

EXPLANATION OF PROPOSED REVISED BYLAWS - 2022 For the Richard III Society, Inc. - American Branch

Why are the Bylaws needing revision now?

For organizations like ours, it is a best practice to update bylaws on a routine basis (e.g., every 5 years or so). The last revision to our bylaws was in 2018. Two years ago, the Parent Society in the UK moved towards a more formal business organization as a Company Limited by Guarantee (CLG), a process which has generated defined expectations for its affiliated branches. It seemed the right time to do a full review of the American Branch's bylaws to make sure they would be "in sync" with the CLG's expectations, but, more importantly, to make sure they provided guidelines best suited for our Branch's needs in the 21st century. The global pandemic gave an added urgency to this.

Members should know that there are no changes to our mission, the way we accept members, or how "business as usual" is conducted. Everything in the Proposed Revised Bylaws is permitted by our Articles of Incorporation, and has received the unanimous endorsement of our current officers and immediate past chair.

What are the most significant changes in the Proposed Revised Bylaws?

- The **date of the General Membership Meeting (GMM)** will be moved to the Saturday closest to **November 1**, the date Richard was made Duke of Gloucester. The previous date of October 2 brought our GMM into direct conflict with the UK's AGM, depriving members of the ability to attend both sessions. Scheduling in October was routinely complicated by several religious holidays occurring that month. Other Ricardian dates were considered, but it was felt that a November GMM worked best with our Branch's fiscal year (Jan 1-Dec 31).
- The Branch will have a **Board of Directors that allows up to 9 members** to serve in a governance capacity. Along with the Chair, Vice Chair, Immediate Past Chair, Treasurer, Membership Chair, and Secretary, we propose **adding 3 "Director-at-Large" positions** to attend Board meetings and assist with special projects. The new "Director-at-Large" position would be ideal for members who are not yet prepared to take on specific operating duties, but would like to get involved at "entry-level" and help shape the Branch's future.
- The office of **Treasurer** would be allowed to be held by a **non-member of the Branch** who is a financial or accounting professional, such as a CPA or Tax Accountant, in the event that qualified members do not step up to run for that office.
- **Term limits.** As before, the Chair, Vice Chair, Treasurer, Membership Chair, and Secretary can only serve for two consecutive 2-year terms of office. However, there is a maximum term limit of **8 consecutive years** for one person to serve on the Board of

Directors, either as an officer or “director-at-large”. They may run for re-election after standing down for 2 years.

- **Flexibility in Officerships.** If necessary and only at the Board’s discretion, one person could hold 2 offices simultaneously as long as those offices are not the Chair and Treasurer, which need to be held by 2 individuals. “Job sharing” one officer position may also be allowed by 2 qualified members if the Board determines this is feasible and as long as each “job sharing” member is willing to assume full responsibility for the office. For instance, the same person could be Vice President and Secretary if they can adequately do both jobs simultaneously, or there could be two job-sharing Co-Secretaries.
- A “**GMM Standing Committee**” is created to handle planning the GMM. Chapters and the Chapters Coordinator will be invited to participate in and consult this committee.
- Use of “**virtual**” **communication** formats like Zoom, etc., for Board meetings, GMMs, and events.
- Adoption of **UK CLG’s Rules of Member Conduct and Grievance Procedures.** Most members of the American Branch are also members of the CLG and thus subject to its rules, but it was necessary to clarify that the CLG’s Rules of Conduct will apply to all American Branch members. The CLG requires all its affiliated branches to have rules of conduct for their members.