

# **THE BY-LAWS OF THE SOCIETY FOR CREATIVE ANACHRONISM, INC.**

## **I. NAME**

The name of this corporation shall be the Society for Creative Anachronism, Inc., herein referred to as the 'SCA'.

## **II. OFFICES**

The principal office of the SCA shall be located in the State of California. The SCA may have other offices as the Board of Directors may determine or as the affairs of the SCA may require from time to time.

## **III. OBJECTIVES AND PURPOSES**

The SCA shall be dedicated primarily to the promotion of research and re-creation in the field of pre-17th century Western culture, as stated in greater detail in Article II of the SCA's Articles of Incorporation.

## **IV. DEDICATION OF ASSETS**

The properties and assets of the SCA are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Director or officer of the SCA. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Internal Revenue Service Code Section 501(c)(3).

## **V. MEMBERS**

### **A. Statutory Members**

The SCA is a public benefit corporation and shall not have any members within the meaning of Section 5056 of the California Corporations Code. It is not a mutual benefit nonprofit corporation permitting distributions to members.

### **B. Nonstatutory Members**

The Board of Directors may designate categories of advisory membership. These will be detailed elsewhere in the Governing Documents of the SCA, Inc. Such advisory members are not members within the meaning of Section 5056 of the California Corporations Code.

### **C. General Conditions and Privileges Of Membership**

#### **1. Access to Membership**

Membership in the SCA is open to any interested individual, without restriction of age or citizenship. Memberships are not transferable or assignable. Membership can be terminated only by: (1) lapse following nonpayment of dues, or (2) action of the Board of Directors in accordance with the rules for Revocation and Denial of Membership as defined in the Corporate Policies of the Society for Creative Anachronism, Inc., II.D. (Revocation/Denial of Membership).

## 2. Privileges of Members

### a. General Privileges of Members and Non-members.

Every member of the SCA is eligible for office and advancement within the SCA, subject to the requirements for such office or such advancement, and to the provisions established above. However, while a group or institution may obtain a membership in order to obtain the newsletters and/or increase its support of the SCA, such membership does not convey the privileges of membership to persons associated with that group or institution. Employment by the SCA as staff, as a contractual agent of the SCA, or as a paid consultant to the SCA does not require membership in the SCA.

### b. Eligibility for Office.

Officers at all levels of the SCA must be members and must have immediate access to the corporate newsletter for their area ~~provided by a subscribing membership at their residence. (Alternate access arrangements may be made on a case-by-case basis for people with post office boxes and for International Members.)~~ This standard also applies to deputies designated as successors to officers subject to this provision, or assigned independent administrative duties. Deputies who only assist with specific tasks are exempt from the newsletter access requirement.

## 3. Revocation/Denial of Membership

Membership in the SCA may be revoked and/or denied as provided in Paragraph C.1 of this Article for the following reasons:

- a. conviction of violation of civil or criminal law
- b. actions that endanger the SCA;
- c. violation of the By-Laws or Corpora of the SCA;
- d. formal recommendation arising out of procedures for the purpose defined in Corpora for the medieval structure of the SCA.

## 4. Reservations to the Board

The Board shall have the sole authority to define the classes of membership and to establish and revise a schedule of dues. No dues may be set by any branch of the SCA. However, fees for admission to events other than regular business meetings of branches of the SCA shall not be considered dues.

# VI. BOARD OF DIRECTORS

## A. Powers

Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of the SCA shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors, herein referred to as the Board. The Board may delegate management of the day-to-day operation of the business of the SCA provided that the activities and affairs of the SCA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board subject to the limitations in the Articles of Incorporation.

## B. Number of Directors

The authorized number of Directors of the SCA shall not be less than five (5) or more than seven (7) until changed by amendment of this Article of the By-Laws.

## C. Qualifications of Directors

Each Director shall be a natural person at least 21 years of age, and shall be qualified for independent

office under V.C.2.a. of these By-Laws.

It is the intent of the SCA that the composition of the Board shall represent a diversity of skills and experience, to enable the Board to make informed, well-balanced decisions on the SCA's activities.

#### **D. Restriction on Interested Directors**

1. No Director may hold any office defined by the Governing Documents to be incompatible with active service on the Board. Any Director planning to take such an office must resign from the Board immediately upon committing to taking the office.

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

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

b. any relative by blood or marriage of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

#### **E. Election and Term**

Directors are elected by the unanimous vote of the Board.

##### **1. Probationary Period**

Each Director shall be appointed for an initial trial period, commencing as of the date said Director assumes his position, and concluding with determination of confirmation by the remaining Directors. This confirmation shall occur within four (4) months of the end of the second regularly scheduled quarterly meeting of the Board of Directors following the date said Director assumes his position. If the Director is not confirmed, the remaining Directors shall appoint someone else to the Board to finish the assigned term, in which case the new Director is subject to the same initial trial period and confirmation vote as provided for in this section.

##### **2. Term of Service**

Directors' terms shall be staggered so that one term ends each six months. Under ordinary circumstances, Directors shall serve fourteen quarters, dating from the meetings at which they are elected. A Director's term begins immediately upon election and acceptance. A Director whose term is expiring may, under extraordinary circumstances, be retained for up to two additional quarters. Such extensions may only be made by unanimous vote of the other Directors. The Director affected must abstain from voting, but may decline to serve. The Board Minutes must describe the circumstances requiring the extension. The extension shall be considered part of the next full term, and a new Director shall be chosen fill the remainder of that term. During the period between acceptance and his or her first meeting, a Director shall receive information routinely distributed to the Board, and shall be bound by its policies regarding the behavior of Directors. Former Directors of the SCA may not be reelected to the Board until a period of at least one (1) year has elapsed after their departure from the Board.

##### **3. Resignation**

Should a Director be unable to serve his or her full term, the remaining Directors shall either leave the position vacant until the end of the term, or elect someone to fill the remainder of the term. Failure to attend the last meeting of a term or extension for any reason shall be considered equivalent to resignation at the beginning of that meeting, unless (in the case of a normal term) prior arrangements for an extension were made by the Board and voted in at the current meeting. As specified in VI.B, the number of active Directors may not be allowed to go below 5, except during a meeting affected by an automatic resignation resulting

from this paragraph.

## **F. Vacancies and Removal**

Directors remain on the Board until expiration of their term of service, resignation, or removal. By a majority vote, the Board may remove any Director without cause at any regular or special meeting, provided that the Director to be removed has been notified in writing that such action would be considered at that meeting.

### **1. Dismissal of a Director**

#### **a. Impeachment**

A Director can be impeached by a letter signed by three (3) Directors, or by a petition signed by a majority of the Corporate Officers or 1,000 of the current advisory members. Additional procedures for petitions of impeachment arising out of the medieval structure of the SCA are defined in Corpora.

#### **b. Removal**

The removal of a Director shall be considered by the Board at its next regular meeting after an impeachment is filed, or at a special election meeting called as provided in VI.I, except that there must be at least ten (10) days' notice in writing to all Directors. If the next regular meeting is more than forty-five (45) days from the time of receipt of a petition of impeachment, a special election meeting shall be called.

### **2. Filling Vacancies**

All vacancies may be filled by unanimous vote of the Directors then in office, whether or not their numbers constitute a quorum.

### **3. Leave of Absence**

A Director may take leave of absence from the Board with the concurrence of the remaining Directors. Such leave of absence shall not extend the absentee's term of service on the Board. An interim replacement may be appointed by the Board with the concurrence of the Director taking the leave for the duration of a leave of absence. An interim Director must meet the requirements for a regular term on the Board, and shall have the same voting rights as a regular Director.

## **G. Place of Meetings; Meetings by Telephone**

Regular or special meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal executive office of the SCA.

Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the Minutes of the meeting. Any meeting may be held by telephonic (including VOIP) or video conference or similar communications equipment, as long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting. Should a meeting be held in person, any Director may be permitted to attend via telephonic (including VOIP) or video conference or similar communications equipment upon approval of the Chairman of the Board.~~Any meeting may be held by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.~~

## **H. Regular Quarterly Meetings**

The Board shall hold a regular meeting in each calendar quarter, for the purpose of appointing Directors and officers of the SCA, and for the transaction of other business. These meetings are open to any

advisory member of the SCA. Notice of these quarterly meetings shall be given via publication in the Minutes of the previous meeting.

## **I. Special Meetings**

1. Special meetings of the Board may be called for any purpose at any time by the Chairman of the Board, or by any two other Directors.

2. Written notice of the time and place of special meetings shall be delivered personally to each Director or communicated to each Director by telephone, electronic mail, or first-class mail, addressed to the Director at the Director's address as it is shown upon the records of the SCA. In case such notice is mailed, it shall be deposited in the United States mail at least ten (10) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone, or electronic mail, it shall be so delivered at least seventy-two (72) hours prior to the time of the holding of the meeting. Such mailing or delivery shall be due, legal and personal notice to each Director.

3. Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the Minutes of the meeting.

## **J. Action at a Meeting; Quorum and Required Vote**

An act of the Board consists of an affirmative decision by a majority of the maximum authorized number of Directors, except as otherwise provided for in the By-Laws. A quorum shall be a majority of the maximum authorized number of Directors.

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

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

## **L. Committees**

The Board may designate one or more committees to serve at the pleasure of the Board. These committees shall serve as advisory bodies, and shall not exercise the authority or power of the Board.

## **M. Reimbursement of Expenses**

Directors and members of committees may receive such reasonable reimbursement for expenses as may be determined by the Board.

# **VII. ADMINISTRATION**

## **A. Officers**

1. The officers of the corporation shall consist of a President, a Vice President for Operations, a Vice President for Corporate Operations, a Treasurer, a Secretary, and such others as the Board may from time to time designate. The office of President may be held by the Chairman of the Board of Directors

2. Officers of the corporation are elected by a unanimous save one vote of the Board, and shall hold office until their term of service is over, they resign, or they are removed by a two-thirds vote of the Board. The term of service shall be as agreed upon between the officer and the Board. It may be limited or open.

## **B. Corporate Office**

The SCA shall maintain a business office to carry out regular administrative work of the SCA. Where overall benefit to the SCA will result, portions of the duties assigned to any officer described or referenced in Paragraphs VII.A.2-4 may be transferred to this office, and such duties as are not explicitly assigned to other officers may be assigned to and performed by this office.

## **C. Compensation**

The salary and other compensation of other officers shall be fixed from time to time by resolution of or in the manner determined by the Board.

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

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

The Board may, at its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the SCA. Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts and other corporate instruments and documents shall be executed, signed or endorsed by the Chairman of the Board, Vice-Chairman of the Board or the President and by the Secretary or Treasurer.

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

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

## **C. Gifts**

The Board may accept on behalf of the SCA any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the SCA not inconsistent with the charitable limitations in the Articles of Incorporation.

# **IX. INDEMNIFICATION**

1. To the fullest extent permitted by law, the SCA may indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said section 5238(a), and including an action by or in the right of the SCA, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section.

2. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" may be advanced by the SCA before final disposition of the proceeding upon receipt by the SCA of a contract from that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the SCA for those expenses.

3. The SCA shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

# **X. BOOKS AND RECORDS**

The SCA shall keep correct and complete books of account and records and shall also keep Minutes of the

proceedings of the meetings of its Board, and shall keep in the Corporate Office a record giving the names and addresses of the persons described in Article V, which record shall not be copied or viewed by any person, except with the prior written permission of the Board. The books of account may be inspected by any member or member's agent, for any reasonable purpose at any reasonable time.

## **XI. FISCAL YEAR**

The Fiscal Year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **XII. AMENDMENT TO BY-LAWS**

1. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the unanimous consent of the Board. Such amendments and alterations must be made in writing, and must immediately be placed in the records of the SCA, and appended to copies of the By-Laws available to the membership.
2. Under normal circumstances, the Board will publicize proposed changes to the By-Laws in sufficient time to allow comment from the membership before making a final determination.
3. The Board of Directors shall give a minimum of sixty (60) calendar days' notice to Kingdom Administration of the effective date of changes made to the By-Laws. This notice shall be in written form and the sixty days shall count from the date of mailing. In case of an emergency, less notice may be given, such notice to be no less than thirty (30) days before the implementation date for such changes. In all cases where less than sixty days' notice was given, the notice shall be accompanied by a letter of explanation of the emergency prompting the change.

## **XIII. DEFINITION OF STRUCTURE**

### **A. The Corpora**

The Board shall establish and maintain a document defining the structure of the medieval organization used by the SCA in its re-creations, and including minimum requirements and guidelines for that organization. This document is referred to as the Corpora of the SCA. The Corpora may be altered, amended or repealed in part or in whole by a two-thirds vote of the Board. Such amendments and alterations must be made in writing and must immediately be placed in the records of the SCA, and appended to copies of the Corpora available to the membership.

### **B. Corporate Policies of the SCA, Inc.**

The Board shall establish and maintain a document defining policies applying to the SCA. This document is referred to as the Corporate Policies of the SCA, Inc. The Corporate Policies may be altered, amended or repealed in part or in whole by a two-thirds vote of the Board. Such amendments and alterations must be made in writing and must immediately be placed in the records of the SCA, and appended to copies of the Corporate Policies available to the membership.

## **XIV. PARLIAMENTARY PROCEDURE**

In the discretion of the Chairman of the Board, bBusiness meetings of the Board, or any portion of such meetings, shall ~~in general~~ be ~~conducted~~held according to the procedures defined in the latest edition of *The Standard Code of Parliamentary Procedure* by Alice Sturgis ~~except where specified differently by these By-Laws.~~

# THE CORPORATE POLICIES OF THE SOCIETY FOR CREATIVE ANACHRONISM, INC.

## I. MEMBERSHIP TYPES

Membership in the SCA is open to any interested individual. Membership takes effect when the Corporate Office receives a prospective member's application. Positive confirmation of membership consists of:

- a valid membership card;
- appearance of the name with a valid membership on a printout from the Corporate Office;
- a membership label issued by the Corporate Office showing the name and expiration date;
- a postcard or letter from the Corporate Office confirming that the membership has been received;
- [a proof of membership letter generated from the SCA membership webpage.](#)

### A. Statutory Members

The SCA is a public benefit corporation and shall not have any members within the meaning of Section 5056 of the California Corporations Code. It is not a mutual benefit nonprofit corporation permitting distributions to members.

### B. Non-Statutory Members

The Board of Directors has designated the following categories of advisory membership. Such advisory members are not members within the meaning of Section 5056 of the California Corporations Code. California law supports the SCA's use of the terms "member" and "membership" in the common English meaning, referring to persons who have paid to be associated with the organization.

1. Sustaining Membership conveys eligibility to hold office in the SCA, a subscription to a Kingdom newsletter, the option to subscribe to other Corporate publications, and any other privileges designated by the SCA or its subdivisions as accruing to members of the SCA. This type of membership is considered a subscribing membership.
2. International Membership conveys the privileges of Section I.B.1. This membership type is available only in locations outside the United States which are part of the SCA, Inc., and not subject to an affiliate corporation. This type of membership is considered a subscribing membership.
3. Associate Membership conveys eligibility to hold office in the SCA, except where other membership categories are required Governing Documents. Associate membership also entitles the holder to any privileges designated by the SCA or its subdivisions as accruing to members of the SCA, except where another membership type is specifically required by the organization defining the privilege. This type of membership is not considered a subscribing membership.
4. Family Membership extends the privileges of Section I.B.1 to the immediate family of aone additional adult and any children aged 21 or younger who live at the same physical address as a member defined in paragraphs B.1-B.2 of this Article, who live at the same physical address as the member. This type of membership is not considered a subscribing membership.
5. Institutional Membership allows a library or school to subscribe to Tournaments Illuminated and The Compleat Anachronist without acquiring the regional newsletter, and without any of the other privileges of membership. The Board reserves the right to determine whether or not a given organization qualifies for this membership type.

## II. GENERAL CONDITIONS AND PRIVILEGES OF MEMBERSHIP

### A. Access to Membership

Membership in the SCA is open to any interested individual, without restriction of age or citizenship. Membership can be terminated only by:

1. lapse following nonpayment of dues, or
2. action of the Board of Directors.

Memberships are not transferable or assignable.

### B. Privileges of Members

Every natural person holding membership in the SCA is eligible for office and advancement within the SCA, subject to the requirements for such office or advancement, and to the provisions established above. A group or institution may obtain a membership of the types listed in V.B.1-3 in order to obtain the newsletters and/or increase its support of the SCA; such membership does not convey the privileges of membership to any individual associated with that group or institution.

### C. Eligibility for Office

Officers at all levels of the SCA must be members as defined in I.B.1-4 above, and must have immediate access to the corporate newsletter for their area provided by a subscribing membership at their residence. (Alternate access arrangements may be made on a case-by-case basis for people with post office boxes and for International Members.) This standard also applies to deputies designated as successors to officers subject to this provision, or assigned independent administrative duties. Deputies who only assist with specific tasks are exempt from the newsletter access requirement.

1. No Director may hold any Crown, Principality Coronet, or Great Office of State of a kingdom or principality while serving on the Board.
2. Minors as officers
  - a. Subject to Section C.2.c. below, mMinors fifteen (15) years of age or over may serve as officers, save the offices of group marshal, seneschal, or exchequer, only with the express written approval of their parent or legal guardian and their kingdom superior, who must first be notified of the age of the minor.
  - b. Minors under fifteen (15) years of age may not serve as officers.
  - c. Minors may not serve as group marshals, or as marshals in charge, Minors may not serve as a seneschal, or exchequer.

### D. Revocation/Denial of Membership

~~Membership in the SCA may be revoked for the following reasons:-~~

- ~~• Conviction of violation of civil or criminal law.~~
- ~~• Actions that endanger the SCA.~~
- ~~• Violation of the Governing Documents or other rules of the SCA.~~
- ~~• Formal recommendation arising from procedures defined in Corpora.~~

~~Membership in the SCA may be denied for the same reasons as for revocation. Membership may also be denied if the reasons for a previous revocation of membership are still considered valid by the Board.~~

~~The Board will consider a request for revocation or denial of membership in the SCA under any of the following circumstances:-~~

- ~~• Petition to the Board by 30% or more of the membership of the kingdom of residence of the person being considered for such revocation or denial who are currently members of the SCA.~~
- ~~• Petition by a majority of the kingdom Great Officers and peers of the kingdom of residence who are currently members of the SCA.~~
- ~~• The recommendation of a duly-constituted kingdom court of chivalry.~~
- ~~• Documentation of cause for absolute banishment.~~

A revocation or denial of membership by the Board enforces exclusion from all SCA functions in all SCA kingdoms.

## 1. Grounds

Membership in the SCA may be revoked and/or denied at the sole discretion of the Board of Directors for the following reasons:

- Actions that endanger public health and safety, or disturb the peace of an SCA activity in a manner which would make it reasonable for the modern authorities to be called in for assistance.
- Actions in the course of performing official duties on behalf of the SCA which would make it reasonable for the modern authorities to be called in for assistance.
- Actions that endanger the SCA.
- Violation of the Governing Documents or other rules of the SCA.
- Conviction of violation of civil or criminal law.

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

## 2. Board Consideration

The Board will consider a request for revocation or denial of membership in the SCA under any of the following circumstances:

- Petition to the Board by 30% or more of the membership of the kingdom of residence of the person being considered for such revocation or denial who are currently members of the SCA.
- Petition by a majority of the kingdom great officers and peers of the kingdom of residence who are currently members of the SCA.
- The recommendation of a duly-constituted kingdom court of chivalry.
- Documentation of cause for absolute banishment.
- For such reasons described in the Sanctions Handbook.

## 3. Notification

Upon receipt of a request for Board action affecting membership, the Board shall notify the person(s) in

question of when the matter will be considered and invite all relevant documentation and appeals.

Due to the serious nature of these proceedings the Board may elect to temporarily prohibit a person's participation in Society functions until a decision on revocation and denial of membership has been reached. In such a case, the Board shall make all reasonable efforts to expedite these proceedings and prevent unnecessary delay. [See the Sanctions Handbook for details of the sanction process.](#)

#### **4. Appeal**

A revocation or denial of membership may be appealed, but such appeal must be accompanied by new evidence that warrants re-examination by the Board. At the conclusion of the imposed term of revocation or denial, or if an appeal as provided above is accepted by the Board, exclusion from SCA events shall be lifted, and the individual shall be allowed to (re)apply for membership in the SCA, unless membership is again denied.

#### **~~E. Notification~~**

~~Upon receipt of a request for Board action affecting membership, the Board shall notify the person(s) in question of when the matter will be considered and invite all relevant documentation and appeals. The Board will discuss and decide such a petition in accordance with its rules.~~

~~Regardless of how the process is initiated, a revocation or denial of membership by the Board enforces exclusion from all SCA events in all SCA kingdoms. Such a revocation or denial of membership may be appealed, but such appeal must be accompanied by new evidence that warrants re-examination by the Board. At the conclusion of the imposed term of revocation or denial, or if an appeal as provided above is accepted by the Board, exclusion from SCA events shall be lifted, and the individual allowed to (re)apply for membership in the SCA, unless membership is again denied.~~

#### **EF. Reservation by the Board**

The Board shall have the sole authority to define the classes of membership and establish and revise a schedule of dues. No dues may be set by any branch of the SCA. However, fees for admission to events other than regular business meetings of branches of the SCA shall not be considered dues.

### **III. ADMINISTRATION**

The officers of the corporation shall consist of a President, a Vice President for Operations, a Vice President for Corporate Operations, a Treasurer, a Secretary, and such others as the Board may from time to time designate. ~~The office of President may be held by the Chairman of the Board of Directors.~~

Officers of the corporation are elected and serve as described in the By-Laws.

#### **A. President**

The President is the principal spokesperson for the SCA. The President may sign and authorize such instruments as he or she deems appropriate to the conduct of the SCA's proper business, and may delegate similar responsibilities. In the event of absence or incapacity of the President, the duties shall be apportioned at the discretion of the Board.

#### **B. Vice President for Operations**

The Vice President for Operations shall manage the administration of the SCA's historical re-creations through a network of Regional Vice Presidents, known as Kingdom Seneschals. The Vice President for Operations is authorized by the Board to sign instruments required for the conduct of the SCA's historical recreations, and may delegate similar responsibilities. This officer also serves as Society Seneschal. The duties of this position are further defined in Corpora.

### **C. Vice President for Corporate Operations**

The Vice President for Corporate Operations shall be responsible for maintaining the membership files of the SCA; for processing membership applications and depositing membership monies as instructed by the Treasurer; and for preparing mailing lists for publications of the corporation. The Vice President for Corporate Operations is in charge of the day-to-day operations of the Corporate Office, and will supervise any office staff. The Vice President of Corporate Operations shall be financially responsible for all membership monies to the Treasurer.

### **D. Secretary**

The Secretary shall be responsible for the regular administrative duties of the Board and the corporation, including correspondence, Minutes of all meetings of the Board, and such other administrative duties as shall be assigned by the Board or the President. The Secretary shall maintain all necessary records of the corporation not maintained by other officers or offices. The Secretary shall be responsible to the President and the Board for the regular performance of the administrative duties of the corporation.

### **E. Treasurer**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the SCA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit (or cause to be deposited) all monies and other valuables in the name of and to the credit of the SCA with all such depositories as may be designated by the Board. The Treasurer shall disburse (or cause to be disbursed) the funds of the SCA as may be ordered by the Board, shall render to the Board, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the SCA, and shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws.

The Treasurer shall supervise a person known as the Exchequer holding a separate position within the structure of the Society's historical re-creation. The title and duties of this position are defined in Corpora.

### **F. Other Offices**

The Board may designate other offices as necessary.

## **IV. WAIVERS – GENERAL**

- A. The General Membership waiver shall be incorporated into the Membership Application form, to be filled out by the prospective or renewing member at the time the membership application form is filled out. This Waiver covers attendance and participation at Society events.
- B. A membership card ("blue card") with a condensed form of the waiver text printed on the back shall be provided to members who have executed the general waiver as part of becoming members or renewing their memberships.
- C. Members who have not executed the general waiver as a part of becoming members or renewing their memberships shall be issued a different colored membership card and shall be subject to the provisions contained in the General Waiver Policy as if they were not members of the SCA, Inc.
- D. Non-members, and members who have not brought their blue membership cards, are required to comply with the waiver signing provisions contained in the General Waiver Policy or they shall be denied admittance to SCA sponsored activities coming within the purview of said Waiver Policy.

## V. WAIVERS - COMBAT

### A. Waivers for SCA Combat-Related Activities

Waivers are required for participation in SCA combat and related activities. The SCA General Membership waiver adopted [July 1995](#) is the text required for use in the United States. Alternative texts may be approved by the Board for use in other countries. Proof of waiver will be established as follows:

1. To be authorized, or to engage as an authorized participant in SCA combat or related activities, a person must present a current valid membership card indicating that the appropriate waiver is on file with the SCA, Inc. or they must sign a waiver with the same text and comply with all the provisions of that policy.
2. To train for authorization at SCA-sponsored practice sessions, a person must either present a current valid membership card indicating that the appropriate waiver is on file with the SCA, Inc. or they must sign a waiver with the same text and comply with all the provisions of that policy.
3. Prior to the training of a minor in any SCA combat-related activity, the parent or guardian of the minor must witness the activity, discuss it with a witnessing marshal, and execute a Waiver for the minor. The witnessing marshal must be explicitly authorized to perform this function by the Earl Marshal of the kingdom. The marshal who authorizes a minor person for any form of SCA combat-related activity must be the Kingdom Earl Marshal or the Principality Marshal. This need not be the same person as the witnessing marshal.

### B. Medical Authorization for Minors:

Any minor involved in SCA combat-related activities at an event must have a parent or properly-executed Medical Authorization Form for Minors designating some adult person present at the event as able to authorize medical treatment for that minor in the case of any emergency.

## VI. WAIVERS - PROCEDURES

1. Anyone attending any event sponsored by a branch of the SCA Inc. who is not able to present a valid SCA Inc. waiver card/[blue membership card](#) must execute a waiver as follows:
  - a. All US Branches: must execute a waiver with the text adopted by the Board of Directors at each such event, practice or function
  - b. All non-US Branches
    - i. must execute a waiver with the text adopted by the Board of Directors at each such event, practice or function, or
    - ii. must use a country-specific waiver that has been approved by the US Board of Directors, or
    - iii. must submit to the US Board of Directors a letter of legal opinion stating that the waiver requirement is not necessary in that particular country.
2. The text of all waivers must be the language approved by the Board of Directors for waiver usage, subject to individual modern jurisdictional requirements. Such alternative texts must be approved by the Board of Directors prior to usage. Roster style waivers are acceptable providing that the full text of the waiver language is included.
3. An event, for the purposes of this section only, is defined as any recreation function announced in the branch, Kingdom, or Principality newsletter. Business meetings, demos, guild meetings, dance practices, or planning sessions are specifically excluded from these provisions. Combat or Fighter practices are not excluded and waivers must be collected from those actively participating in the

combat related activities at such practices.

4. Any function at which combat related activities will occur fall under the auspices of this waiver policy, regardless of what other activities may be occurring at the function. If there is a doubt about whether a specific function falls under this policy, the Kingdom Seneschal is directly empowered by the Board to make that determination and report same in their next regularly scheduled report.
5. The local Seneschal, or other officer in charge of any function at which waivers will be required, is responsible for ensuring that a copy of that Kingdom's Law and the current Organizational Handbook are available at that function.
6. Each Kingdom shall have a single responsible officer ("Waiver Secretary") as a deputy to the Kingdom Seneschal to ensure that all required waivers, rosters, and sign-in sheets are collected and safely stored within a reasonable time after each event. The Waiver Secretary shall ensure that waivers for each event can be located and provided to the appropriate officials in the event a specific waiver is required.
7. Each Kingdom shall store all original executed waivers, rosters, and sign-in sheets, or legally accepted facsimiles including those stored on electronic media, in such a manner that a responsible party can easily retrieve any needed waiver.

Local groups need not maintain copies of these records. Kingdoms shall maintain the adult waivers for seven years and the minor waivers for 20 years.

## **VII. POLICY ON FINANCIAL RESPONSIBILITY AND REDRESS**

It is the policy of the Society for Creative Anachronism, Inc. to vigorously pursue legal action and redress on the part of the Society for Creative Anachronism, Inc. and its members in any case of financial malfeasance or misfeasance involving SCA funds.

## **VIII. POLICY ON ALCOHOL**

Manufacturing, distributing, selling, serving, or furnishing of alcoholic beverages by the SCA or its branches or subdivisions is prohibited within the United States and its territories.

The use of any SCA funds for the purchase of potable alcohol, except for such quantities as may be necessary for cooking, is prohibited in the United States and its territories.

Officers are not prohibited from serving alcohol; however, it must be done as individuals, and not as part of their official duties as officers.

Officers are not prohibited from giving gifts of alcohol; however, it must be done as individuals, and not as part of their official duties as officers. Giving or receiving gifts of alcohol in court is not considered to be part of an officer's official duties.

## **IX. POLICY ON FIRST AID AT EVENTS OR SCA ACTIVITIES**

While organized first aid services are desirable at events, the Society and its branches may not be placed in the position of promising to provide these services. Therefore, while branches are encouraged to have qualified volunteer first aid personnel available, they are specifically prohibited from requiring the presence of a medical or first aid officer at events, and from in any way implying that the Society's sponsorship of an event depends upon the presence of organized first aid services.

There shall be no ownership or possession by any branch or recognized guild of the Society for Creative Anachronism, Inc. of the following Medical Equipment: Automated External Defibrillators (AED).

## **X. POLICY ON ELECTRONIC COMMUNICATIONS**

### **A. Electronic Publication of SCA Documents**

When official corporate documents are published electronically on a site not sponsored by the SCA, Inc., the original copyright notice for the document must be provided along with the text. The following addition should be made to the copyright notice:

"In cases of conflict, the governing version of this document is (title of document), copyright (date) by the Society for Creative Anachronism, Inc., and obtainable in printed form from the SCA Stock Clerk, P.O. Box 360789, Milpitas CA 95036. Disputes over the contents of this document will be decided in favor of the printed version available from the SCA, Inc."

### **B. Participation of SCA Officials in Electronic Communications Media**

1. Unless otherwise stated as a prerequisite of office, electronic communication is not required of any officer. Traditional paper correspondence is always acceptable, and is the default means for official correspondence.
2. The SCA, Inc. neither prohibits nor requires members' or officers' participation in electronic communications media such as newsgroups or mailing lists.

### **C. Electronic Communications to and from SCA Officers**

1. Electronic communications to SCA officers may be regarded as formal communications only if approved in advance by the officer, or if a non-automated confirmation of receipt is obtained.
2. Messages posted for general attention on any public electronic communications forum are not regarded as formal communications to an officer, whether or not that officer is known to participate on the forum in question. Communications posted by corporate or kingdom officers to their officer-specific forums may be considered official communications to those officers subscribed to the forum only upon return of a non-automated confirmation of receipt.
3. Any policies or procedures governing the handling of correspondence, such as maintenance of file copies for correspondence with lasting effect, apply equally to electronic mail. Officers must ensure that any electronic files are passed on in a format readable by their successor.
4. SCA officers must distinguish between their personal opinions and official statements or policies of their office in electronic communications.

## **XI. POLICY ON COINAGE AND CURRENCY**

While the SCA, Inc. supports and encourages the study of period numismatics, it is not the policy of the SCA, Inc. to endorse or require the acceptance of privately minted coinage or other tokens at SCA-sanctioned events. The SCA, Inc. or its branches shall not require the acceptance of privately minted coinage or other tokens as payment for any goods or services at any SCA-sanctioned events. Any such transactions may be conducted at the discretion of the individuals involved, as with any other barter transaction. In such cases, compliance with applicable tax laws is the responsibility of the individuals.

## **XII. POLICY ON SERVICE TRADEMARKS**

The names (group and award/order) and armory (devices and badges) which appear in the registry of the Society Laurel, or in the registry of any SCA Kingdom, Principality or any branch or subgroup thereof are owned by the SCA and may be used only upon permission of the Society President or authorized delegate. This includes names and armory of guilds and other artisan groups registered with Laurel by the SCA or Kingdom including any other such marks as would be considered "collective marks" designating quality, origin or distinguishing features or goods or services.

~~The names (group and award/order) and armory (devices and badges) registered by Laurel to the SCA or to branches are trademarks to be considered service marks of the SCA. This recognition is to formally recognize these marks and our use of them to the purpose the US Patent and Trademark Office terms "collective marks."~~

### **XIII. POLICY ON ACCESSIBILITY TO SOCIETY FUNCTIONS**

The SCA, Inc. will not discriminate against any member or participant on the basis of race, sex, religion, national origin, age or disability. The SCA, Inc. will comply with all laws of the nation in which the meeting or event is held. For any meeting or event held in the United States, the SCA, Inc. will comply with the Americans with Disabilities Act. The SCA, Inc. will provide reasonable accommodations to qualified individuals with disabilities to enable all participants to fully enjoy the events whenever it is possible to do so. The SCA, Inc. will at all times attempt to provide reasonable accommodations, while preserving the fundamental nature of the SCA event.

### **XIV. POLICY ON LAND USE / REAL ESTATE**

Funds may be designated to the purchase or improvement of real estate by branches, provided that the source, maintenance, and purpose of any such fund are clearly designated within the branch's financial policy.

No representative of the SCA may financially obligate the SCA to the purchase or substantial improvement of real estate without prior approval of the Board of Directors. An improvement will be considered substantial if:

- a. It requires a building permit or other clearance from the local government;
- b. It increases the fair market value of the property; or
- c. It is constructed in a manner that makes its portability to another site questionable or not feasible.

A separate incorporation for the purpose of holding real estate may be required by the Board of Directors.

### **XV. TRANSLATION OF CORPORATE DOCUMENTS**

The following clause will be placed in all documents published by the Society for Creative Anachronism, Inc. or any of its branches that are translated into a language other than English and contain rules or policies of the Society for Creative Anachronism, Inc. or that branch.

*The approved English language version of any Society for Creative Anachronism, Inc. document is the official version. In case of conflict between the English language version and a translation into another language, the English language version governs.*

### **XVI. AUTHORITY TO RETAIN LEGAL COUNSEL**

Only the President of the Society for Creative Anachronism, Inc., has the ability to retain legal counsel (attorney, barrister, solicitor, et. al.), whether paid or unpaid (pro bono) on behalf of the society for Creative Anachronism, Inc. or any of its branches. No other officer, at any level of governance of the Society for Creative Anachronism, Inc. has the authority to retain (even pro bono) legal counsel (attorney, barrister, solicitor, et. al.) to advise or represent the Society for Creative Anachronism, Inc. or any branch, without prior written authorization and confirmation of the retention of such counsel from the President.

### **XVII. AMENDMENT TO CORPORATE POLICIES**

Under normal circumstances, the Board will publicize proposed changes to Corporate Policies in sufficient time to allow comment from the membership before making a final determination.

The Board of Directors shall give a minimum of sixty (60) calendar days' notice to Kingdom Administration of the effective date of changes made to Corporate Policies. This notice shall be in written form and the sixty days shall count from the date of mailing. In case of an emergency, less notice may be given, such notice to be no less than thirty (30) days before the implementation date for such changes. In all cases where less than sixty days' notice was given, the notice shall be accompanied by a letter of explanation of the emergency prompting the change.