

# **The Bylaws of the Society of the Middle Ages, Inc.**

## **I. NAME**

The name of this corporation shall be The Society of the Middle Ages, Inc., herein referred to as the 'SMA'.

## **II. MISSION STATEMENT/OBJECTIVES AND PURPOSES**

The Society of the Middle Ages is an educational living history organization. It shall be dedicated primarily to the promotion of research and re-creation in the field of Western culture between the years of 400 A.D. to 1500 A.D.

SMA is a place where reenactors from all backgrounds can engage in experimental archaeology, practice the arts of the Middle Ages, and share our love of all things medieval with like-minded history aficionados.

## **III. DEDICATION OF ASSETS/DISSOLUTION CLAUSE**

All assets and properties of the SMA are dedicated and restricted by Federal and State law to charitable purposes only. No part of these assets, properties or any net earnings of this corporation, upon dissolution of the corporation, shall be divested or dispersed in any way as to affect any benefit of any private individual, particularly any member, Director or officer of the SMA.

If liquidation or dissolution should occur, all assets, properties, and obligations shall be distributed directly to one or more organizations dedicated to charitable purposes, which has been granted tax-exempt status under Internal Revenue Service, herein referred to as the 'IRS', specifically IRS Code 501(c)3 and applicable equivalent tax-exemption laws granted in the State of Kentucky, generally KRS Chapters 273 and 275.

## **IV. MEMBERSHIP**

### **A. Non-Benefit to Employees Requirements**

The SMA is a not-for-profit corporation within the guidelines stated in Section III of these bylaws as required by the IRS under section 501(c)3 and State of Kentucky KRS Chapter 273. It was founded to benefit the public. It is not a corporation permitting mutual benefit distributions to members under KRS Chapters 273 and 275.

The BoD may designate categories for the purpose of advisory action within the membership. Such designees within those categories are not members within the meaning of KRS 273 and KRS 275.

### **B. General Conditions of Membership**

## 1. Membership Eligibility

Membership in the SMA is open to any interested individual without restriction of age or citizenship, except as prohibited by any State or Federal law. Memberships are not transferable or assignable. Membership takes effect when the corporate office receives a prospective member's paid and completed application. Positive confirmation of membership consists of:

- a. A valid membership card,
- b. Appearance of the name with a valid membership on an email or letter from the corporate office, or
- c. A proof of membership letter generated from the SMA membership webpage.

All forms of member identification must include their unique SMA membership number.

Membership can be terminated only by:

- a. Lapse of membership following nonpayment of dues, or
- b. Action of the Board of Directors (which hereafter may be referred to as the 'BoD' or 'Board') in accordance with the rules for Revocation and/or Denial of membership as defined in the Corporate Policies of the Society of the Middle Ages, Inc.

Employment by the SMA as staff, contractual agent, or paid consultant to the SMA does not require membership in the SMA.

## 2. Membership Privileges

All members of the SMA are eligible for office and advancement within the SMA so long as they meet the requirements for such office or advancement, also being in compliance with the provisions so established elsewhere in these Bylaws, SMA Corporate Policies, and the Codex Societatis. They may attend events, activities, classes, meetings, and other gatherings open to the general populace, subject to separate event fees.

Although a group or institution (household, guild, order, etc.) may obtain the newsletters and/or increase its support of the SMA, said membership does not convey any privileges of membership to those persons associated/affiliated with that group or institution. Membership as defined herein applies only to individual persons.

The BoD retains the sole authority to define the classes of membership and to establish and revise a schedule of dues and privileges. No dues may be set by any branch of the SMA. However, fees for admission to events other than regular business meetings of branches of SMA shall not be considered dues. There shall be no fees assessed for attendance at regular business meetings of SMA, though optional classes that charge a materials fee for may take place at regular business meetings.

### 3. Resignation of Members

If any member shall resign, or otherwise cease to be a member of the SMA, all interests of such member in and to the property (example: crown, regalia, property owned by the SMA) and privileges of the SMA shall cease and revert to the SMA, and such cessation of membership shall operate as a release and assignment to the SMA of all right, title and interest of such member in and to the property (example: digital, events, gatherings, physical property or business offices) and privileges of the SMA.

#### **C. Eligibility for Office.**

1. Officers (aka Ministers) at all levels of SMA must be members and must have immediate access to the corporate newsletter for their area, whether it exists in a paper or electronic format or is available in both. Officers must be at least 18 years of age or emancipated. This standard also applies to deputies designated as successors to any SMA office, or to those assigned independent administrative duties. Deputies who only assist with specific tasks are exempt from the newsletter access requirement.

2. Once there are multiple kingdoms, no Board Director may hold any Crown, Principality Coronet, or Great Office of State of a kingdom or principality while serving on the Board. Until then, the close link between the Society Officers and the kingdom ones is beneficial.

3. The organization may remove any officer or Director thereof from office, on good cause shown, by a majority vote of the members of the SMA, at a special meeting called for that purpose.

#### **D. Rules of Revocation and Denial of Membership**

1. Membership in the SMA is a privilege, not an unqualified right, and may be revoked and/or denied at the sole discretion of the BoD for the following reasons:

a. Conviction of a violation of Federal, State or Local, Civil or Criminal Law other than an infraction or misdemeanor.

b. Any violations of the Codex Societatis, Corporate Policies, or Bylaws of the SMA.

c. Any actions that endanger the SMA, whether by risking our 501(c)(3) status or in some other way.

d. Membership may also be denied if the reasons for a previous revocation of membership are still considered valid by the Board.

Pending federal, state, or local criminal trial, a temporary suspension can be enforced.

2. Procedures for Revocation and Denial of membership, as well as lower-level sanctions, are outlined in SMA Corporate Policies.

3. If the member wishes to appeal sanctions imposed by the President, the matter shall be reported to the Board of Directors for the imposition of such sanctions, including suspension or expulsion, as the Board deems fit.

4. Any infraction of any of the Bylaws may be reported to any officer or the Board of Directors for evaluation of level.

#### **E. Social Media Policy and Access to Social Media by the Membership and Public.**

1. The use of the corporate title, Society of the Middle Ages, Inc. or its initials, commonly SMA or SMA, Inc. are restricted to approved entities when used to promote business or policy of the SMA. The Chairman of the Board, the Officers of the BoD or the Society Seneschal may act with final authority to revoke use of the title or initials should the use be deemed detrimental to the Corporation and its reputation. They may authorize others in the chain of authority to do so as well.

2. Appeals to any decision for blockage or removal or revocation of privileges on the above-mentioned social media platforms or the denial of use of the titles and initials mentioned in **IV.E.1.** of this section may be directed to the Society Social Media Officer, SMA Seneschal, then to the Chairman of the BoD for consideration and discussion in the appropriate committees.

#### **V. BOARD OF DIRECTORS (The ‘BoD’ or ‘Board’)**

##### **A. The Powers of the BoD**

Subject to the Statutes and Laws of the State of Kentucky regarding Non-Profit corporate law, the affairs and activities of the SMA shall be managed and all corporate powers shall be exercised by or under the direction of the BoD.

The BoD may delegate management of the day-to-day operations of the business of SMA, provided that the activities and affairs of SMA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

##### **B. Number of Directors on the BoD**

The authorized number of Directors of the BoD of the SMA shall not be less than seven (7) or more than fifteen (15) until changed by amendment of this Article of the Bylaws.

##### **C. The Qualifications of the Members of the BoD**

Each Director shall be a singular person who as attained at least 21 years of age. Each Director must be qualified to hold office as outlined in **IV.** of these Bylaws with the exception of the requirement of age as restricted here-in. It is the intent of the SMA that the BoD shall populated with members that represent a reasonable diversity of skills and ideally should have experience with management. This diversity is intended to enable the BoD to make informed and balanced decisions based on previous experience and wisdom regarding the SMA’s activities and affairs.

#### **D. Restrictions of the Members of the BoD/Conflict of Interest**

1. No Director may hold any office defined by the Bylaws or Corporate Policies to be incompatible with active service on the Board. Any Director planning to take such an office must resign or take a leave of absence from the Board immediately upon taking said office.

2. No Director may vote on or influence any issue which might bring direct monetary benefit or non-monetary issue to said Director or to his or her relatives by blood or marriage.

3. In addition, not more than forty-nine percent (49%) of the Directors may be 'interested persons,' defined as:

a. any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and

b. any relative by blood or marriage of any such person.

Violations of this section **V.D.** are for corporate structure and policy only, and they shall not be considered to have standing as a nullifying factor in enforcing the validity of any transactions entered into by the SMA.

#### **E. The Election and Terms of Office for the BoD of the SMA**

1. Directors are elected by a two-thirds vote of the BoD.

2. The Terms of the Seat on the Board of Directors

a. The terms of the Directors on the BoD shall be restricted to a maximum of three (3) years per term. The term may be extended for a further two (2) years, upon two-thirds vote of the other BoD Directors, with an annotation entered into the official records of the Corporation.

b. A Director may stay upon the BoD for a maximum of five (5) years. At the end of a term, an exiting Director may not sit upon the BoD until at least three (3) years have elapsed. The exception to this regulation shall be the single seat on the BoD reserved for a former Royal as defined in the Codex Societatis. This office shall have a term of one (1) year with no extension or renewal.

3. Rotational Terms of Directors on the BoD of the SMA

a. The terms of service must not expire within two (2) months of each other to avoid a mass turnover introducing large numbers of inexperienced Directors to the BoD. The exception to this regulation shall be the single seat on the BoD reserved for a former Royal as defined in the Codex Societatis. This office shall have a term of one (1) year excepting the disqualifications outlined in these Bylaws.

b. The rotation of seats during the first three to four years following the official formation of the SMA, Inc. shall require some terms to run longer than specified in **V.E.2**. Following this initial break in the sequence, all rotationals shall be fixed at the proper intervals with minor deviations as approved on an individual basis by two-thirds vote of the BoD.

#### 4. Resignation

If a Director is unable to fulfill the duration of their full term of office, the Directors shall either leave the position vacant (only if the remaining duration of the term is less than three (3) months) or elect someone else to fill the remainder of the term.

### **F. Regulations in Regards to Vacancies and/or Removals from the BoD of the SMA**

1. Directors remain on the BoD until the expiration of their term of service, resignation, or removal. By two-thirds vote, the BoD may remove any Director during any regular or special meeting. The Director to be removed must be notified in writing and electronic means that such action will be considered at that meeting.

#### 2. Dismissal of a Director

a. Impeachment. Any Director can be impeached by means of a petition signed by two-thirds of the remaining Members of the BoD and submitted to the Chairman of the Board.

b. A Director retains the right to present evidence or to defend or show just cause as to voiding a call of impeachment. This may be presented either by procedural evidence or material evidence if the impeachment falls outside the normal purview of the Bylaws. This must happen in the same meeting as the vote to remove is to be called and the action taken. As all BoD members must also be part of the membership of the SMA, this impeachment may also occur if any conditions for Revocation of Membership as outlined in **IV.D.** are met.

c. A Director may be considered for removal by the BoD at its next scheduled meeting after an impeachment petition is filed with the Chairman of the Board of the SMA BoD. If the regularly scheduled meeting is more than thirty (30) days from the date of reception of the petition for impeachment by the Chairman of the Board of the SMA BoD, a special election meeting must be called for by the Chairman of the Board with five (5) days notice by electronic media.

#### 3. Filling Vacancies

Any and all vacancies may be immediately filled by two-thirds vote of the remaining Directors of the BoD, even if the remaining numbers do not constitute a quorum.

#### 4. Leave of Absence

Any Director may take a leave of absence. Any leave of absence will not extend the absent Director's term of service on the BoD.

An interim replacement may be appointed by the Board with a two-thirds vote. An interim Director must meet the requirements for a regular term on the Board and shall have the same voting rights as a regular Director.

### **G. Place of Meetings and/or Meetings by Telephone and/or Electronic Device**

Regular or special meetings of the BoD may be held at any place within or outside the State of Kentucky that has been designated by the BoD. In the absence of such designation, meetings shall be held via Zoom or another distance meeting program.

Any meeting may be held by telephonic (including VOIP) or video conference or similar communications equipment, as long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting. Should a meeting be held in person, any Director may be permitted to attend via telephonic (including VOIP) or video conference or similar communications equipment.

### **H. Regarding Regular Meetings and Special Meetings**

1. The Board shall hold a regular meeting in each calendar quarter for the purpose of appointing officers of SMA and for the transaction of other business, excepting the special circumstance outlined in **V.H.2**. Notice of these quarterly meetings shall be given via publication in the minutes of the previous meeting.

2. If quarterly meetings are insufficient the Board of Directors meetings may be called on a more frequent basis as they deem necessary.

3. The President, Chairman, or any other two Directors may call for a special meeting at any time for any purpose. Written notice delivered by electronic mail or media if possible, or written mail to the other Directors' address of record shall be delivered to each Director noting time and place of the Special Meeting.

4. Except in cases of emergencies or when agreed upon by all members of the Board, meeting dates and times shall be announced at least three days in advance of each weekly or special meeting and at least fifteen days in advance of each quarterly meeting. What constitutes an emergency shall be determined by the President or a quorum of the officers.

5. Except in cases of emergencies or when agreed upon by all members of the Board, no item shall be added to the meeting agenda if it is submitted in its entirety less than 48 hours before said meeting unless it is as new business. Ongoing matters that are discussed in a series of meetings are exempt from this rule if the updates are expected to be a part of the meeting.

6. Except in cases of emergencies or when agreed upon by all members of the Board, no new business shall be voted upon at the meeting where it is first introduced.

### **I. Quorum**

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

#### **J. Parliamentary Procedure**

Business meetings of the Board shall be conducted in a manner that is reasonably consistent with the procedures defined in the latest edition of Robert's Rules of Order, as laid out in the official website at <https://robertsrules.com> and the most recent print editions listed therein.

#### **K. Chairman and Vice-Chairman of the Board**

The post of Chairman shall be held for such period as the Board shall from time to time determine. No member shall be required to serve as Chairman. If the Chairman is not present or may not serve as Chairman for any reason, the Vice-Chairman act as Chairman. Both the Chairman and the Vice-Chairman shall be selected by unanimous consent of the Board.

#### **L. Committees**

The Board may designate one or more committees to serve at the pleasure of the Board. These committees shall serve as advisory bodies and shall not exercise the authority or power of the Board, though their membership shall be drawn in part or in whole from the members of the Board.

#### **M. Reimbursement of Expenses**

SMA Directors and members of committees shall be reimbursed out of SMA funds for authorized and verified expenses paid on behalf of the organization.

### **VI. ADMINISTRATION**

#### **A. Officers**

The officers of the corporation shall consist of a President, a Treasurer, a Secretary, and such others as the Board of Directors may designate. All officers of the corporation shall be members of the BoD in good standing who have served on the Board for at least one year or since its founding, whichever period is shorter.

Officers of the corporation are elected by a two-thirds vote of the BoD and shall hold office until their term of service on the BoD is over, they resign or die, or are removed by a two-thirds vote of the BoD.

#### **B. Corporate Office**

SMA shall maintain a business office to carry out regular administrative work of the organization. Where overall benefit to the organization will result, portions of the duties assigned to any officer of the corporation may be transferred to and performed by this office. The SMA may have other offices as the Board of Directors decide.

### **C. Compensation**

The Board of Directors shall determine if any administrative position is salaried and shall fix salaries and compensations of other officers from time to time by resolution of or in a manner determined by the BoD.

## **VIII. CONTRACTS, CHECKS, AND FUNDS**

### **A. Execution of Corporate Instruments**

The BoD may, at its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon SMA.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts and other corporate instruments and documents shall be executed, signed, or endorsed by the Chairman of the Board, Vice-Chairman of the Board, or by the President, as well as by the Secretary or Treasurer.

### **B. Checks and Drafts, Etc.**

All checks and drafts drawn on banks or other depositories of funds to the credit of the corporation, or on special accounts of SMA, shall be signed by such person or persons as the Board shall authorize to do so.

### **C. Gifts**

Pursuant to IRS 501c3 regulations, the BoD may accept on behalf of the SMA any contribution, gift or bequest for the general purposes or for the special purposes of the SMA so long as they are not inconsistent with the charitable limitations set by either Federal or State law.

## **IX. INDEMNIFICATION**

To the fullest extent permitted by law, the SMA may indemnify its Directors, officers, employees and other persons pursuant to Kentucky KRS 271B.8-560. This includes persons formerly occupying any such position in connection with the SMA BoD.

The SMA shall have the authority to purchase and maintain insurance to the fullest extent as permitted by law on behalf of its Directors, officers, employees and other agents, against any

liability asserted against or incurred by persons in such capacity or arising out of same said connections.

## **X. BOOKS AND RECORDS**

SMA shall keep correct and complete books of account and records, shall also keep Minutes of the proceedings of the meetings of its Board, and shall keep in the Corporate Office a record giving the names and addresses of the persons described in **IV.**, which record shall not be copied or viewed by any person except with the prior written permission of the Board.

The financial records may be inspected by any member or member's agent, for any reasonable purpose at any reasonable time. These records must be viewed at the designated office, subject to the availability of a Director to supervise the viewing of the financial records, in hard, physical copy form. No electronic record, photograph or any other means of mechanical reproduction may be used to record, remove, or copy data from these records. Written request must be sent by US Postal Service to the corporate Treasurer at least 30 days prior to the requested viewing of the financial records.

An annual report of the SMA's basic financial health, showing income totals and debt totals as well as other general details, will be published on the official SMA website and in the official publications of the SMA in the issues following BoD approval. The annual report will be submitted by the Treasurer to the BoD no more than five (5) months following the close of the fiscal year. The BoD will inspect the annual report for publication at the next regularly scheduled meeting and upon approval of the report shall release the report to the appropriate officers for publication in the above manner.

The Minutes will be compiled by the Secretary, who shall then organize and record the document within 6 days following the meeting. They shall be stored as a hardcopy version as well as online storage facilities, to which the BoD and Chairman have access. These minutes shall not be made public in whole or part unless duly authorized by the President.

## **XI. FISCAL YEAR DEFINITION**

The Fiscal year of the corporation shall begin on the first day of January and end on the last of December in a calendar year. The corporate business shall use standard time, date and year nomenclature to document such as required.

Codex Societatis shall regulate the accounting of years on the 'game' side; however the month and day of a recorded event taking place on the 'game' side must correspond with the commonly used standard calendar.

## **XII. AMENDMENTS**

### **A. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of

Directors, provided that specific written notice of the proposed amendment of the Articles or a summary of the changes to be effected shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by electronic method, or at least five days if delivered by mail. Any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office

## **B. Bylaws**

1. These Bylaws may only be altered or amended by the unanimous consent of the entire BoD. They may not be repealed and replaced with new Bylaws.
2. Such amendments and alterations must be made in writing, must immediately be placed in the records of the SMA, and must be appended to copies of the Bylaws that are made available to the membership
3. 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.
4. The BoD shall give a minimum of forty-five (45) days notice to Kingdom Administrations of the effective date of changes made to the Bylaws. This notice shall be in writing and by approved electronic form. A letter of explanation, subject to any non-disclosure or privacy rules that may be applicable, will outline the decision for the change in the Bylaws.

## **XIII. STRUCTURE OF THE SMA**

### **A. The Codex Societatis**

1. The BoD shall establish and maintain a document that shall define the structure and policies of the medieval organization used by the SMA. This document shall be used as the framework and regulatory guideline for the SMA's re-creations, and will include minimum standards and requirements for the medieval organization. This document is referred to as the Codex Societatis of the Society of the Middle Ages, Inc.
2. The Codex Societatis may be altered, amended, or repealed in any fashion by unanimous vote of the BoD. Such amendments and alterations must be made in writing and immediately placed in the records of the BoD, and amended to the most current copies available to the membership. They must also immediately be posted to the SMA webpage.

### **B. Corporate Policies**

1. The BoD shall establish and maintain a document of corporate policies and procedures.
2. The Corporate Policies may be altered by unanimous vote of the BoD. Such alterations must be made in writing and immediately placed in the records of the BoD, and amended to the

most current copies available to the membership. They must also immediately be posted to the SMA webpage.

**C. Override Powers and Suspension of Operations at all levels.**

The structure of the SMA is dependent upon human interaction. In the case of an unforeseen occurrence or emergency, the normal operations of the SMA may be suspended temporarily by the President of the SMA or Chairman of the BoD. In such a case, all efforts of the corporate structure will be focused on resolving the cause of the suspension and the membership kept apprised as to the situation with as much information about the situation as legally possible. Suspension of operations will be kept as short in duration as possible with the safe and logical return to full operation the main focus of the corporate body.