp is “defunct”. Failure to do so will be considered his resignation from the office he holds.

ARTICLE 17 – DIVISION and BRIGADE OFFICER’S QUALIFICATIONS

Section 1 – The elected **DIVISION** officers of the Mississippi Division shall consist of a **Division** Commander, **Division** 1st Lt. Commander, **Division** 2nd Lt. Commander, **Division** Adjutant.

Section 2 – All candidates seeking an elected office in the Mississippi Division shall meet the following qualifications:

- (1) Shall be a member in good standing with the Mississippi Division as defined in Article 4, Section 2;
- (2) Shall be a member of an active Camp within the Mississippi Division as defined in Article 3, Section 2;
- (3) Shall have been a member in good standing in the Mississippi Division for a minimum of four (4) years;
- (4) For the **office** of **Division** Commander, **Division** 1st Lt. Commander and **Division** 2nd Lt. Commander: in addition to 1, 2 & 3 above, the candidate shall have served **or is serving** one term as an elected **Division or Brigade** Officer prior to being nominated;
- (5) For the position of **Division Adjutant**; in addition to 1, 2 & 3 above, the candidate shall have at least two (2) years’ experience as **a camp or other Division** adjutant or a similar vocation and be able to perform the duties of an adjutant pursuant with the laws of the State of Mississippi.
- (6) **The Division Commander shall not serve as President of the Combined Boards at Beauvoir nor shall he serve as Chairman of the Board of Trustees, President of the Board of Directors at Beauvoir, nor a paid staff member at Beauvoir. Should he serve as any of the previously mentioned positions, he must resign when he takes the office of Division Commander.**

Section 3 – The elected **BRIGADE** officers of the Mississippi Division Shall consist of one **Brigade Commander** from each **Brigade** and one **Brigade Executive Councilman** from each **Brigade**.

Section 4 – All Candidates Seeking an elected **Brigade** office shall meet the following qualifications:

1. Shall be a member in good standing with the Mississippi Division as defined in Article 4, Section 2;
2. Shall be a member of an active camp located within the boundaries of the Brigade in which they serve;
3. The **Brigade Commander** and **Executive Councilman** shall not be from the same camp. Therefore, nominations for the **Brigade Commander** and **Brigade Councilman** for each respective **Brigade** from the same **Camp** shall be prohibited;
4. Candidates for the position of **Brigade Commander** and **Brigade Executive Councilman**, in addition to 1, 2 and 3 of this Article shall have served or is serving at least one term as an elected **Camp Officer**. They are limited to three (3) terms in their respective office.

ARTICLE 18 – DUTIES of ELECTED DIVISION and BRIGADE OFFICERS

Section 1 – Commander:

- (1) Serves as **Chief Administrative Officer and Executive Officer** of the **Division**, with full responsibility and power to enforce the provisions of the **Division Constitution**, the will of the **Division Convention**, the decisions of the **Executive Council**, and the **SCV General Executive Council**;
- (2) Serves as **Chairman** of the **Division Executive Council**;
- (3) Serves as **Chairman** of the **Division Reunion**;
- (4) Serves as an **Ex Officio Member** of all **Committees** except **Disciplinary Committee**;

- (5) Decides all questions of order or usage, subject to appeal;
- (6) Fills all vacancies which occur in the elected Officer Corps until the next scheduled election for the position filled unless otherwise stated in **this Constitution**;
- (7) Conducts the affairs of the Division when not in Reunion;
- (8) Communicates to the Division Membership such matters and makes such suggestions as may tend to promote the welfare and further the purposes of the Division,
- (9) Shall appoint all Division Staff Officers and Chairman of the Standing and Ad Hoc Committees

Section 2 – Division 1st Lt. Commander:

- (1) Performs the duties of the Division Commander in his absence **and as delegated by the Division Commander**,
- (2) Assumes the Commandership in the event of the death, disability, removal, or resignation of the Division Commander until the next regular election,
- (3) Serves as **Chair of the Division Recruitment and Retention Committee and serves as Division Recruitment Officer**,
- (4) **Shall work with Brigade Executive Councilmen on recruiting and retention in their Brigades.**

Section 3 – Division 2nd Lt. Commander:

- (1) Performs the duties of **Division 1st Lt. Commander** in his absence,
- (2) Assumes the position of the **Division 1st Lt. Commandership** in the event of the promotion, death, disability, removal, or resignation of the **Division 1st Lt. Commander** until the next regular election,
- (3) Assists and aids the Brigade Commanders in the formation of new Camps.
- (4) **Shall be responsible for coordinating a minimum of one training workshop per year for the Mississippi Division. This workshop is to focus on but not limited to recruitment and retention, community involvement, membership development, camp adjutant training, and heritage operations.**

Section 4 – Division Adjutant:

- (1) Collects and serves as custodian of the funds and other records of the Division,
- (2) Establishes checking and/or savings accounts in the name of the Division as directed by the Executive Council,
- (3) Issues and signs all checks of the Division as stated in Article 5,
- (4) Issues the general orders of the Division Commander under his signature,
- (5) Conducts the correspondence of the Division, retaining copies of the same to be included in the Annual Report,
- (6) Delivers to his successor all books, funds, and property of the Division at the expiration of his term(s) in office,
- (7) Provides financial records and/or statements as required by the Executive Council or Division Commander,
- (8) Maintains a current roster of Camps, Camp Officers, and Members in good standing, purging delinquent and deceased members.
- (9) **He shall ensure that all Camps in the Mississippi Division file the annual IRS Form 990 or any documents for compliance with the IRS requirements,**
- (10) **Shall have the authority to appoint such aides as necessary to ensure the completion of his duties,**
- (11) **Shall have the authority to make any stylistic or grammatical changes to the Constitution as long as it does not change the substance or meaning to the affected article or section.**

Section 5 – Brigade Commander:

- (1) Serves as **Administrative** Head of a Brigade,
- (2) Is charged with the formation, development, **and reactivation** of Camps within his Brigade,
- (3) Communicates to the Brigade Membership such matters and makes suggestions as may promote the welfare and further the purposes of the Brigade.

- (4) Has the Authority to appoint any committees to carry out the objectives and purposes of the Brigade and Division,
- (5) Shall fulfill all duties as required by the Division Commander and Division 2nd Lt. Commander,
- (6) Shall visit each Camp in their Brigades once a term as a guest,
- (7) Shall be responsible for coordinating with the Brigade Executive Councilman in appointing members to the necessary Division committees or subcommittees in this Constitution,
- (8) Shall coordinate with the Brigade Executive Councilman on the date, time, and location of all meetings of his Brigade,
- (9) Serves as member of the Delegates Credentials Committee.

Section 6 – Brigade Executive Councilman:

- (1) Serves as Recruiting and Retention officer of his Brigade,
- (2) Shall fulfill the duties of the Brigade Commander in his absence,
- (3) Shall offer coordination and assistance with his Camp's Programs. He shall assist Camp commanders in promoting Brigade level events and activities,
- (4) Shall visit each Camp in their Brigades once a term as a guest,
- (5) Shall coordinate with the Brigade Commander on the date, time and location of all meetings of his Brigade,
- (6) Serves as a member of the Candidates' Credentials Committee.

ARTICLE 19 – DUTIES of DIVISION STAFF OFFICERS

Section 1 – Chief-of-Staff:

- (1) Administers the policies of the Division Reunion, Executive Council, and the Division Commander,
- (2) Coordinates the Division Staff, Executive Council, and Committees,
- (3) Receives copies of all reports.

Section 2 – Judge Advocate:

- (1) Advises all Officers, Executive Council, and the Division Reunion on legal matters; upon request, renders legal opinions to the same or Members concerning question involving compliance with the Confederation's and Division's Constitutions and his legal opinion is binding on all parties,
- (2) Serves as Co-Parliamentarian of the Division Reunion and the Executive Council,
- (3) Is required to be a licensed attorney in the State of Mississippi. **If no licensed attorney will serve as Judge Advocate, a member in good standing with legal training can serve as Judge Advocate. However, outside legal counsel shall also be held on retainer.**

Section 3 – Chief of Heritage Operations:

- (1) Chairman of the Heritage Operations Committee,
- (2) Serves as Heritage Spokesman,
- (3) Planning, organizing, and executing the Heritage operations for the Division,
- (4) Shall appoint three Deputy Chiefs who shall oversee the following:
 - a. Heritage Defense – Provides for the necessary organizing and executing the Heritage Defense of the Division.
 - b. Heritage Promotion/Education – Provides for the necessary organizing and executing Heritage Education activities of the Division. Furthermore, the Deputy Chief of Heritage Promotion/Education shall organize an educational seminar.
 - c. Legislative – Shall engage in lobbying and other efforts related to the passage of laws protecting or enhancing the protection of Confederate or Southern Heritage under the guidelines provided in the IRS Code governing 501c3 organizations and this Constitution.
 - d. Each Deputy Chief shall serve as a chairman of a subcommittee created of a member of each Brigade who will oversee those operations in their respective Brigades.

Section 4 – Chaplain:

- (1) Shall be an ordained Minister of a recognized religious order. In the event that such is not available, the Chaplain shall be an ordained Elder, Deacon or a person holding a similar post,
- (2) Opens the Division Reunion with an appropriate prayer and performs the same as requested by the Division Commander,
- (3) Acts as a non-sectarian advisor to the Division,
- (4) Performs other assignments of a divine or religious nature as requested by the Division Commander,
- (5) Aids and assists with the spiritual needs of Division Members and the families of deceased Members,
- (6) Shall be notified by the Camp of the death of a Division Member.

Section 5 – Sergeant-at-Arms:

- (1) Maintains order at the Division Reunion and all other Division functions,
- (2) Coordinates security of all Division functions with local security and law enforcement officers.

Section 6 – Color Sergeant:

- (1) Serves as custodian of the Division's Flags,
- (2) Coordinates the color guard at all Division functions,
- (3) Provides honor guard at a Member's funeral if requested by the family,
- (4) Serves as Liaison Officer for the Division and the "Jeff Davis Legion Reenactors" at Beauvoir's Fall Muster,
- (5) Is required to serve as President or Secretary of the "Jeff Davis Legion Reenactors".

Section 7 – Recording Secretary:

- (1) Shall take and record the minutes of all official meetings of the Division including but not limited to Reunions, Division Executive Council Meetings, and other Meetings when directed by the Division Commander,
- (2) Shall be a non-voting Member of the Division Executive Council.

Section 8 – War Memorial Commissioner:

- (1) Maintains the Division Headquarters office and represents the Mississippi Division on all matters with the War Memorial Commission.

Section 9 – Historian

- (1) Shall maintain an accurate record of the Mississippi Division, Sons of Confederate Veterans,
- (2) Shall research the history of the Mississippi Division, Sons of Confederate Veterans,
- (3) Serves as the chairman of the Historical Committee.

Section 10 – Chief of Protocol

- (1) Shall perform such duties as described in this Constitution.

Section 11 – All other staff positions are optional and may or may not be filled at the discretion of the Division Commander. These officers may include Inspector, Quartermaster, Surgeon, Reunion Parliamentarian, Aide-de-Camp, Public Relations, Heritage Spokesman, Communications Officer, and other positions deemed necessary. The Division Commander shall define the duties and functions of all staff positions not stated.

ARTICLE 20 – COMMITTEES

Section 1 – The Delegate Credentials Committee: It shall be chaired by the Division Adjutant and its members shall be the Brigade Commanders and its duties are in Article 15; Section 3 and Article 16; Section 2.

Section 2 – The Candidates' Credentials Committee: Shall consist of the Brigade Executive Councilmen and the members of said committee shall elect their Chairman. It shall be activated not less than six (6) months prior to the Convention. The names of the Member's and the Chairman's address shall be published in the next edition of the Division newsletter and posted on the Division Website after their activation. All Division Members shall have the right and privilege to submit in writing to the Chairman any recommendations for consideration of any Division elected position. All recommendations must be signed by the submitting Member. The Candidates' Credentials Committee not less than thirty (30) days prior to the Division Reunion shall publish in the Division Newsletter and post on the Division Website the names of the Candidates for Division and Brigade offices who are qualified. **All Candidates, whether for Division or Brigade Office, must be properly and legally vetted by the Candidates' Credentials Committee before their names can be placed in nomination.** The decision of the Candidates' Credentials Committee is final unless just cause can be presented by a candidate to the Division Commander to warrant an appeal of the Candidates' Credentials Committee decision.

Section 3 – Standing Committees shall consist of the following and its description. Its chairman is selected by and serves at the will and pleasure of the Division Commander unless otherwise stated in this Constitution. The chairman of each committee shall select the members of his committee unless otherwise stated in this Constitution.

- (1) Recruiting and Membership Retention: It shall be chaired by the Division 1st Lt. Commander and its membership shall be the Brigade Councilmen,
- (2) Historical: It shall be chaired by the Division Historian and its duties are to assist the historian in collecting and maintaining an accurate history of the Mississippi Division,
- (3) Monuments: It shall be chaired by a member in good standing of the Mississippi Division. The purpose of this committee shall be to erect and preserve Confederate monuments in the state of Mississippi,
- (4) Heritage Operations: It shall be chaired by the Chief of Heritage Operations and shall be divided into 3 sub-committees as described in the section of the Constitution dealing with duties of the Chief of Heritage Operations,
- (5) Constitution: It shall be chaired by a member in good standing of the Mississippi Division. It is their duty to review, revise and propose amendments to the Constitution,
- (6) Confederate Artifact Preservation: It shall be chaired by a member in good standing of the Mississippi Division who shall work with the Mississippi Department of Archives and History for the preservation of Confederate Flags and / or other Confederate Items in Mississippi Department of Archives and History's collections,
- (7) Division Memorial Service Committee: It shall be chaired by a member in good standing of the Mississippi Division who shall help organize the Mississippi Division Memorial Service. This service shall be held in April each year. The Division Color Sergeant is required to be a member of this committee,
- (8) Cemeteries
 - a. The Cemeteries Chairman selected by the Commander, will select the members of the Mississippi Division Guardian Program. The Chairman and members to coordinate and report to the SCV National Guardian Program. The Mississippi Division Guardian Program will: maintain its own membership, set program rules, set any program fees and report bi-annually to the National office for each year.
- (9) Disciplinary
 - a. The Disciplinary Committee shall consist of a Chairman, appointed by the Division Commander, preferably with a background in law, who in turn shall select the members of the Committee, two (2) from each Division Brigade. Members of the Disciplinary Committee shall be selected by the Disciplinary Committee Chairman from a list of nominees submitted to him by the five Brigade Commanders and Councilmen from their respective Brigade. The committee shall be fully staffed within three (3) months of the election or re-election of the Division Commander. A member of the Committee must be a member in good standing with the Division and cannot be a member of the Mississippi Division Executive Council. A vacancy in the membership shall be filled by the Chairman from nominees submitted by the Commander of the affected Brigade. A vacancy in the Chairmanship shall be filled by the Division Commander. At his discretion, a new

Division Commander may retain the current Chairman or appoint a new Chairman and that Chairman may retain the current members or choose new members, as outlined above, of the Committee. The Disciplinary Committee of the Camp shall be chaired and formed at the discretion of its Camp.

- b. Once charges have been proffered, the Disciplinary Committee shall first function as a Grand Jury during the investigative phase to determine if there is enough evidence to warrant a hearing. The Chairman, at his discretion, may appoint an Investigative Officer. If the evidence warrants, the Chairman will set a date for the hearing which is suitable for all parties. Once a hearing is set, the Disciplinary Committee becomes a court with the Chairman assuming the role of Judge and the Committee Members assume the role of jurors. After the hearing, the Committee shall vote on what disciplinary action will be taken in the matter. **Section 5 – Special Committees shall include all other committees formed in the best interest of the Division.**

ARTICLE 21 – DIVISION EXECUTIVE COUNCIL

Section 1 – The Division Executive Council shall consist of the Division Commander, 1st Lt. Commander, 2nd Lt. Commander, Adjutant, Brigade Commanders, Brigade Executive Councilmen, Chief-of-Staff, Judge Advocate, Mechanized Cavalry Commander and Recording Secretary. The Chief-of-Staff, Judge Advocate and Recording Secretary shall not be voting members.

Section 2 – The time and locations of Executive Council meetings shall be at the call of the Division Commander or at the request of a majority of the Members of the Executive Council. There shall be a minimum of two (2) Executive Council meetings per year between Division Reunions. It shall meet each year at the Annual Division Reunion, per the call of the Commander.

Section 3 – A quorum of the Executive Council shall be two-thirds (2/3) of the voting members excluding the Division Commander in order to conduct the business of the Division. If a quorum is not established, it is the option of the Division Commander to adjourn the meeting or to continue with discussion of issues with no action on any issue.

Section 4 – Any Member of the Division in good standing shall have the right to attend any Executive Council meeting And shall have the privilege of the floor if requested in advance. A Member must submit his request in writing to the Division Chief-or-Staff, stating the topic and the time requirement. The request will be added to the agenda and the Member will be notified as to the time and location of the next Executive Council meeting and an approximate time to appear.

Section 5 – Any voting member of the Executive Council shall be removed from office by the Division Commander for missing two (2) consecutive meetings without a legitimate reason and proper notification of the Division Commander at least two days prior to the scheduled Executive Council Meeting. After the first absence without cause, the offending officer shall be sent a warning in writing from the Division Commander by certified mail (signed receipt requested). An emergency will be the only exception.

The Division Commander shall appoint a person to fill the vacancy until the next scheduled election and swearing in for the position appointed. In the case of Brigade Officers, the Division Commander shall appoint a person from the affected Brigade until the next scheduled election of the affected Brigade.

ARTICLE 22 – DIVISION AWARDS

Section 1 – Division awards will be presented at the Division Reunion. All Members shall have the right to Recommend other Members for awards, provided their selection(s) meet the necessary requirements.

Section 2 – Any or all of the Division’s Awards may be presented at the Reunion, but this shall be at the discretion of the Awards Committee.

Section 3 – Creation or dissolution of any award shall require a two-thirds (2/3) vote of the entire Executive Council.

Section 4 – Division Certificates of Appreciation may be presented by the Division Commander at his discretion.

ARTICLE 23 – DIVISION PUBLICATIONS

Section 1 – The title of the Division Newsletter shall be the Jeff Davis Legion. The Editor shall be appointed by the Division Commander and matters concerning the timeliness of publication and editorial content shall be at the discretion of the Division Commander and Editor. Contents may be edited without notice. All Division Members in good standing are entitled to receive a copy of the Division Newsletter. Each issue of the newsletter will be sent to the Division Adjutant by the Newsletter Editor via email and the Division Adjutant will send said issue to each Camp Adjutant via email for distribution to its members. If mailing the issue to its members is a financial burden to a Camp, that Camp may petition the Executive Council for relief.

Section 2 – The Executive Council may authorize additional Publications as may be deemed beneficial to the Division.

Section 3 – All Editors of Division Publications serve at the pleasure of the Division Commander.

Section 4 – The Division’s mailing and email list shall not under any circumstances be provided to anyone who is not a Division Elected or Appointed Officer, a Chairman of a Division Committee or Administrator of the S. D. Lee Dispatch and Members Only Facebook Page without written approval of the Executive Council.

ARTICLE 24 – LIABILITIES

Section 1 – Nothing herein shall constitute Members of the Division as partners for any purpose. No Member, officer, Agent, or employee shall be liable for acts or failure to act of any Member, officer, agent, or employee of the Division. Nor shall any Member, officer, agent, or employee be liable for his acts or failure to act under this Constitution, excepting acts or omissions arising out of willful acts.

Section 2 – The Executive Council shall have the right to purchase liability insurance, at Division expense, for the Division or any officer acting on behalf of the Division. Any need of liability insurance and the amount shall be Determined by the Executive Council.

ARTICLE 25 – CONSTITUTION AMENDMENTS

Section 1 – Any proposed amendments may be submitted by a Camp or an individual member in writing or email and shall be submitted to the Chairman of the Constitution Committee, Division Commander and Division Adjutant at least ninety (90) days prior to the Division Reunion. Any proposed Constitution amendment originating with the Constitution Committee shall be submitted in writing or email to the Division Commander and Division Adjutant within the time frame stated above.

Section 2 – All proposed amendments, alterations, or repeals shall be published in the Division Newsletter and posted on the Division Website at least thirty (30) but not more than ninety (90) days prior to the Division Reunion. **If for some reason the Newsletter Editor is unable to perform this task, the Division Adjutant shall email any and all proposed amendments to the Constitution to the Camp Adjutants for distribution under the same time constraints as the Newsletter Editor.**

Section 3 – The Division’s Constitution may be amended and/or adopted by a two-thirds (2/3) vote of the delegates voting at any Reunion and shall become effective upon the adjournment of that Reunion unless otherwise agreed to by a three-fourths (3/4) consent of all delegates voting.

Section 4 – Amendments to or substitute amendments for proposed amendments under consideration by the Division Reunion will be in order.

Section 5 – Any proposed amendment, upon proper motion and a majority vote, may be set by Special Order at the next succeeding Reunion.

Section 6 – The format for any Bill proposing any change to any of the SCV-MS Constitution shall include:

1. Identity of Author: The identity of the Compatriot who authors the proposed amendment shall include: Name, SCV ID Number, Camp Name and City or County of Camp.
2. Co-sponsor: The name of at least one Co-sponsor, **if any**, for the proposed amendment **with SCV ID Number, Camp Name, and City or County of Camp**.
3. **Reference Point**: The Article Number and Section Number **and Part**.
4. **Rational and Summary**: A summary of the Bill to amend the Constitution and the Rationale for proposing the amendment.
5. Is/Was Mark-up: A copy of the existing text with a mark-up of the proposed amendment of the text of the Constitution.

ARTICLE 26 – EFFECTIVE DATE of THIS CONSTITUTION

Section 1 – This Constitution shall become effective upon the adjournment of the Reunion at which they were adopted or amended. All previous Constitution/By-Laws of the Mississippi Division, Sons of Confederate Veterans, Incorporated and Unincorporated, shall thereby be rescinded.

Amended and approved by vote of the delegates assembled at Mississippi Division Reunion meeting at Flowood, Mississippi, the 8th day of June, 2024.

Dennis M. Brown
Mississippi Division Commander
Sons of Confederate Veterans



Revision – Jackson, Mississippi (September 17, 2022)

Article 7; Article 20; Section 4; Sub-part 9

Revisions – Flowood, Mississippi (June 8, 2024)

Article 1, Section 1; Article 4, Sections 1 & 5; Article 6, Section 5 & 11; Article 7, Section 5, Part J; Article 9, Section 4; Article 14, Section 2; Article 15; Article 16; Article 17; Article 18; Article 19; Article 20; Article 25

Standing Rules of Order

Article 1: Social Media Networking policy, for the Mississippi Division, Sons of Confederate Veterans, Inc. (August 2016)

PURPOSE: To provide guidelines for social media networking for members of the Mississippi Division, Sons of Confederate Veterans, Inc.

POLICY

Members of the MS Division, Sons of Confederate Veterans, Inc. who participate in social media networking, will respect the rights of the MS Division, its members and the general public while using web sites and web blogs and other forms of social media.

DEFINITION/GENERAL

Social Media Networking includes, but is not limited to, public media web sites and personal blogs published in the public domain. They may also include the following:

1. Web sites that allow individual or groups to share user-generated content.
2. Running logs of events and personal insights with online audiences.
3. Online collaboration and publishing systems that is accessible to internal and external audiences.
4. Social networking sited such as Facebook, MySpace, LinkedIn, YouTube and Twitter.

MEMBERS RESPONSIBILITES

Members are wholly responsible for the content they publish on blogs, any social networking site or any generated media outlet. Members are legally liable for anything they write or present via social media.

Do not enclose or attach any information that is confidential or proprietary to the MS Division, Sons of Confederate Veterans, Inc. from any third party that has disclosed the information to the MS Division.

MS Division members and associates must uphold the MS Division, Sons of Confederate Veterans, Inc. value of respect for the individual and avoid making defamatory, disrespectful or harassing statements about other members, contractors, volunteers and affiliates of the MS Division.

If a member chooses to identify as a member of the Mississippi Division on a website or blog, he must adhere to the “best practices” as listed below.

1. Members are wholly responsible for the content they publish on blogs, social networking or any form of user generated media.
2. Identify yourself fully, including your name and your role with the MS Division, Sons of Confederate Veterans, Inc. Make it clear that you are speaking for yourself and not on behalf of the MS Division and that the views expressed are yours and yours alone and do not necessarily represent the views of the MS Division. The only Division members allowed to speak on behalf of the MS Division, without prior approval of the Division Commander, is the Division Commander and the Division Public Affairs Officer.

3. Do not disclose personally identifiable information regarding any member, business affiliates or entity associated with the MS Division.
4. Members cannot set up a web site or blog using the MS Division name or symbolism without written approval of the Executive Council, MS Division, Sons of Confederate Veterans.
5. Do not disclose confidential or proprietary information.
6. Be respectful. Do not use ethnic slurs, personal insults, obscenities or engage in any conduct that would bring discredit on the MS Division.
7. If you identify the MS Division as a place of membership or that you are a member of the Executive Council, the MS Division reserves the right to request removal or modification of any information concerning Division members, the Executive Council or associated members it deems disrespectful or inappropriate.

COMPLIANCE AND DISCIPLINARY ACTION

Compliance with the aforementioned regulations regarding all forms of social media is mandatory for all members, volunteers and associates of the MS Division. Failure to comply can result in immediate membership termination and dismissal of a member, in accordance with the guidelines established by the National Organization and the MS Division, Sons of Confederate Veterans, Inc. This directive will take effect upon ratification by the Executive Council, MS Division, Sons of Confederate Veterans, Inc.

APPENDIX A

F0001

2018194471

Fee: \$ 50



DELBERT HOSEMANN
Secretary of State

Business ID: 1148252
Filed: 05/30/2018 02:35 PM
C. Delbert Hosemann, Jr.
Secretary of State

P.O. BOX 136
JACKSON, MS 39205-0136

TELEPHONE: (601) 359-1633

Articles of Incorporation

Business Information

Business Type: Non-Profit Corporation

Business Name: Mississippi Division, Sons of Confederate Veterans, Inc.

Business Email: mcbarefieldlaw@gmail.com

Future Effective Date: 08/01/2018

Period of Duration: Perpetual

Initial planned non-profit activity: Veterans Organization

NAICS Code/Nature of Business

813410 - Civic and Social Organizations

Registered Agent

Name: Michael C Barefield

Address: 607 Corinne Street, Suite C-4
Hattiesburg, MS 39401

Signature

The undersigned certifies that:

- 1) he/she has notified the above-named registered agent of this appointment;
- 2) he/she has provided the agent an address for the company, and;
- 3) the agent has agreed to serve as registered agent for this company

By entering my name in the space provided, I certify that I am authorized to file this document on behalf of this entity, have examined the document and, to the best of my knowledge and belief, it is true, correct and complete as of this day **05/30/2018**.

Name:
Michael C Barefield
Incorporator

Address:
607 Corinne Streert, Suite C-4
Hattiesburg, MS 39401

APPENDIX B



APPENDIX C:

IN THE CHANCERY COURT OF HINDS COUNTY, MISSISSIPPI
FIRST JUDICIAL DISTRICT

BEST A TRUE COPY
FILED
JUN 27 2006
EDDIE JEAN CARR, CLERK
CHANCERY COURT
MISSISSIPPI

MISSISSIPPI DIVISION OF THE UNITED SONS OF CONFEDERATE VETERANS, An Unincorporated Association, By and Through EDWARD FUNCHESS, Jr., Commander; and EDWARD FUNCHESS, Individually and on Behalf of All Members of the MISSISSIPPI DIVISION OF THE UNITED SONS OF CONFEDERATE VETERANS, INC.

PLAINTIFFS

v.

MISSISSIPPI DIVISION OF THE UNITED SONS OF CONFEDERATE VETERANS, A Mississippi Non-Profit CORPORATION; and DANIEL P. EDNEY, RON STOWERS, ROBERT MURPHREE, LAMAR ROBERTS, and STAN NEWMAN, In Their Official Capacity as Directors of Said Corporation

DEFENDANTS

ORDER AND OPINION OF THE COURT

THIS MATTER is before this Court on the Motion to Amend Complaint filed by Plaintiffs and the Defendants' Motion to Dismiss and/or Motion for Summary Judgment. Having heard testimony on the matter and all premises considered, the Court finds that the Plaintiff's Motion to Amend the Complaint is well taken and the relief requested shall be GRANTED. The Court also finds that Defendant's Motion to Dismiss and/or Motion for Summary Judgment is not well taken and the relief requested shall be DENIED. The Court further finds as follows:

Statement of Facts

An unincorporated association, The Mississippi Division of the United Sons of Confederate Veterans (hereinafter "Mississippi Confederate Association"), and one of its members, Edward Funchess filed this action against the Mississippi Division of the United Sons of Confederate Veterans, Inc. (hereinafter "Mississippi Confederate Corporation"), a nonprofit corporation and its five directors, Daniel P. Edney, Ron Stowers, Robert Murphree, Lamar Roberts and Stan Newman.

This action was transferred to this court on April 19, 2006 pursuant to the Order of Judge Carter Bisc.

The action involves Beauvoir, the last home of Jefferson Davis, President of the Confederate States of America. Beauvoir is located in Harrison County, Mississippi. In 1902, Varina Davis, the widow of Jefferson Davis entered into negotiations to sell Beauvoir to Mississippi Confederate Association. At that time, Mississippi law did not allow real property to be owned by an unincorporated association; therefore, the Mississippi Confederate Association formed the Mississippi Confederate Corporation in order to acquire title to the Beauvoir property.

Under the original charter, the Board of Directors of Mississippi Confederate Corporation were to be selected on a staggered basis at annual meetings of the Mississippi Confederate Association. The original charter was amended in 1954, but its provisions still provided that the Board of Directors of the Mississippi Confederate Corporation would be elected by the members of the Mississippi Confederate Association.

In August 2005, the Beauvoir was severely damaged by Hurricane Katrina. Due to the impaired financial condition of Beauvoir, the Mississippi Confederate Corporation passed a resolution establishing annual dues of \$40.00 per member. The Board of Directors ratified the assessment of the dues on November 2, 2005, instituting a payment deadline of January 1, 2006. A notice was mailed by the Board of Directors to the members of the Mississippi Confederate Association notifying them that they could remain a member of the Association without paying the \$40.00 dues, but to remain a member of the Mississippi Confederate Corporation the members would be required to pay the \$40.00 dues by January 1, 2006.

The Board of Directors of the Mississippi Confederate Corporation adopted the amended

articles of incorporation and submitted them for approval to the “membership” of the Corporation consisting only of the members that paid the \$40.00 assessment. The purportedly amended articles of incorporation, filed with the Secretary of State “revoked” any charter provisions that conflicted with the Corporation’s bylaws as amended and adopted by the Board of Directors on December 17, 2005. A copy of the bylaws was omitted as Exhibit H to the Affidavit of Robert S. Murphee and the Court cannot find any other copy of these bylaws in the submissions to the Court. These bylaws provided that only those members of the Mississippi Confederate Association who paid the \$40.00 dues imposed by the Mississippi Confederate Corporation would be members of said Corporation.

In response to these actions, The Mississippi Confederate Association and one of its members, Edward Funchess, filed this action asking the Court to declare any action by the Mississippi Confederate Corporation to restrict membership to those paying the \$40.00 annual dues enacted by the Board of Directors to be void. Plaintiffs have also filed a Motion to Amend their Complaint to add seventy-five additional plaintiffs who are individual members of Mississippi Confederate Association.

Legal Analysis

Under Mississippi law, a nonprofit corporation is not required to have members. (See Miss Code Ann. § 79-11-175) Miss. Code Ann. § 79-11-145 (2) states, “the bylaws may contain any provision for regulating and managing the affairs of the corporation that is not inconsistent with law or the articles of incorporation” and Miss. Code Ann. § 79-11-151 (1) reads:

Each corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized including, without limitation, power to make and after bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

The plain reading of these statutes indicates that if there is a conflict between the bylaws and the charter, the charter provisions govern. Pursuant to Miss Code Ann § 79-11-299, the Board of Directors of membership nonprofit corporation can amend the corporate charter without membership approval only in a few limited circumstances.

Unless the articles of incorporation provide otherwise, a corporation's board of directors may adopt one or more amendments to the corporation's articles of incorporation without action by members:

- (a) To extend the duration of the corporation if it was incorporated at a time when limited duration was required by law;
- (b) To delete the names and addresses of the initial directors;
- (c) To delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Secretary of State;
- (d) To make any other change expressly permitted by Sections 79-11-101 et seq. to be made without member action. Miss. Code Ann.

§ 79-11-299.

The above-referenced circumstances do not include the power of a Board of Directors to redefine membership in a nonprofit corporation with membership approval. Certainly, the Board of Directors of a membership nonprofit corporation cannot change the qualifications for membership in the corporation as set forth in the charter of incorporation without charter amendment approved by the membership by the statutory amendment procedure set forth in Miss. Code Ann. § 79-11-301.

The corporate charter of the Mississippi Division of the United Sons of Confederate Veterans, Inc provides that the membership of the corporation shall consist of members of the Mississippi Division of the United Sons of Confederate Veterans Association.¹ This definition of Corporate membership cannot be changed without an amendment to the charter approved by its membership.

¹The Court notes that Mississippi corporate law specifically provides that the articles of incorporation of a nonprofit corporation may authorize a third party to exercise some of the powers which might otherwise be exercised by the corporation's Board of Directors. See Miss. Code Ann. § 79-11-237.

The Court agrees with the Defendants' assertion that a nonprofit corporation has authority to impose dues and assessments upon its members. The Court recognizes that the articles of incorporation of the nonprofit corporation in the case at bar specifically define members without a requirement of paying dues or assessments, therefore, the Court hereby finds that the Board of Directors cannot by law "expel members of" or "redefine membership" by failure to pay dues or assessments. Otherwise, the Board of Directors of a nonprofit corporation which owns valuable property might take the corporation from its members by imposing membership dues leaving only a few persons to remain as members of the corporation.²

In the articles of incorporation of the Mississippi Division of the United Sons of Confederate Veterans Corporation, the only requirement for membership in the corporation is that the person be a member of the Mississippi Division of the United Sons of Confederate Veterans Association. The Court hereby finds that the membership requirement cannot be altered except by charter amendment, which requires membership approval.

Conclusion

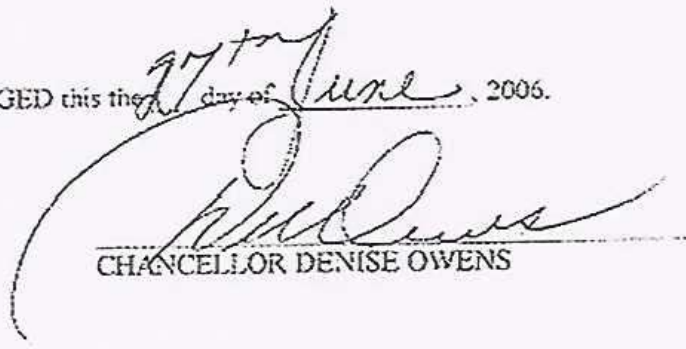
The Defendants' Motion to Dismiss and Motion for Summary Judgment are DENIED. The Defendants' Motion to Reform Party's Name is also DENIED. The Defendants' Motion and Amended Motion to Prohibit Certain Conduct are deemed to be moot since this Court has determined that Plaintiffs have standing and has granted Plaintiffs' Motion to Amend to add additional individual

²The Court notes parenthetically that Defendants argue in their brief that dues are financially necessary for the corporation since the corporation was receiving only about \$3,200 annually from over 1,600 members. After the imposition of the \$40.00 membership dues, only 116 members remained. The \$40.00 dues increased corporate income from members by only a little over \$1,400 per annum. This is noted parenthetically only and has no effect on the Court's legal reasoning in this ruling.

Plaintiffs

The Court sees no material issues of fact in this action and is prepared to grant summary relief to the Plaintiffs as a matter of law. However, Plaintiffs have not filed a Motion for Summary Judgment and the Court does not believe that it can, *sua sponte*, grant summary judgment.

SO ORDERED and ADJUDGED this the 27th day of June, 2006.



CHANCELLOR DENISE OWENS