

WASHINGTON REGENCY SOCIETY BYLAWS

ARTICLE I: NAME OF ORGANIZATION

The name of the corporation is “Washington Regency Society”.

ARTICLE II: PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for educational purposes.

Section 2. Specific Purpose

Washington Regency Society is a regional organization formed to increase the knowledge and appreciation of the English Regency period for its members and the public through historically based events. The society engages its members by researching, studying and involving its members in learning activities such as workshops and reenactments which are open to the public or to which the public is invited or other public means of interactions. [\[To be added: and is qualified for exemption under section 501 \(c\)\(3\) as an educational organization.\]](#)

ARTICLE III: MEMBERSHIP, FINANCES AND DUES

Section 1. Qualifications

Anyone showing interest in the Washington Regency Society events whether through participate online or in person participation and who pay the yearly dues can become a member. Attendees are considered non-voting participants until membership dues are paid.

Section 2. Annual Dues

Members enrollment entails filling out the membership form and paying prescribed fees and dues. Members will pay for a year’s dues between January 1 to June 30. Membership dues will be reduced to half if members join between July 1 to December 30. Dues amount will be set by the Board in anticipation for upcoming educational events. Members in good standing have paid their dues in full and will have no monies owed to the corporation.

Membership is reassessed each calendar year, on January 1.

Keeping membership dues at an affordable and reasonable amount is an objective.

Section 3. Rights of Members

Each member shall be eligible to vote on elections of Board members and provide feedback and ideas for events and workshops.

Paid-in-full members will receive benefits such as, but not guaranteed of: advance notice of events and participation fee discounts when available.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with a member of the Board. Resignation shall not relieve a member of unpaid charges previously accrued.

Section 5. Finances

Payments for events and/or donations will be normally received from the general public. Financial support will be by payment for events and dues and occasional donations from the public and/or individual members. No more than 50% of support for the activities of the Washington Regency Society will be supported by the very unlikely income from investments. Regular fundraising will not be a part of activities of the society. Fundraising may be undertaken for a specific event or occurrence in the life of the organization.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Regular Meetings

There shall be a meeting of members if deemed necessary by the Board.

Section 2. Member Communication

Members shall be notified by mail or email.

Section 3. Voting

All issues to be voted on shall be decided by a simple majority. The voting document will contain restriction on who can vote, when the vote needs to be returned by, and how the announcement of new officers will be communicated.

ARTICLE V: BOARD OF OFFICERS

Section 1. General Powers

The affairs of the Washington Regency Society shall be managed by its Board of Officers. The Board of Officers shall have control of and responsible for the management of the affairs and property of the group.

Section 2. Nomination

Upon officer election, members in good standing will receive notification by email or mail, the slate of officers who are members in good standing, who have volunteered or nominated for each position.

Section 3. Eligibility

Officers must be members in good standing.

Section 4. Term of Office

Board Officers will hold the office for two years. New officers will be installed January 1. Core officers (President, Treasurer, and Recording Secretary) shall be installed on even years. Other officers shall be installed on odd years. It is preferred, but not required, that officers serve no more than two terms in the same position.

Section 5. Vacancies

Vacancies will be filled by the Board of Officers until the next membership vote.

Section 6. Compensation

Members of the Board of Officers shall not receive any compensation for their services as a Board Officer.

Section 7. Elections

Members may be nominated or they may volunteer for officer positions. Members will vote for elections.

Section 8. Conflict of Interest

WRS members with business interests that could receive significant financial benefit from leadership decisions cannot serve as an Officer on the Board.

Section 9. Governance

No more than one pair of related persons e.g. husband and wife, mother and daughter, sisters, may serve on the Board at any one time. The President and the Treasurer will at no times be related to one another.

ARTICLE VI: DUTY OF OFFICERS

The officers of this Board include at minimum President, Recording Secretary, Treasurer, and Web Mistress/Master. Optional officers are not limited to, but may include: Corresponding Secretary, Vice President, Events Coordinator, “Miss Manners”, and Advisor. All officers must have the status of active members of the Board. The officers shall perform the duties prescribed by these bylaws and such other duties as shall be determined by the organization.

Section 1. President

The president shall have the following duties:

- A. Serve as the chief executive officers and official spokesperson for the Washington Regency Society.
- B. Call for Board and membership meetings.
- C. Consult the Board of Officers in emergencies.
- D. Sign checks in the absence or inability of the Treasurer.
- E. Sign or co-sign all contracts and agreements for \$500 or more, or other amounts designated by the Board.

- F. Compiles an annual report of the activities of the last calendar year with a record of the educational impact of each event.

Section 2. Treasurer

The treasurer shall have the following duties:

- A. Have charge of all Washington Regency Society's funds and securities.
- B. Disperse those funds as directed by the Board of Officers, provided that the Board has approved the event budget of expected and the actual costs.
- C. Have bank accounts and financial records open at all times for inspection by the Board of Officers.
- D. Provide a Treasurer Report at each Board meeting, with copies of detailed financial statements representing funds received and dispersed, fund balances, and anticipated payables.
- E. Close books annually on the last day of the fiscal year.
- F. Prepares an annual financial report and IRS required paperwork by February 28th.
- G. Receive money and give receipts for all money due and payable.
- H. Updates officers, particularly Correspondence Secretary, of members in good standing.
- I. Will submit all books and records to a qualified individual not on the Board for an annual audit. A report will be sent to the President from this individual.
- J. Before checks are signed by the Treasurer they must be approved in writing (e-mail) by the President or other designated officer.

Section 3. Recording Secretary

The Recording Secretary shall have the following duties:

- A. Ensures that accurate meeting minutes are recorded and maintained.
- B. Perform all official correspondence from the Board.

Section 4. Correspondence Secretary

The Correspondence Secretary shall have the following duties:

- A. Communicate events and Board of Officers communications to members, non-members, and other related clubs.
- B. Facilitate communication between participants and event hosts.
- C. Will maintain a member directory.

Section 5. Web Mistress/Master

The Web Mistress/Master shall have the following duties:

- A. Keeping website current and up-to-date and including archiving of older articles, photos, and events.
- B. Advertise and maintain the events and information on the Washington Regency Society's website and social media.

ARTICLE VII: MEMBERSHIP MEETINGS

Meetings of the Washington Regency Society shall be held in accordance to Washington Regency Society standing rules unless otherwise ordered by the Board of Officers.

All members will be notified if a general membership meeting is held.

Special meetings may be called by the Board of Officers.

ARTICLE VIII: BOARD OF OFFICER MEETINGS

Meetings of the Board of Officers shall be at the call of the President or upon request of three other Board members.

The Board of Officers shall have general supervision of the affairs of the Washington Regency Society between its meetings and shall make recommendations to the Washington Regency Society. The Board is subject to the will of the membership and none of its acts shall conflict with the action taken by the membership.

Three members of the Board of Officers shall constitute a quorum.

With the consent of the members of the Board of Officers, the President may extend an invitation to an advisor, or subject-matter expert, to participate in discussion at such meetings.

ARTICLE VII: IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of Washington State, the Washington Regency Society shall indemnify any Board of Officer, member, employee, or agent, or former member, or any person who may have served at the membership’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and person is referred to in this Article individually as an “indemnatee”), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Board of Officers, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding, if authorized by the Board of Officers, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

Section 3. Insurance

The organization may purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the society would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XX: AMENDMENTS

A quorum of Board of Officers may call for a bylaws change. The bylaw change will be communicated to members and officers prior to voting. The bylaws may be amended by a majority vote and unless otherwise stated, the amendment shall take effect immediately upon adoption.

ARTICLE XXI: DISSOLUTION

Upon the dissolution of the Washington Regency Society, by a majority vote of the Board of Officers, any remaining monies and/or physical properties, after payment of accounts payable, will go to one or more exempt purposes with the meaning of Section 501 ©(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose.

Date adopted: February 4, 2018

President: Ruth Haring

Treasurer: Agnes Gawne

Recording Secretary: Amanda Gentry