

**BYLAWS OF THE RICHARD III SOCIETY, INC.,
AMERICAN BRANCH
(REVISED 2022 – UNDER MEMBERSHIP CONSIDERATION)**

Article I. Purpose

1.1 Purposes: The aims and objectives of the Richard III Society, Inc. hereafter called the “American Branch”, a non-profit 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 American Branch’s Certificate of Incorporation. The purposes of the American Branch are to:

- 1.1.1** Promote historical research and education into the life and times of King Richard III of England. The “times of Richard III” is to be read expansively, and includes the late medieval/early modern period in England and elsewhere;
- 1.1.2** Secure a reassessment of the historical material relating to this period and of the role in history of this monarch;
- 1.1.3** Publish and circulate relevant historical information to members of the American Branch, to the media, to libraries, and to educational institutions; and
- 1.1.4** Create scholarships and competitions for students working in areas of interest to the American Branch.

1.2 Relationship to Richard III Society in the United Kingdom: The American Branch is an affiliate of the Richard III Society-Company Limited by Guarantee (hereafter called “UK CLG”), established in the United Kingdom in 2020, and shares a common purpose with the UK CLG. The American Branch agrees with the Object Statement of the UK CLG which is *“To promote and encourage in every possible way research and education regarding the life and times of King Richard III and to further reassessment of the material relating to this period and the role in history of this monarch”*.

- 1.2.1** As an affiliate, the American Branch may partner with, support, and collaborate with the UK CLG in pursuing the purposes that are common to both.
- 1.2.2** In no way is the American Branch responsible for the UK CLG’s debts or obligations, nor is the UK CLG responsible for the American Branch’s debts or obligations.
- 1.2.3** No employee, member, officer, or director of the American Branch is authorized to act or speak on behalf of the UK CLG unless the UK CLG specifically gives consent. Nor is any employee, member, officer, or director of the UK CLG authorized to act or speak on behalf of the American Branch unless specifically given permission by its Board of Directors.

1.3 American Branch Anniversaries: The American Branch was originally founded in 1961 by Arthur Noel Kincaid, and later incorporated in New York State in 1968. In 1970, the US Internal Revenue Service issued a Letter of Determination that the American Branch satisfied the criteria as a non-profit educational corporation under Section 501(c)(3) of the tax code.

- 1.3.1** The American Branch considers its founding date to be 1961, and its anniversaries to be measured from then, e.g., its 70th anniversary would fall in the year 2031, etc.

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 Bylaws.

2.2 Geographical Scope: Consistent with the American Branch's Certificate of Incorporation, the geographic scope in which it may operate is principally the United States of America and its territories and possessions, but it shall not be limited to such territory.

Article III. Membership

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

3.2 Application: Application for membership to the American Branch and the UK CLG shall be in writing or in such form as the American Branch's Board of Directors shall prescribe.

3.3. Fees and Dues:

3.3.1 Amount of Dues: The Annual membership dues of the American Branch shall be determined annually by the Board of Directors. The dues may include membership in both the American Branch and the UK CLG.

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

3.3.3 Tax Deductibility:

(a) Dues and fees paid to the American Branch are tax deductible to the extent allowed by the Internal Revenue Code Section 170 (26 US Code 170), and its amendments. However, this only applies to those dues and fees that exceed the economic benefits conferred by membership.

(b) 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 to the extent allowed by the Internal Revenue Code Sections 2055, 2106, and 2522 (26 US Code 2055, 2106, 2522) and their amendments.

3.3.4 Application for Membership: Written and electronic applications for membership are suitable, and membership is activated upon receipt of dues.

3.3.5 Allocation: Dues are payable to the "Richard III Society, Inc.", and are mailed or electronically transferred to its Membership Chair or other designated agent.

3.4 Admission Procedure: It shall be the duty of the Membership Chair to notify the Board of Directors of new memberships and to notify the applicants of acceptance into the American Branch and the UK CLG. The Membership Chair is to forward all funds received along with Membership Applications to the Treasurer.

3.5 Honorary Membership: The Board of Directors 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 Board of Directors may confer the Honorary Membership for whatever time period deemed appropriate.

3.6 Member Rules of Conduct and Grievance/Complaint Procedure:

3.6.1 The American Branch may promulgate Rules of Conduct by which all members are expected to comply.

3.6.2 If a member violates the Rules of Conduct, they may be subject to a Grievance and Complaint Procedure, including suspension or revocation of membership benefits and rights.

3.6.3 Unless otherwise provided, the American Branch adopts for its members the Rules of Conduct issued by the UK CLG, and may use the UK CLG's Complaints & Grievances Policy and Procedure as an advisory framework by which to adjudicate a violation of the Rules of Conduct by a member of the American Branch. Said Rules of Conduct and Complaints & Grievances Policy and Procedure are appended hereto as "Exhibit A" for reference only.

3.7 Good Standing: A member is in good standing if all dues and other financial indebtedness is paid and they comply with the Rules of Conduct referred to in Article 3.6.3.

3.7.1 Loss or Refusal of Membership Status: Any applicant may be refused membership or a member may lose their membership if:

(a) Dues are not received as specified in Article 3.3.4.

(b) They use the American Branch to their own personal benefit.

(c) They espouse a cause or action in the name of the American Branch which is contrary to the purposes of the organization.

(d) They have not returned rented or borrowed materials belonging to the American Branch, as determined by the caretaker of the materials and the Board of Directors.

(e) They have egregiously violated the American Branch's Rules of Conduct, as determined by its Board of Directors.

(f) The UK CLG has determined that one of its members has egregiously violated its Rules of Conduct and Policies.

3.7.2 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 Chair 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 Board of Directors is notified of all lapses of membership. A member may be reinstated upon settlement of outstanding dues or obligations.

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

3.9 Membership Lists: All members of the American Branch should be 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 Membership Chair, they may indicate their wishes in this respect on the application. Current members may indicate this preference on their renewal form.

3.10 Other Classes of Membership: Classifications to indicate other than an individual membership may be set as appropriate by the Board of Directors. Examples: Family, Household, Student, and Supporting Sponsorship memberships.

Article IV. Meeting of the Membership

4.1. Date: The General Membership Meeting of the American Branch, hereafter called the GMM, is held biennially on the Saturday which falls closest to November 1st, the date of his creation as Duke of Gloucester, or such other date which, in the Board's opinion, furthers the aims of the American Branch. Care in scheduling should be taken to avoid conflicts with the Annual General Meeting of the Richard III Society-UK (CLG) and any religious holidays.

4.2. Location: The GMM 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 every four (4) years, whenever possible. The Board may ask the Chapter Coordinator for support in finding a suitable Chapter to host the GMM.

4.3. Official Call to Meeting: The date and location of the GMM shall be published in the *Ricardian Register* and/or other appropriate print or electronic media at least six (6) months in advance of the meeting. This announcement shall constitute the official call to the membership.

4.4 "Virtual" GMM: The Board may decide in its discretion that a GMM should be conducted "virtually" (e.g., by Zoom), rather than in-person. Reasons for conducting a "virtual" GMM would include pandemic or other potential health hazard to having an in-person meeting, or if the costs of an in-person GMM would cause financial hardship to the American Branch or its membership. The "virtual" platform should provide the ability for members to see and hear presentations, ask questions, make comments, and to vote by show of hands/poll.

4.5. Purpose/Function of GMM: The GMM shall: (a) Receive the reports of all Officers and Committee Chairs; (b) Adopt a budget for the forthcoming biennium; (c) Conduct the election of the Chair, Vice Chair, Membership Chair, Treasurer, Secretary, Immediate Past Chair, and any Directors At-Large; (d) Conduct a vote to approve any proposed amendments to the Bylaws; (e) Conduct such other business as may be brought before it; and (f) Promote knowledge and fellowship within the American Branch.

4.6. Quorum/Voting Body: In order for valid business to be conducted at a GMM, a quorum of not less than four (4) members of the Board of Directors must be present, either in-person, "virtually", or by telephone. Members in good standing who are present -- either in-person, "virtually", or by telephone -- will constitute the voting body for the American Branch.

4.7. Voting at GMM by Simple Majority: The transaction of business at a valid GMM will be accomplished by a simple majority of the votes cast by the voting body present. This may be done with a show of hands. Abstentions need not be counted.

4.8. Voting for Board of Directors/Officers: A ballot containing the names of those who wish to run and/or are nominated for the offices of Chair, Vice Chair, Membership Chair, Treasurer, Secretary, or Director At-Large, should be sent to all members well in advance of the GMM. Those ballots returned are counted as votes during the election process, and announced at the GMM. See Article VII below.

4.9. Reports and Resolutions: All reports of officers and committees, and all motions and resolutions presented at the GMM, shall be in writing.

4.10. Rules of Order: The GMM should be conducted according to the most recent edition of *Robert's Rules of Order*.

Article V. Board of Directors

5.1. Management of American Branch: The affairs of the American Branch shall be managed by its Board of Directors. The Board of Directors shall have control of the property of the American Branch and shall determine its policies. The Board of Directors shall have full power and authority to carry out its business and mission.

5.2. Qualifications of Directors: Directors shall be members of the American Branch, over the age of 18, and natural persons. However, the position of Treasurer may be held by a non-member or by a business entity that provides licensed professional bookkeeping, accounting, or other financial services.

5.3. Conflicts of Interest: Directors shall disclose any actual or potential conflicts of interest that they might have or appear to have. This would include any financial or pecuniary gain that they or their relatives might receive in transacting business for the American Branch.

5.4. Number of Directors: The number of Directors shall be no less than five (5) and no more than nine (9) members.

5.5. Officers as Directors: The Chair, Vice Chair, Membership Chair, Treasurer, Secretary, and Immediate Past Chair shall all be deemed Directors of the American Branch. In the event the Treasurer is not a member of the American Branch or is a business entity, then they shall be deemed only an Ex-Officio member of the Board who advises the Directors and is invited to Board meetings, but shall not have the power to vote on any matters pending before the Board.

5.6. Meetings: The Board of Directors 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. More meetings may be called as needed. Attendance may be in person, by telephone, or other "virtual" format (e.g., Zoom). The Webmaster, the Editor of the *Register*, the Librarians, and other appointed Committee Chairs and Committee Officers are deemed Ex-Officio members of the Board of Directors, and they may attend any meeting. They do not have the power to vote on any matter pending before the Board.

5.7. Quorum at Meeting: A simple majority of the number of Directors serving on the Board shall constitute a quorum required for conducting business at a meeting. However, the attendance of Ex-Officio members shall not count towards a quorum. By way of example, if there are 8 or 9 members on the Board of Directors, the required quorum would be 5 directors; if there are 6 or 7 members on the Board, the required quorum would be 4 directors; and if there are 5 members on the Board, the required quorum would be 3 directors.

5.8. When Unanimous Consent is Required: Unanimous consent of all Directors is required only when: (a) a decision is to be made via electronic message-mail (email); or (b) a decision is to be made to destroy any American Branch records or property.

5.9. Minutes of the Board: The Secretary shall keep an accurate, complete, and permanent record of all proceedings of the Board of Directors, which shall be permanently filed or stored permanently on the website of the American Branch (r3.org).

5.10. Term of Office: Directors serve for two (2) years, and may serve for a total of eight (8) consecutive years, at which time they will be asked to step down for at least two years before seeking to become re-elected as a Director or Officer. However, if this results in the number of

Directors to be less than five (5), then the Board may allow the incumbent to continue as Director until the Board appoints someone to take their place until the next election at a duly-called GMM, or decides to reorganize or dissolve the Society. Priority will be given to preserving the Society in some form as an IRS Section 501(c)(3) tax-exempt organization.

5.11. Second Authorized Signer: This is not a separate Officer, but a member of the Board of Directors, 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 Section 6.... Treasurer's duties). 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.

5.12. Official Records: Any Director, Officer, or Committee Chair having charge or custody of records and/or property of the American Branch, upon the termination of their term of office or upon the appointment of a new officer or chair, shall deliver all records and/or properties either to the Chair, to the new designate, or to the new officer or committee chair within one month of taking office.

5.13. Destruction of Records: No records or property belonging to the American Branch shall be destroyed without the unanimous approval of the Board of Directors.

5.14. Permanent Repository: A permanent repository for the records or archives may be established by the Board of Directors, in a physical space, in electronic digital form (e.g., flashdrive or thumbnail drive), or via the American Branch's website (r3.org).

5.15. Automatic Suspension from Office: It is critical to the well-being of the American Branch that its Directors are engaged in managing its affairs. Therefore, should any Director fail to appear for 3 consecutive meetings of the Board of Directors, they will be deemed to have resigned their Directorship or Officership, unless they tender reasonable excuse for the absence. If reasonable excuse for the absence is not tendered, the Board of Directors may in its discretion appoint another member of the American Branch to serve out that person's term of office until the next duly-called GMM.

5.16. Insurance: To protect volunteers who serve on the Board of Directors from any potential personal liability for legal claims and associated legal fees and awards, the Board of Directors may obtain appropriate insurance, including Directors & Officers Liability Insurance, if the cost is reasonable.

Article VI. Officers

6.1. Officers of the American Branch: there shall be six (6) Officers of the American Branch: Chair; Vice Chair; Membership Chair; Treasurer; Secretary; and Immediate Past Chair. These positions have discrete functions to perform for the American Branch, described below. Officers conduct day-to-day operations for the American Branch and report on those activities at the regularly-scheduled meetings of the Board of Directors, or as requested by the Board of Directors.

6.2. Eligibility to Serve as Officer: Any member in good standing, who is 18 years of age or older, shall be eligible to hold any office in the American Branch or to serve on any committee. No prospective officer can be in arrears of membership dues or other financial obligations on February 1 of the year in which elections are held. The Office of Treasurer may be held by a

non-member of the American Branch, or a business entity that provides professional licensed bookkeeping, accounting, or other financial services.

6.3. Additional Eligibility to Serve as Chair: A candidate for Chair 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 one of the following: (a) an Officer or a Director At-Large; (b) President of a chapter with at least ten members; or (c) Chair of a standing committee.

6.4. Term of Office: Officers shall serve for two (2) years from the date of their election, and should not serve in any one office for more than four (4) consecutive years. Years served as an “interim” or “appointed” or “acting” officer will not be counted for the computation of term limits on officers. While it is desirable to have “new blood” recruited into American Branch leadership on a regular basis, it is also important for the roles of Officer not to be left vacant for lack of volunteers. If no volunteer is nominated or runs for election to one of the Officer positions, the Board of Directors has discretion to appoint the incumbent to remain in office, or to appoint another eligible member of the Branch to serve out the full term of office, until the next duly-called GMM and election.

6.5. Appointed Officers: If one of the Officer positions becomes vacant mid-term, for whatever reason, the Board of Directors shall have the power to appoint a member of the American Branch to serve as Officer or Committee Chair as needed or as appropriate, as long as they meet the Eligibility Requirements set forth above.

6.6. Honorary Officers: The Board of Directors shall have the power and discretion to appoint honorary officers for the American Branch, if it is determined that their appointment would raise the public profile of the American Branch or would otherwise benefit it.

6.7. Suspension from Office: Any elected or appointed Officer may have their authority suspended by the Board of Directors for cause, including (but not limited to) misconduct in office, neglect of or inattention to official duty, or inability to perform the duties.

6.8. Conflicts of Interest: It is expected that anyone running for election to be an Officer of the American Branch shall disclose any conflicts, or potential conflicts, of interest. This duty is ongoing through the Officer’s term of service.

6.9. Duties of the Chair: The duties of the Chair shall be: (a) To preside at all meetings of the American Branch and the Board of Directors; (b) To appoint appropriate Officers and Standing Committee Chairs with the advice and consent of the Board of Directors; (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 Board of Directors; (d) To have general supervision over all Officers and Standing Committees, and to be an Ex-Officio member of all committees; (e) To appoint tellers to count ballots and to certify elections at the GMM; (f) To be the Primary Contact with the Medieval Academy of America, or with whomever manages the Schallek Awards Program and its Endowment on behalf of the American Branch; and (g) To have other powers and authority as shall be vested in the Chair by the Board of Directors.

6.10. Duties of the Vice Chair: The duties of the Vice Chair shall be: (a) To preside at meetings of the American Branch and the Board of Directors in the absence or incapacity of the Chair; (b) To prepare the agenda for all meetings of the Board of Directors and for the GMM; (c) To act as Bylaws Committee Chair; (d) If meetings are “virtual” (e.g., by Zoom), the Vice Chair shall create and circulate the appropriate sign-up link; and (e) To perform other duties as required by the Board of Directors.

6.11. Duties of the Secretary: The duties of the Secretary shall be: (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 Board of Directors; (c) To be the official custodian and distributor of all records except those relating to Membership and Finance; (d) To keep the American Branch's contact information current with the department that oversees charities in the state where the American Branch is incorporated; (e) To request the Annual Reports from all American Branch Officers and committees, and to ensure that they are distributed to the membership in the *Ricardian Register* and/or on the website; (f) To send greetings yearly to the UK CLG on the occasion of their Annual General Meeting; (g) To send any Reports as requested from the UK CLG or its Branches & Groups Liaison Officer; (h) To perform other duties as required by the Board of Directors.

6.12. Duties of the Membership Chair: The duties of the Membership Chair shall be: (a) To accept applications, dues, and donations from renewing and prospective members; (b) To update and maintain membership roll records, including the mailing of dues notices; (c) To forward all monies to the Treasurer in a timely manner, or on the request of the Treasurer, Chair, or Board of Directors; (d) To distribute all mailings and communications to the membership of the American Branch except as otherwise provided by these Bylaws; and (e) To perform other duties as required by the Board of Directors.

6.13. Duties of the Treasurer: The duties of the Treasurer shall be: (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 onto the American Branch archive 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 US Internal Revenue Service in consultation with the Branch's bookkeeper and tax preparer; (i) To file state tax returns in the state where the American Branch is incorporated in consultation with the Branch's bookkeeper and tax preparer; (j) To consult Internal Revenue Service websites and publications to maintain compliance with regulations for tax-exempt organizations in consultation with the Branch's bookkeeper and tax preparer; (k) To prepare a Budget for the next Fiscal Year in consultation with the Branch's bookkeeper and tax preparer; (l) To have on file an account of the balances for all funds established by the American Branch; (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; and (o) To perform other financial duties as required by the Board of Directors.

6.14. Duties of the Immediate Past Chair: The duties of the Immediate Past Chair shall be: (a) To act as a member of the Nominating Committee; and (b) To perform other duties as required by the Board of Directors.

6.15. Duties of Second Authorized Signer: This a member of the Board of Directors, 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. 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.

6.16. Ineligibility to Serve as Immediate Past Chair: Should the Chair resign or be suspended from their office prior to the end of their minimum 2-year term of service, then they are not eligible to serve as Immediate Past Chair. In that event, the office of Immediate Past Chair will devolve on any prior Chair who served a full term, or the position will be left vacant until the next eligible outgoing Chair is available to serve. The Board of Directors, however, may determine that certain circumstances may warrant an exception to this eligibility rule, if the reasons for resignation or suspension were due to events beyond the Chair's control. In no case shall a Chair who was suspended or discharged "for cause" or misconduct be eligible to become Immediate Past Chair.

6.17 Holding Two Offices Simultaneously: One member may hold two (2) Officer positions simultaneously, if the Board of Directors believes that this will not compromise the due diligence owed to each of the positions involved. However, that person will only have one (1) vote on matters before the Board, and their attendance will only count as one (1) director being present for purpose of a quorum. However, in no case may the same person hold the position of Chair and Treasurer, simultaneously.

6.18 "Job Sharing" Between Two Members: The Board may determine that it is feasible and desirable, in certain circumstances, for two members to share the same Officer position (i.e., "job sharing"), as long as both members are qualified for that position and are both willing to assume Full Responsibility for the Office should the other job-sharing member vacate it. Should two members seek to "job share" an Officer position, then they shall prepare a proposal for Board approval describing how they will divide their time and duties. Should the Board approve the proposal, then the attendance of one or both "job sharing" members shall count as the attendance of one (1) Director for purpose of a quorum, and they shall only have one (1) combined vote in total.

Article VII. Election of Directors and Officers

7.1. Call for Nomination of Officers and Directors-At-Large: The Membership Chair shall send out a call for nominations to all members in good standing, advising of open positions and the requirements for each such position. Members may nominate themselves or someone else, with the prior approval of that person, by replying to the Membership Chair with information about their interest in that position and suitability for that position. The call for nominations will go out at least twelve (12) weeks (=3 months) before the scheduled date of the GMM. All prospective nominees will be reviewed by the Board of Directors and will appear on the ballot to go out to all members per Sections 7.2 and 7.3.

7.2. Ballot for Electing Officers and Directors-At-Large: A ballot containing the names of those nominated will be sent to all members well in advance, and no less than six (6) weeks (=1.5 months), of the GMM by the Chair of the Nominating Committee. This may be done by email, via the Branch website, postal mail, and/or by publication in the *Ricardian Register* or *Ricardian Chronicle* newsletter.

7.3. Contents of Ballot: The Ballot should look generally like this:

Chair - [Name of Nominee] – box to vote “Yes” or “No”
Vice Chair – [Name of Nominee] – box to vote “Yes” or “No”
Membership Chair – [Name of Nominee] – box to vote “Yes” or “No”
Treasurer – [Name of Nominee] – box to vote “Yes” or “No”
Secretary – [Name of Nominee] – box to vote “Yes” or “No”
Immediate Past Chair – [Name] – box to vote “Yes” or “No”
Director At-Large – [Name of Nominee] – box to vote “Yes” or “No”
Director At-Large – [Name of Nominee] – box to vote “Yes” or “No”
Director At-Large – [Name of Nominee] – box to vote “Yes” or “No”

7.4. More than One Nominee: Should more than one eligible person be nominated for the same position, then all their names shall be provided on the Ballot. The person who receives the greatest number of votes shall be deemed to have been duly elected by the membership.

7.5. Nominee Information: Nominees should provide a brief biography of their background, their interest in Richard III and the American Branch, and any past service they believe is relevant. Potential conflicts of interest should be identified (e.g., if they intend to serve concurrently on other organizations’ boards of directors). This information should be provided to Branch members along with the Ballot.

7.6. Lack of Nominee for Officer: Should there be no nominees for any of the Officer positions, then the incumbent should be asked to remain in office until the next GMM. If they decline to do so, then the Board of Directors, at their first meeting, will elect amongst themselves someone who shall serve in that capacity. If this involves the Office of Treasurer, the Board of Directors may retain a non-member bookkeeper, Certified Public Accountant, or other financial professional to serve as Treasurer until the next duly-called GMM.

7.7. Lack of Nominee for Directors At-Large: Although it is desirable to have Directors At-Large, these positions may remain vacant until the next GMM, unless the Board of Directors believes it would best serve the American Branch to appoint a member to serve in that capacity until the next GMM.

7.8. Votes Tallied for Directors and Officers: Completed ballots are to be returned to the Chair, or other designee, no later than one (1) day before the GMM. Members who have not submitted completed ballots may vote in person at the GMM by “raised hands” or other process. The Chair will collect and count all votes taken by ballot and by those attending in person at the GMM. No member may vote twice. The Chair will announce the results of the vote at the GMM, and shall forward all completed ballots to the Secretary who shall keep them for two (2) years. The ballots need not be kept permanently.

7.9. Quorum: There is no minimum Quorum for electing Directors At-Large and Officers. It shall simply consist of the total number of completed Ballots received by the Chair.

Article VIII. Standing Committees and Ex Officio Officers

8.1. Appointment and Term of Office: The Board of Directors shall designate, approve, and appoint Standing Committee Chairs and Ex Officio Officers. They will serve for a term of two (2) years; there is no maximum on how long they can serve. These Standing Committee Chairs and Ex Officio Officers may attend regular meetings of the Board of Directors but they do not have

the right to cast any votes. Standing Committees and Ex Officio Officers may include, but are not limited to, the following:

8.2. Editor: The Editor is responsible for the assembly, publication, and distribution to members of the *Ricardian Register* and the digital newsletter *Ricardian Chronicle*, and any other publications of the American Branch, on an annual basis. It will be the Editor's discretion to propose to the Board of Directors how many issues of each shall be distributed each year, depending on the volume of contributions and taking into consideration the costs of printing and mailing them. It is recommended that there be no less than two issues of the *Register* (March and September) and the *Chronicle* (June and December) per year, but the Editor may propose more or fewer to the Board of Directors.

8.3. 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. (d) The Board of Directors may give the Librarians an annual budget to acquire new items to each library.

8.4. Archivist: The Archivist is responsible for the assembly, storage, and maintenance of the Archives of the American Branch, and for making the contents available to members of the American Branch. This position may be combined with any of the Librarian positions noted above.

8.5. 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 Research Officer will serve as an assistant to the Editor and shall review materials offered to the *Ricardian Register* and *Ricardian Chronicle* upon the request of the Editor.

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

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

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

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

(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 Board of Directors. All purchases and expenses or postage borne by the Sales Office are to be repaid by the Treasurer.

8.7. 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.

(f) Administering and supporting any shared internet workspaces for the Branch, e.g., a Google Shared Drive for the organization's documents.

8.8. Chapter Coordinator: The Chapter Coordinator is responsible for:

(a) Assisting and advising members who wish to set up a chapter.

(b) Ensuring the published chapter list is accurate and contact information is up to date.

(c) Obtaining written reports of chapter activities to be published in the Branch's publications and which may be included in the GMM information packet.

(d) Supporting the GMM Planning Committee by helping to identify potential chapters or venues to host future GMMs and any volunteers who could help plan a GMM.

8.9. GMM Standing Committee: The GMM Standing Committee is responsible for planning upcoming GMMs, for ensuring that they are rotated around the country, are offered in a format that is accessible to the most number of members (virtually and/or in-person), and present a Program that is appealing to the membership. Specific tasks of the GMM Standing Committee are:

(a) To recommend to the Board of Directors a GMM registration fee that is intended to be affordable to members but also allows the GMM to be self-supporting. On the occasion of an Anniversary Year, or other special occasion, it may be acceptable for the American Branch to contribute monies out of its general fund in an effort to keep the GMM registration fee reasonably affordable.

(b) To recommend an appropriate Location, Venue, and Hotel to host the GMM and to accommodate attendees' overnight sleeping arrangements. At least one member of the Standing Committee should be available to inspect the venue and hotel in person. In selecting the recommended venue/hotel, some consideration should be given to the suitability of the venue's meeting spaces, availability of food/beverage catering, and ease of transportation to the venue including the availability of public transit.

(c) To negotiate with the Venue/Hotel the price of the meeting site, food/beverage catering, hotel guestroom rates, and any other ancillary services like Audio-Visual support. The Chair of the Board, or in their absence the Treasurer, are the only individuals who can sign these contracts on behalf of the American Branch.

(d) To research and recommend to the Board of Directors an appropriate GMM Lecture Program. It is desirable to have two scholarly presentations on Saturday in addition to the Business Meeting of the American Branch (the "core GMM Program"), and a scholarly presentation at the Morris McGee Sunday Breakfast Fundraiser. Speakers' honoraria need to be approved by the Board of Directors. It is generally not acceptable for honoraria to be given to Branch members for speaking at a GMM, unless the Board of Directors decides there is a compelling reason to do so.

(e) To research and plan appropriate Meals, Entertainment and Activities, such as group tours to sites of historical interest near the Venue/Hotel. As one of the functions of the GMM is to promote community and socializing between members, the Standing Committee should

organize a Friday evening social hour and a Saturday evening “Medieval-Themed Dinner Banquet”. The registration fees for Meals, Entertainment and Activities are separate from, and in addition to, the registration for the core GMM Program.

(f) To plan the Morris McGee Sunday Breakfast Fundraiser with one scholarly presentation. The registration fee for this is separate from, and in addition to, the registration fee for the core GMM Program. The proceeds from the Fundraiser Breakfast are to be earmarked to pay for speakers’ honoraria at future GMMs.

(g) To plan such other activities as may be suitable for the GMM, including raffles, silent auction, sales and merchandise tables, used book tables, or displays.

(h) To prepare GMM attendee Welcome Packets and nominal souvenirs and mementos from the GMM.

(i) At least two (2) months prior to the GMM, the Standing Committee will report to the Board of Directors the status of GMM planning, a Budget, and Projected Attendance.

8.10. Virtual Events Coordinator: The Virtual Events Coordinator is responsible for scheduling, supporting, administering, and hosting any lectures, meetings, or events that the American Branch holds by Zoom or other virtual platform. By “hosting”, it means that the Coordinator will be responsible for creating the event link, may act as liaison with guest speakers, and will monitor the live presentation to make sure it runs smoothly and efficiently.

Article IX. Chapters

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

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

9.1.2. 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.

9.1.3. Membership: The Membership Chair 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.

9.1.4. Good Standing: A chapter in good standing shall have the right to name themselves publicly as a chapter of the Richard III Society-American Branch. To remain in good standing, a chapter must conform to the same principles set for members of the American Branch.

9.1.5. 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.

9.2. Fees and Dues: Chapter members pay the same dues to the American Branch as all member. 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.

9.3. Reports: Each chapter shall submit an annual status, summarizing activity to the Chapters Coordinator. This status will be submitted to the GMM report.

Article X. Publications of the American Branch

10.1. Ricardian Register and Ricardian Chronicle: The official publications of the American Branch are the *Ricardian Register* and *Ricardian Chronicle*. The major purpose of the *Register* is to present researched articles about Richard III and his allies, the Wars of the Roses, the Fifteenth Century, and late medieval English culture. An additional feature are reviews of fiction and non-fiction books and other media about Richard III, et al. It shall be distributed in print and digitally to the membership each March and September. The *Chronicle* is a newsletter for and about members of the Richard III Society and shall be distributed digitally each June and December.

10.2. Annual Report: The Annual Report should be distributed yearly in print as a separate insertion with the *Ricardian Register* and/or digitally on the American Branch website.

10.3. GMM Report: In GMM years only, the Directors and Officers will submit a GMM Report detailing past trends and challenges in the past two years including the months leading up to the GMM, and outlining future suggested goals for the incoming Board of Directors. It should also include a Proposed Budget for the upcoming biennium. These materials should be distributed to all GMM attendees.

Article XI. Finances

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

11.1.1. 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 biennium.

11.1.2. The budget will show estimated income and proposed expenditures, which will not exceed the estimated income.

11.1.3. Except as expressly authorized by the Board of Directors, all expenditures of the American Branch shall be limited to the amounts authorized by this budget when approved at the GMM.

11.2. Special Funds: The Board of Directors 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 of Directors may appoint one or more members of the American Branch to advise it on the disposition of any money in the funds. The Treasurer will oversee the funds' finances and will report biennially at the GMM the level of support for each fund, and which funds should be discontinued for lack of support. The Board of Directors will find an appropriate use for any remaining monies in a discontinued fund.

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

11.4. Internal Audits: The accounts of the Treasurer, Sales Officer, and any other officers that handle funds will be examined biennially by an Audit Committee appointed by the Board of Directors. A report by the Audit Committee will be published with the March *Ricardian Register* and/or on the American Branch website.

Article XII. Amendments

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

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

12.1.1. Any Bylaw changes or revisions originating from at least five (5) members in good standing must be submitted in writing to the Board of Directors at least ninety (90) days prior to the GMM.

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

12.1.3. The Board of Directors shall determine the best way to notify members of the proposed changes in advance of the GMM.

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

12.1.5. The Board of Directors shall determine the best way to circulate to the membership a copy of any amended Bylaws, together with a concise statement of the rationale for the changes. They may also be placed on the American Branch website.

Article XIII. Prohibited Activities

13.1. No part of the net earnings of the American Branch shall inure to the benefit of, or be distributed to, the members, offices, 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.

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

- (a) The carrying on of political advocacy.
- (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 any of its subsequent amendments.
- (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 or any of its subsequent amendments.

Article XIV. Dissolution

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

Article XV. Miscellaneous

15.1. Gender: All titles, words and pronouns are meant to include both masculine and feminine genders.

Appendices to be Attached

- UK CLG's Rules of Conduct and Complaints & Grievances Policy and Procedure are appended hereto as "Exhibit A" for reference only.
- UK CLG's Rules for Branches and Groups are appended hereto as "Exhibit B" for reference only.