

The Corporate Policies of the Society of the Middle Ages, Inc.

The Society of the Middle Ages (hereafter also referred to as “SMA” or SMA, Inc.) is manager (Board of Directors)-managed. In Kentucky, where the SMA is incorporated, the law supports the SMA’s use of the terms “member” and “membership” in the common English sense, referring to persons who have paid to be associated with the organization.

I. CONDITIONS AND PRIVILEGES OF MEMBERSHIP

In addition to the policies outlined in the Bylaws, conditions and privileges of membership in the SMA are as follows:

A. Benefits

1. Event fee discounts
2. Counting toward your group's official membership numbers/polling data
3. Eligibility for fighter authorization
4. Eligibility to hold office, including Marshal
5. Eligibility to earn awards and guild rankings
6. Eligibility to be a combatant or consort in a Royal tournament, including Crown Lysts, Coronet Lysts, and our inaugural Coronation Lyst

Memberships are effective for a year from the date of purchase, except for those who joined before the Inaugural Coronation Tourney on September 23, 2021, whose memberships expire on December 31, 2022.

B. Revocation/Denial of Membership (R&D)

A revocation or denial of membership enforces exclusion from all SMA functions in all SMA kingdoms in perpetuity and must be implemented by the Board of Directors (hereafter also referred to as “BoD” or “board”)

1. Board Consideration

The board shall only consider a request for revocation or denial of membership in SMA under the following circumstances:

- a. Petition to the board by 50% or more of the current SMA membership of the kingdom of residence of the person in question,
- b. Unanimous petition by the Privy Council of the kingdom of residence of the person in question, or

c. Documentation of conviction in a criminal case.

The petition must declare the specific reason(s) for absolute banishment as described in the Bylaws.

2. Notification

Upon receipt of a request for board action affecting membership, the board shall notify the person in question of when the matter will be considered and invite all relevant documentation and appeals.

Due to the serious nature of these proceedings, the board may elect to temporarily prohibit a person's participation in Society functions until a decision on revocation and denial of membership has been reached. In such a case, the board shall make all reasonable efforts to expedite these proceedings and prevent unnecessary delay.

If an R&D is effected, the individual shall be immediately notified in writing (print or email) and the action noted in the next convenient newsletter.

3. Investigation

If a member or participant of the SMA must be considered for a revocation and/or denial of membership, a court of inquiry shall be established by the board. It shall consist of the entire board excepting any member with a conflict of interest with the person in question.

All pertinent information related to the case shall be reviewed by the board, taking into account any modern legal penalties. Information gathering and interviews shall be conducted through email and/or other official written correspondence and/or in closed meetings with the board Secretary present to record the proceedings.

After all pertinent information is collected from the affected parties, the board shall have a closed meeting to decide the outcome. All board members, save any with conflicts of interest, are required to attend and cast a vote. A three quarters (3/4) vote is required to implement the R&D. Please note here that proxy voting is prohibited by Kentucky law (KRS 273.217).

4. Appeals

A revocation or denial of membership may be appealed, if such appeal includes new evidence that warrants re-examination by the board or a compelling case in favor of reviewing the decision.

II. ADMINISTRATION

The principal address of the SMA is:

Society of the Middle Ages, Inc.

1201 Military Rd., Ste 2, #172
Benton, AR 72015

The SMA may have other offices as the Board of Directors may determine or as the affairs of the SMA may require from time to time. Corporate officers are free to conduct their business from anywhere.

The officers of the corporation shall be selected and serve as described in the Bylaws.

A. President

The President leads the organization in strategic planning. In consultation with the other board members, he or she sets short- and long-term goals to ensure the organization is mission-centered and outcome-oriented. The President may sign and authorize such instruments as he or she deems appropriate to the conduct of SMA's proper business and may delegate similar responsibilities. In the event of absence or incapacity of the President, the Vice President of Corporate Operations will assume these duties.

B. Vice President of Operations

The Vice President of Operations shall manage the administration of SMA's historical recreations through a network of Regional Vice Presidents known as Kingdom Seneschals. The Vice President of Operations is authorized by the board to sign instruments required for the conduct of SMA's historical recreations and may delegate some responsibilities. This officer also serves as the Society Seneschal, the duties of whom are further defined in the Codex Societatis and the Seneschal's Handbook. In the event of absence or incapacity of the Vice President of Operations, their duties shall be apportioned at the board's discretion.

C. Vice President of Corporate Operations

The Vice President of Corporate Operations shall be responsible for maintaining the membership files of SMA, processing membership applications and depositing monies as instructed by the Treasurer, and preparing mailing lists for publications of the corporation. The Vice President of Corporate Operations oversees the day-to-day operations of the Corporate Office and will supervise any office staff. In the event of absence or incapacity of the Vice President of Corporate Operations, their duties shall be apportioned at the board's discretion.

D. Secretary

The Secretary shall be responsible for the regular administrative duties of the board and of the corporation, including correspondence, minutes of all meetings of the board, document and file maintenance, and such other administrative duties as shall be assigned by the board or the President. In the event of absence or incapacity of the Secretary, their duties shall be apportioned at the board's discretion.

E. Treasurer

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of SMA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, taxes/annual audits, and other matters customarily included in financial statements.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name of and to the credit of SMA with all such depositories as may be designated by the board. The Treasurer shall disburse or cause to be disbursed the funds of SMA as may be ordered by the board, shall render to the board, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial conditions of SMA, and shall have such other powers and perform such other duties as may be prescribed by the board or SMA's other governing documents.

The Treasurer shall supervise a person known as the Exchequer holding a separate position within the structure of the Society's historical re-creation. The title and duties of this position are defined in the Codex Societatis. In the event of absence or incapacity of the Treasurer, their duties shall be apportioned at the board's discretion.

F. Chairman of the Board

The Chairman is the principal spokesperson and team leader of the board. His or her primary responsibility is to ensure the integrity of the board's process.

The Chairman serves as the contact for the board on board issues, develops meeting agendas and presides over meetings, guides the board in the enforcement of all policies and procedures relating to the SMA, appoints committee chairs, coordinates the President's annual performance review, and performs all other duties normally incumbent upon such an officer.

He or she shall have the power to sign with the President, in the name of the organization, all contracts authorized either generally or specifically by the board. In addition, he or she may pause SMA operations as described in the Bylaws. In the absence of the Chairman, the Vice Chairman shall perform these duties.

G. Other Offices

The Board may designate other offices as necessary.

H. Minors as Officers

Minors under sixteen (16) years of age may not serve as officers. Minors sixteen (16) years of age or over may serve as officers only with the express written approval of their parent or legal guardian and their kingdom superior, who must first be notified of the minor's age. Exceptions: Minors may not serve as group marshals or as marshals in charge, seneschals, exchequers, or children's ministers.

III. WAIVERS – GENERAL

The SMA waiver developed by the BoD shall be incorporated into the membership application form, to be filled out by prospective or renewing members at the time the membership application form is filled out. This waiver covers attendance and participation at Society events.

Nonmembers and members who cannot show their membership card or other evidence that they have signed the general waiver are required to comply with the waiver signing provisions contained in the waiver policy (Sections IV. and V. herein), or they shall be denied admittance to SMA-sponsored activities coming within the purview of said policy.

IV. WAIVERS – COMBAT

A. Waivers for SMA Combat-Related Activities

Waivers are required for participation in SMA combat and related activities. The SMA waiver, Consent to Participate and Release Liability, developed by the BoD, is the required form. Proof of waiver will be established as follows:

1. To be authorized, or to engage as an authorized participant in SMA combat or related activities, a person must present a current valid membership card, indicating that the waiver is on file with SMA, Inc., or the prospective participant must sign a waiver with the same text and comply with all the provisions of that policy.

2. To train for authorization at SMA-sponsored practice sessions, a person must either present a current valid membership card, indicating that the waiver is on file with SMA, Inc., or they must sign a waiver with the same text and comply with all the provisions of that policy.

3. Prior to the training of a minor in any SMA combat-related activity, the parent or guardian of the minor must witness the activity, discuss it with a witnessing marshal, and execute the waiver for the minor. The witnessing marshal must be explicitly authorized to perform this function by the Earl Marshal of the kingdom. The marshal who authorizes a minor person for any form of SMA combat-related activity must be the Kingdom Earl Marshal or the Principality Marshal. This need not be the same person as the witnessing marshal.

B. Medical Authorization for Minors:

Any minor involved in SMA combat-related activities at an event must have a parent or properly executed Medical Authorization Form for Minors designating some adult person present at the event as able to authorize medical treatment for that minor in the case of any emergency.

V. WAIVERS – PROCEDURES

- A. Anyone attending any event sponsored by a branch of SMA who is not able to present a current and valid SMA membership card, indicating that the waiver is on file with SMA, Inc., must execute a waiver with the text adopted by the Board of Directors at each such event, practice, or function.

B. The text of all waivers must be in the language approved by the Board of Directors for waiver usage, subject to individual modern jurisdictional requirements. Such alternative texts must be approved by the Board of Directors prior to usage. Roster-style waivers are acceptable, providing that the full text of the waiver language is included.

C. An event, for the purposes of this section, is defined as any recreation function announced in the branch, Kingdom, or Principality newsletter or Event Calendar. Business meetings, demos, guild meetings, dance practices, or planning sessions are specifically excluded from these provisions. Combat or fighter practices are not excluded, and waivers must be collected from those actively participating in the combat-related activities at such practices.

D. Any function at which combat-related activities will occur falls under the auspices of this waiver policy, regardless of what other activities may be occurring at the function. If there is a doubt about whether a specific function falls under this policy, the Kingdom Seneschal is directly empowered by the Board to make that determination and report same in their next regularly scheduled report.

E. The local Seneschal, or other officer in charge of any function at which waivers will be required, is responsible for ensuring that a copy of that Kingdom's Law and the current Organizational Handbook are available at that function.

F. Each Kingdom shall have a single responsible officer ("Waiver Secretary") as a deputy to the Kingdom Seneschal to ensure that all required waivers, rosters, and sign-in sheets are collected and safely stored within a reasonable time after each event. The Waiver Secretary shall ensure that waivers for each event can be located and provided to the appropriate officials in the event a specific waiver is required.

Local groups need not maintain copies of these records. Kingdoms shall maintain the adult waivers for seven (7) years and the minor waivers for twenty (20) years.

VI. POLICY ON FINANCIAL RESPONSIBILITY AND REDRESS

It is the policy of the Society of the Middle Ages, Inc. to vigorously pursue legal action and redress on the part of the Society of the Middle Ages, Inc. and its members in any case of financial malfeasance involving SMA funds.

VII. POLICY ON ALCOHOL

A. Manufacturing, distributing, selling, serving, or furnishing of alcoholic beverages by SMA or its branches or subdivisions is prohibited within the United States and its territories.

B. The use of any SMA funds for the purchase of potable alcohol, except for such quantities as may be necessary for cooking, is prohibited within the United States and its territories.

C. Officers are not prohibited from serving alcohol; however, it must be done as individuals, and not as part of their official duties as officers.

D. Officers are not prohibited from giving gifts of alcohol; however, it must be done as individuals, and not as part of their official duties as officers. Giving or receiving gifts of alcohol in court is not considered to be part of an officer's official duties.

E. Acceptable handling of alcohol must comply with relevant Federal, State, and Local laws, such as age and venue restrictions.

VIII. POLICY ON FIRST AID AT EVENTS OR SMA ACTIVITIES

While organized first aid services are desirable at events, the SMA and its branches shall not provide these services. Therefore, while branches are encouraged to have qualified volunteer first aid personnel available, they are specifically prohibited from requiring or providing the presence of a medical or first aid officer at events, and from in any way implying that the Society's sponsorship of an event depends upon the presence of organized first aid services.

There shall be no ownership or possession by any branch or recognized guild of the Society of the Middle Ages, Inc. of equipment such as an Automated External Defibrillator (AED).

IX. POLICY ON ELECTRONIC COMMUNICATIONS

A. Electronic Publication of SMA Documents

When official corporate documents are published electronically on a site not sponsored by SMA, Inc., the original copyright notice for the document must be provided along with the text. The following addition should be made to the copyright notice:

In cases of conflict, the governing version of this document is (title of document), copyright (date) by the Society of the Middle Ages, Inc., and obtainable from the SMA corporate office at 1201 Military Road, Suite 2, #172 Benton, AR 72015. Disputes over the contents of this document will be decided in favor of the printed version available from SMA, Inc.

B. Participation of SMA Officials in Electronic Communications Media

1. Unless otherwise stated as a prerequisite of office, electronic communication is not required of any officer. Traditional paper correspondence is always acceptable, though it is no longer the default means for official communication.

2. SMA, Inc. neither prohibits nor requires members' or officers' participation in electronic communications media such as Facebook groups or mailing lists.

C. Electronic Communications to and from SMA Officers

1. Electronic communications to SMA officers may be regarded as formal communications if approved in advance by the officer or if a non-automated confirmation of receipt is obtained.

2. Messages posted for general attention on any public electronic communications forum are not regarded as formal communications to an officer. Communications posted by corporate or kingdom officers to their officer-specific forums may be considered official communications to those officers subscribed to the forum upon return of a non-automated confirmation of receipt.

3. Any policies or procedures governing the handling of correspondence, such as maintenance of file copies for correspondence with lasting effect, apply equally to electronic mail. Officers must ensure that any electronic files are passed on in a format readable by their successor.

4. SMA officers must distinguish between their personal opinions and official statements or policies of their office in electronic communications.

X. POLICY ON COINAGE AND CURRENCY

While SMA, Inc. supports and encourages the study of medieval numismatics, it is not the policy of SMA, Inc. to endorse or require the acceptance of privately-minted coinage or other tokens at SMA-sanctioned events. Neither SMA, Inc. nor any of its branches shall require the acceptance of privately-minted coinage or other tokens as payment for any goods or services at any SMA-sanctioned events. Any such transactions may be conducted at the discretion of the individuals involved, as with any other barter transaction. In such cases, compliance with applicable tax laws is the responsibility of the individuals, as are all merchandising activities conducted under the auspices of the SMA.

XI. POLICY ON TRADEMARKS

The names and armory (devices and badges) of all groups and awards/orders which are registered on the registry of the Society Herald to any SMA Kingdom, Principality, or any branch or subgroup thereof, are owned by SMA. This includes names and armory of guilds and other artisan groups registered with the Society Herald by SMA or branches thereof, including any other such marks as would be considered "collective marks" designating quality, origin, or distinguishing features of goods or services. They may be used or reproduced only upon permission of the Society President or authorized delegate.

This is not to claim, and it shall never be claimed, that SMA owns the names and/or armory (devices and badges) registered on the registry of the Society Herald to any individual SMA member or to his or her Castle. Said names and armory belong to the individual to whom they are registered. SMA has only the right to protect them against misuse by people other than their registered owners or those whom they have given permission to use said armory in some way.

XII. POLICY ON ACCESSIBILITY TO SOCIETY FUNCTIONS

SMA, Inc. will not discriminate against any member or participant based on race, sex, religion, national origin, age, or disability. SMA, Inc. will comply with all the laws of the nation in which the meeting or event is held. For any meeting or event held in the United States, SMA, Inc. will comply with the Americans with Disabilities Act. SMA, Inc. will provide reasonable accommodations to qualified individuals with disabilities to enable all participants to fully enjoy

the event whenever it is possible to do so. SMA, Inc. will always attempt to provide reasonable accommodations, while preserving the fundamentally medieval nature of the SMA event.

XIII. POLICY ON LAND USE AND REAL ESTATE

Funds may be designated to the purchase or improvement of real estate by branches, provided that the source, maintenance, and purpose of any such fund are clearly designated within the branch's financial policy.

No representative of SMA may financially obligate SMA to the purchase or substantial improvement of real estate without prior approval of the Board of Directors. An improvement shall be considered substantial if:

- a. It requires a building permit or other clearance from the local government,
- b. It increases the fair market value of the property, or
- c. It is constructed in a manner that makes its portability to another site questionable or non-feasible.

A separate incorporation for the purpose of holding real estate may be required by the Board of Directors.

XIV. POLICY ON POLITICAL AND RELIGIOUS ACTIVISM

A. Modern Law

Modern non-profit law has clear restrictions on political activism within those organizations. SMA, Inc. shall not engage in any activities specifically focused on political activism. It shall not participate in propaganda or otherwise attempt to influence legislation, nor shall this corporation participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. It shall not publish nor distribute statements that would reasonably be considered political activism.

B. SMA Policies

1. SMA, Inc. takes no position on modern politics or religion in that it does not prefer any modern ideology, political candidate, or religion over another and prohibits discussion on these topics in our official public spaces. SMA also expressly prohibits the slander of other medieval re-enactment groups in those same places.

2. Research, documentation, teaching, and reenactment of politics and religion within the context of our time and place parameters is permitted. Attendance at such demonstrations, classes, and other activities is voluntary. Officers, members, and participants will distinguish between portrayal and activism. SMA is designed to practice the former, but is an inappropriate venue for the latter.

XV. WHISTLEBLOWER POLICY

A. No Retaliation

It is contrary to the values of SMA for anyone to retaliate against any board member, officer, volunteer, member, or participant who in good faith reports an ethics violation, a suspected violation of law, suspected fraud, or suspected violation of any regulation governing the operations of SMA. Anyone who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including revocation and/or denial of membership.

B. Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false are subject to discipline up to and including revocation and/or denial of membership.

XVI. COVID POLICY

The Society of the Middle Ages follows all modern Federal, State, and Local laws regarding Covid-19.

XVII. TRANSLATION OF CORPORATE DOCUMENTS

The following clause is SMA law and shall be placed in all documents published by the Society of the Middle Ages, Inc. or any of its branches that are translated into a language other than English and contain rules or policies of the Society of the Middle Ages, Inc. or that branch.

The approved English language version of any Society of the Middle Ages, Inc. document is the official version. In case of conflict between the English language version and a translation into another language, the English language version governs.

XVIII. PRECEDENCE OF SOCIETY DOCUMENTS

A. Despite the use of the word “law” to describe operating documents, SMA, Inc. recognizes the absolute precedence of law issued by civil authorities over any of its internal rules. The SMA as a corporate person, along with all its members and participants as citizens, must obey the law of whatever jurisdictions apply to them in the same fashion as all other corporations or citizens in those jurisdictions.

B. Within the Society, if there is any conflict among the provisions of the following types of rules, those higher on the list will govern over those lower in the following order:

1. Bylaws
2. Corporate Policies
3. Codex Societatis
4. Society Officers’ Policies and Procedures approved by the Board

5. Kingdom Law (within the kingdom that enacts it)
6. Decision of the Crown (within the kingdom and for the duration of the current reign)
7. Principality Law (within the principality that enacts it)
8. Decision of the Coronet (within the principality and for the duration of the current reign)

XIX. AUTHORITY TO RETAIN LEGAL COUNSEL

Only the President of the Society of the Middle Ages, Inc., is authorized to retain legal counsel (attorney, barrister, solicitor, et al.), whether paid or unpaid (pro bono) on behalf of the Society of the Middle Ages, Inc. or any of its branches. No other officer, at any level of governance of the Society of the Middle Ages, Inc. has the authority to retain (even pro bono) legal counsel (attorney, barrister, solicitor, et al.) to advise or represent the Society of the Middle Ages, Inc. or any branch, without prior written authorization and confirmation of the retention of such counsel from the President.

XX. AMENDMENT TO CORPORATE POLICIES

The Board shall publicize proposed changes to the Bylaws in sufficient time to allow comments from the membership before making a final determination on said changes.

The Board of Directors shall give a minimum of sixty (60) calendar days' notice to Kingdom Administration of the effective date of changes made to the Bylaws and shall post the full text of each proposed change in the members' area of the SMA website. This notice shall be in written form and the sixty days shall count from the day of posting. In case of an emergency, less notice may be given, such notice to be no less than thirty (30) days before the implementation date for such changes. In all cases where less than sixty days' notice was given, the notice shall be accompanied by a letter of explanation detailing the emergency prompting the change and specifying how the proposed changes are intended to correct the problem that necessitates the emergency measures.