

BYLAWS OF THE RICHARD III SOCIETY INC

AMERICAN BRANCH

Article I. Purpose

1.1. Purposes: The aim and objectives of the Richard III Society Inc., American Branch, hereafter called the American Branch, a nonprofit educational corporation operating under Section 501(c)(3) of the Internal Revenue Code of 1954 and incorporated under the laws of the State of New York, are set forth in the Society's certificate of Incorporation. It is our purpose to:

1. Promote historical research into the life and times of King Richard III and to support the "parent" Society as appropriate.
2. Secure a reassessment of the historical material relating to this period and of the role in English history of this monarch.
3. Circulate relevant historical information to members of the American Branch, the media, to libraries and to educational institutions.
4. Create scholarships for students working in areas of interest to the Richard III Society and the American Branch.
5. Raise funds for these aims within the guidelines allowed of 501(c)(3) participation.

Article II. Scope

2.1. Scope of the Bylaws: It is intended that all powers of the American Branch conferred upon it by virtue of its incorporation, shall be executed in accordance with the provisions of these By-laws.

Article III. Membership

3.1. Qualifications: Any person interested in and/or sympathetic to the aims and objectives of the Richard III Society Inc. and to the American Branch of the Society may become a member in accordance with the provisions of this Article.

3.2. Application: Application for membership to the Richard III Society and the American Branch shall be in writing or in such form as the Executive Board of Directors shall prescribe.

3.3. Fees and Dues:

3.3.1. Amount: The Annual membership dues of the American Branch shall be determined annually by the Executive Board of Directors, hereafter called the Executive Board. The dues include membership in both The Richard III Society Inc. and in the American Branch.

3.3.2. Membership year: The membership year commences on the date when dues are received. Dues may also be payable in advance.

3.3.3. Tax deductibility: Dues, grants, fees and contributions are tax deductible as provided by Section 170 of the Internal Revenue Code. Likewise, any bequests, legacies, devises, transfers and gifts to or for the use of the American Branch are deductible for Federal Estate and Gift Tax purposes under the provisions of Sections 2055, 2106 and 2522 of the Internal Revenue Code.

3.3.4. Application for membership: A written application for membership is to be accompanied by the appropriate dues. An electronic application is to be activated upon receipt of the appropriate dues.

3.3.5. Allocation: Dues are payable to the Richard III Society and are mailed to the Membership Chairman.

3.4. Admission Procedure: It shall be the duty of the Membership Chairman to notify the Executive Board of new memberships and to notify the applicants of acceptance into the Richard III Society and the American Branch. The Membership Chairman sends the Treasurer all funds received from Membership Applications.

3.5. Honorary Membership: The Executive Board shall have the power to confer Honorary Membership on any individual whose association with the Society may enhance the image of the American Branch or who has rendered special service or benefit to it. The Executive Board may confer the Honorary Membership for whatever time period deemed appropriate.

3.6. Good Standing: A member is in good standing if all dues and other financial indebtedness is paid.

3.6.1. Loss or refusal of Membership status: Any applicant may be refused membership or a member may lose their membership:

a. If dues are not received as specified in Article 3.3.4.

b. If a member uses the organization to his or her benefit.

c. If a member espouses a cause or action in the name of the Society which is contrary to the purpose of the Richard III Society. (See 1.1.)

d. If rented or borrowed materials are not returned in a timely manner, as determined by the caretaker of the materials and the Executive Board.

3.6.2. Nonpayment of Dues: A member is in arrears if payment of dues or other financial indebtedness to the American Branch is not received by the Membership Chairman by the date on which the membership expires. Appropriate notice of the dues date is sent both prior to and after this date. The member is then dropped from the membership rolls and loses all rights of membership. The Executive Board is notified of all lapsed members. A member may be reinstated upon settlement of outstanding dues or obligations.

3.7. Resignation: Nonrenewal of dues within a reasonable period after notification by the Membership Chairman is considered a resignation. All rented or borrowed materials are to be returned to the American Branch.

3.8. Membership Lists: All members of the American Branch are given an opportunity to state whether they wish their names to be made available to other members or to local chapters. If they wish to be listed only on the official records of the Treasurer and the Membership Chairman they may indicate their wishes in this respect on the application. Current members may indicate this preference on their renewal form.

3.9. Other classes of Membership: Classifications to indicate other than an individual membership may be set as appropriate by the Executive Board. Examples: Family membership, Fotheringhay membership, etc.

Article IV. Meetings

4.1. Annual General Meeting

4.1.1. Date: The Annual General Meeting, hereafter called the AGM, of the American Branch is held yearly on the Saturday which falls closest to October 2nd, the birthday of King Richard III, or such other date which, in the Board's opinion, furthers the aims of the Society. Care in scheduling should be taken to avoid conflict with the Jewish holidays.

4.1.2. Location: The AGM site should be rotated geographically around the continental United States in such fashion that it does not take place in the same area more than once in three (3) years, whenever possible. The Executive Board determines the date and location of the AGM and publishes the information in the *Ricardian Register* and other appropriate media at least six (6) months in advance of the meeting. This announcement shall constitute the official call to the membership.

4.1.3. Function: The AGM shall:

- (a) Be held in conjunction with the efforts of local chapters whenever possible.
- (b) Receive reports of all officers and committees.
- (c) Adopt a budget for the forthcoming year.

(d) Conduct the election of the Chairman, Vice Chairman, Secretary, Membership Chairman, and Treasurer, or which ever of these offices are to be filled.

(e) Conduct such other business as may be brought before it.

(f) Present proposed amendments or revisions of the Bylaws to membership for resolution. **(See 10.1)**

4.1.4. Purpose: The AGM is planned to spread both knowledge and fellowship within the American Branch.

4.2. Quorum: In order to constitute a valid meeting of the members to conduct business, a quorum of no less than four (4) members of the Executive Board must be present. Members in good standing who are present constitute the voting body for the American Branch.

4.3. Voting: The transaction of all business at a valid meeting of the American Branch will be accomplished by a simple majority of the votes cast by members present. Abstentions shall not be counted in the number of votes cast.

4.3.1. Voting for Elections of officers: A ballot containing those nominated for officers will be sent to all members well in advance of the AGM by the Chairman of the Nominating Committee. Those ballots returned are counted as votes during the elections process. **(See 5.2.)**

4.4. Reports and Resolutions: All reports of officers and committees, and all resolutions presented at any meeting shall be in writing.

4.5. Rules of Order: All meetings of the American Branch will be conducted according to the most recent edition of Robert's Rules of Order.

Article V. Officers

5.1. Eligibility: Any member in good standing, who is eighteen (18) years of age or older, shall be eligible to hold any office in the American Branch or to serve upon any committee. No prospective officer can be in arrears of membership dues or other financial obligations on February 1st of the year in which the elections are to be held.

5.1.1. A candidate for Chairman shall have been a member of the American Branch for at least three (3) years continuously prior to nomination and shall have served previously as:

- a. An officer or member of the Executive Board, or
- b. The president of a chapter with at least ten (10) members, or
- c. Chairman of a standing committee.

5.2. Officers: The Chairman, the Vice-Chairman, the Secretary, the Membership Chairman and the Treasurer of the Executive Board shall be elected by the membership by proxy ballots sent from the chairman of the Nominating Committee to the members at least six (6) weeks prior to the AGM.

5.2.1. Officers shall serve for two years from the date of their election.

5.2.2. No officer shall be eligible to serve in any one office for more than four (4) consecutive years. If, after an officer has served four years consecutively, no candidate for that office is found, the incumbent may continue in office while the Board, at its discretion, decides whether to fill the office by appointment, reorganize, or dissolve the Society. Priority will be given to preserving the Society in some form as a 501(c)(3) tax-exempt organization.

5.2.3. Appointed Officers: The Chairman and the Executive Board of Directors appoint other officers and Committee Chairmen as needed or as appropriate. **(See 7.1.)**

5.3. Nomination: Nominations are made with the prior or subsequent written consent of the nominee, either:

(a) By a petition or petitions signed by a total of no fewer than ten (10) members in good standing, or by E-mailed agreement to a petition, or

(b) By the president and secretary of a chapter or chapters with the consent of the members, or

(c) By the Executive Board of Directors, or

(d) By the Nominating Committee.

5.3.1. Nominating Committee: The Executive Board appoints a Committee of at least two persons for the purpose of selecting nominees. The Committee is appointed yearly by February 1. Nominations may be accepted from February 1st through May 15th. **(See 6.7.)**

5.3.2. Chapter Nominations: A chapter or a signed petition may nominate only one person for each officer being elected.

5.3.3. Deadline for Nominations: All nominations are to be selected by the Chairman of the Nominating Committee by July 1st.

5.4. Honorary Officers: The Executive Board shall have the power to appoint Honorary Officers for the American Branch.

5.5. Vacancies: A vacancy which occurs in any office following the AGM will be filled by appointment of the Executive Board.

5.6. Suspension from Office: Any elected or appointed officer may have his authority suspended by the Executive Board for cause, including (but not limited to) misconduct in office,

neglect of or inattention to official duty or inability to perform the duties of the office. Suspension of an elected officer will require action as provided in Article 6.1.3.

Article VI. Duties of the Executive Board

6.1. The Executive Board

6.1.1. Members: The Executive Board will consist of the Chairman, the Vice-Chairman, the Secretary, the Membership Chairman, the Treasurer and the Immediate Past Chairman. The Executive Board shall have full power to manage the business and affairs of the American Branch unless otherwise provided in these Bylaws.

6.1.2. Meetings: The Executive Board shall hold at least four (4) meetings each year for the general transaction of business or for consideration of matters as may be specified in the agenda for the meeting. The Board may meet more often as needed. The meetings may be in person, by telephone conference call, or by similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. The Webmaster and the Editor of the Register are ex-officio members of the Executive Board. Appointed Board members and Committee chairs may attend any meeting.

6.1.3. Voting: The Executive Board may act when:

(a) A quorum exists. (**See 6.1.5.**) A simple majority of the votes cast is required for approval of any motion. (Except as otherwise provided in Section 6.9.1. relating to the destruction of Society records), or

(b) By unanimous written consent of the members of the Executive Board without a meeting. Electronic message-mail is acceptable for written consent.

6.1.4. Records: The Secretary shall keep an accurate, complete and permanent record of all proceedings of the Executive Board, which shall be permanently filed. Distribution of these records to the general membership may be provided via the Website.

6.1.5. Quorum: A simple majority of the number of members of the Executive Board of Directors, which the American Branch would have if there were no vacancies, shall constitute a quorum for the conduct of business.

6.2. Chairman: The duties of the Chairman shall be as follows:

(a) To preside at all meetings of the American Branch and the Executive Board.

(b) To appoint appropriate officers and Standing Committee Chairpersons with the advice and consent of the Executive Board

(c) To execute all contracts, deeds and other legal instruments on behalf of and in the name of the American Branch when authorized by the Executive Board.

(d) To have general supervision over all officers and Standing Committees, and to be an ex-officio member of all committees.

(e) To oversee the planning of the AGM.

(f) To have other powers and authority as shall be vested in the Chairman by the Executive Board

(g) To appoint tellers to count ballots and to certify elections at the AGM.

6.3. Vice Chairman: The duties of the Vice Chairman shall be as follows:

(a) To preside at meetings of the American Branch and the Executive Board in the absence or incapacity of the Chairman.

(b) To prepare the Agenda for all Executive Board Meetings and the AGM.

(c) To act as Bylaws Committee Chairman.

(d) To perform other duties as required by the Executive Board.

6.4. Secretary: The duties of the Secretary shall be as follows:

(a) To record and keep all minutes of official meetings, and to transfer records to the archives as appropriate.

(b) To conduct all correspondence as directed by the Executive Board.

(c) To be the official custodian and distributor of all records except those relating Membership and Finance.

(d) To keep the American Branch's contact information current with the department that oversees charities in the state where the Society is incorporated.

(e) To request the Annual Reports from all Officers and Committees in mid-August yearly, and to ensure that they are distributed to the membership in the *Ricardian Register* or on the website following the AGM.

(f) To perform other duties as required by the Executive Board.

(g) To send greetings yearly to the parent Society on the occasion of their AGM.

(h) To arrange the conference call for Executive Board Meetings.

6.5. Membership Chairman: The duties of the Membership Chairman shall be as follows:

- (a) To accept applications, dues and donations from renewing and prospective members.
- (b) To update and maintain membership records, including the mailing of dues notices.
- (c) To forward all monies to the Treasurer on a timely basis, or on the request of the Treasurer, Chairman or Executive Board.
- (d) To distribute all mailings and communications to the membership of the American Branch except as otherwise provided in these Bylaws.
- (e) To perform other duties as required by the Executive Board.

6.6. Treasurer: The duties of the Treasurer shall be as follows:

- (a) To receive all monies due to the American Branch.
- (b) To deposit all monies into the appropriate bank or other financial accounts.
- (c) To oversee and report on any investment accounts.
- (d) To maintain and have charge of all financial records.
- (e) To make digital scans of any paper documents for eventual transfer to the next Treasurer.
- (f) To identify any critical financial documents which should be passed on to the Richard III Society archives in hardcopy format.
- (g) To pay all debts of the American Branch from the appropriate account.
- (h) To file the appropriate Federal Tax returns as required by the Internal Revenue Service.
- (i) To file State Tax returns in the state where the American Branch is incorporated, if required.
- (j) To consult IRS websites and publications to maintain compliance with regulations for tax exempt organizations.
- (k) To prepare a Budget yearly for the next fiscal year, to be presented and approved at the AGM.
- (l) To have on file an accounting of the balances for all funds established by the American Branch for its purposes.
- (m) To be willing and able to get a signature guarantee when necessary. A signature guarantee requires a good relationship with a bank or other financial institution where a specially qualified officer will compare the Treasurer's identification documents and witness the Treasurer's signature. Signature guarantees will be required at the end of the Treasurer's term when authority

over financial accounts is passed on to the next Treasurer, and may be required on other financial transactions as well.

- (n) To assist the next Treasurer during the transition period.
- (o) To perform other financial duties as required by the Executive Board.

6.7. Immediate Past Chairman: The duties of the Past Chairman shall be as follows:

- (a) To act as a member of the Nominating Committee.
- (b) To obtain a site for the AGM.
- (c) To perform other duties as required by the Executive Board.

6.8. Second Authorized Signer: This is not a separate officer, but a member of the Board, other than the Treasurer, who will have authority with the Treasurer over financial accounts. A second signer must be willing and able to get a signature guarantee when necessary (see 6.6. (m)). The second signer will have access to financial accounts, so that in the event the Treasurer is incapacitated, the second signer will be able to assume the Treasurer's most critical duties. In addition, some financial accounts, such as with a mutual fund company, require a second signer.

6.9. Official records: Any officer or Committee Chair having charge or custody of records and/or property of the American Branch, upon the termination of his term of office or upon the appointment of a new officer or Chair, shall deliver all records and/or properties either to the Chairman, to the new designate, or to the new officer or Committee Chair within one month of taking office.

6.9.1. No records or property belonging to the American Branch shall be destroyed without the unanimous approval of the Executive Board.

6.9.2. A permanent repository for records or archives may be established by the Executive Board.

Article VII. Standing Committees, Officers

7.1. Appointment: The Chairman shall appoint other officers and Standing Committee Chairpersons as the Executive Board shall designate and approve. These officers and Committee Chairs may include (but are not limited to) the following:

7.1.1. Editor: The Editor is responsible for the assembly, publication, and mailing of the *Ricardian Register* and other publications of the parent Richard III Society, which are distributed quarterly to the membership.

7.1.2. Librarians:

(a) The Fiction Librarian is responsible for the assembly, storage and maintenance of the Fiction Library, and for making the contents available to members of the American Branch.

(b) The Non-Fiction Librarian is responsible for the assembly, storage and maintenance of the Non-Fiction Library and for making the contents available to members of the American Branch.

(c) The Audio Visual Librarian is responsible for the assembly, storage and maintenance of the Audio-Visual Library and for making the contents available to members of the American Branch.

7.1.3. Archivist: The Archivist is responsible for the assembly and maintenance of the Archives of the American Branch, and for an up-to-date record of the contents.

7.1.4. Research Officer: The Research officer is responsible for encouraging research consistent with the purposes of the American Branch as set forth in these Bylaws. The officer of this committee will serve as an assistant to the Editor and shall review materials offered to the Register upon the request of the Editor.

7.1.5. Sales Officer: The Sales Officer is responsible for:

(a) Maintaining, stocking, storing and sales of all products, pamphlets, books, souvenirs, jewelry and other goods pertaining to the American Branch.

(b) Providing sales information in the *Ricardian Register*.

(c) Providing for the manning and stocking of the Sales Booth at the AGM, or, if unable to attend, will provide for others to man the booth, in which case the sales items are to be available at least one week prior to the AGM.

(d) Sending all documentation of and proceeds from sales to the Treasurer at least quarterly, or upon demand of the Treasurer and to provide an inventory of stock yearly.

(e) Initiating search and purchase of depleted items or new and different items for the sales catalog, as is deemed desirable for the Branch. All purchases and expenses or postage borne by the Sales Office are to be repaid by the Treasurer.

7.1.6. Webmaster and Website: The Webmaster is responsible for:

a. Disseminating information on American Branch programs, membership recruitment, fund-raising and volunteer opportunities on the internet.

b. The maintaining of a Website with issues related to the life and character of Richard III and of Yorkist history.

c. Timely updating of existing materials on the Website, and adding content to further the aims of the Society.

d. Expands the online archives of primary texts and learning resources, as well as secondary sources to aid scholars at various levels.

e. Seeking out new avenues for E-space use and opportunity.

7.2. Term: All appointed officers and Committee Chairs serve for a two-year term. Further term(s) of office may be approved with the consent of the Executive Board, or until a successor is appointed.

7.3. Duties: The duties of the standing committee chairs or appointed officers, and the job descriptions and regulations governing their operation shall be those prescribed by the Executive Board, except as otherwise provided by these Bylaws. Additional responsibilities may be requested of these officers and Chairpersons as the Executive Board requires for management of the American Branch.

7.4. The *Ricardian Register*: The official publication of the American Branch is the *Ricardian Register*. It shall be distributed to the membership at least quarterly. In the event that there is not sufficient material for an issue, the editor may combine two issues.

Article VIII. Chapters

8.1. Organization: Three (3) or more members of the American Branch may associate themselves together or the purpose of forming a chapter, and may make application for recognition.

8.1.1. Application: The application should state the Chapter name, location or area covered by the Chapter, names of members, officers, and rules or bylaws of the proposed Chapter.

8.1.2. Eligibility: No non-member of the American Branch may be a permanent member of a Chapter. Members of local Chapters of the American Branch should join the American Branch within six (6) months of joining the local Chapter.

8.1.3. Membership: The Membership Chairman may provide any Chapter with the names and addresses of American Branch members in the geographic area, except for those members who have chosen not to allow their name to be used. (See 3.8.)

8.1.4. Good Standing: A Chapter in good standing shall have the right to name themselves publicly as a Chapter of the Richard III Society, Inc., American Branch. To remain in good standing, a chapter must conform to the same principles set for members of the American Branch. (See 3.6.1.)

8.1.5. Inactive Chapters: If a chapter decides that it can no longer function, or when it votes to dissolve, the members of the chapter shall decide, by majority vote, what shall be done with any remaining funds after paying all of the chapter's outstanding debts.

8.2. Fees and Dues: Chapter members pay the same dues to the American Branch as all members. In addition, each Chapter will pay a registration fee equivalent to an individual membership fee when the original application is made. Local chapter dues are set by each Chapter.

8.3. Reports: Each Chapter shall make an annual report of its activities to the Chapter Coordinator and/or to the Executive Board when requested prior to the AGM yearly.

8.3.1. The report is due by August 31 and should include Chapter activities since the previous Annual Report. It should be signed by the leading officer of the Chapter and the Secretary.

8.3.2. The reports will be printed in the *Ricardian Register* after the AGM.

8.4. Affiliation: A member of the American Branch need not be a member of a local Chapter in order to continue membership.

Article IX. Finances

9.1. General Fund: All operating funds of the American Branch shall be disbursed as directed by the Executive Board according to a budget adopted at the AGM.

9.1.1. The Treasurer will prepare a proposed budget to provide for current operations of the American Branch and the needs of the officers and Committee Chairs for the ensuing year.

9.1.2. The Budget will show estimated income and proposed expenditures, which will not exceed the estimated income.

9.1.3. Except as expressly authorized by the Executive Board, all expenditures of the American Branch shall be limited to the amounts authorized by this Budget when approved at the AGM.

9.2. Special Funds: The Board may, by resolution, designate the establishment of Special Funds to invest and accrue for scholarships, memorials or other purposes as it deems appropriate. Written criteria for each special fund, containing its purpose, endowment specifics and investment are to be filed with the Treasurer. The Board may appoint one or more members of the Society to advise it on the disposition of any money in the funds. The Treasurer will oversee the funds' finances and will report annually at the AGM the level of support for each fund, and which funds should be discontinued for lack of support. The Board will find an appropriate use for any remaining money in a discontinued fund.

9.3. Fiscal Year: The fiscal year of the American Branch shall commence on January 1 of each calendar year.

9.4. Internal Audits: The accounts of the Treasurer, Sales Officer and any other officers that handle funds of the American Branch will be examined annually by an audit committee appointed by the Board. A report by the audit committee will be published in the *Ricardian Register*.

Article X. Amendments

10.1. Amendments: The Bylaws of the American Branch may be amended, revised or repealed. The procedure for amendment may be generated by either:

- a) The members of the American Branch, or
- b) By the Executive Board as provided in Article IV of these Bylaws.

10.1.1. Any Bylaw changes or revisions originating from at least five members in good standing must be submitted in writing to the Executive Board at least ninety (90) days prior to the AGM.

10.1.2. Any Bylaw changes proposed by the Board must be made far enough in advance of the AGM so that members will receive timely notice of the proposed amendments.

10.1.3. The Board shall determine the best way to notify members of the proposed changes in advance of the AGM.

10.1.4. Any proposed Bylaw changes will be presented to the membership at the AGM, where members may debate their merits, and vote to accept or reject them.

10.1.5. The Board shall determine the best way to circulate to the membership a copy of any Bylaws that are adopted, amended, or repealed, together with a concise statement of the rationale for the changes. They may also be placed on the Website.

Article XI. Prohibited Activities.

11.1. No part of the net earnings of the American Branch shall inure to the benefit of, be distributed to, the members, officers or other private persons, except for authorization to make reasonable compensation of expenses for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article I.

11.2. No substantial part of the activities of the American Branch shall be:

- (a) The carrying on of political propaganda,
- (b) The attempt to influence legislation,
- (c) The participation in or attempt to intervene in any political campaign on behalf of any candidate for public office,
- (d) Any other activities not permitted an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or
- (e) Any activity not allowed to be carried on by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article XII. Dissolution

12.1. Upon the dissolution of the organization, the Executive Board shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all of the assets of the organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article XIII. Miscellaneous

13.1. Gender: The words “Chairman” and “Vice-Chairman” as used in the Bylaws are intended to include both the masculine and feminine genders.

End