

This document was adopted as the bylaws of the Knighten Guild and Company (hereinafter Knighten Guild or KG) on April 8, 2016 by a majority vote of the Board of Directors.

## BYLAWS Of Knighten Guild

Formed in the Commonwealth of Massachusetts

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### 1. Adoption of Bylaws

A. This document shall supersede any pre-existing Knighten Guild policy regarding the subjects it covers.

B. It is the intention of the Board of Directors that these bylaws shall comply with all laws of the United States and the Commonwealth of Massachusetts. If the Board is advised that any part of these bylaws are inconsistent with the law, it will take immediate action to revise the bylaws.

C. These bylaws may be amended by the Board using the decision-making processes discussed in later sections of this document.

### 2. Mission of the Knighten Guild

Our mission is to foster a collaborative environment and community for participatory arts, encouraging people to express their creativity, and challenging them to extend their concept of both community and art. The Knighten Guild shall provide a governing body and financial oversight for The Mutton and Mead Medieval Festival, including executive authority over Organizing Committees and Production Teams for said festival and any and all related promotional events.

### 3. The Organization and the Board of Directors

#### A. Location

The principal office of Knighten Guild shall be located within the State of Massachusetts. KG may maintain additional offices at such other places within, or without, the State of Massachusetts as the Board of Directors may designate.

#### B. Compensation

The KG will not compensate the members of the Board. Members of the board may perform specific tasks or duties as members of Organizing Committees and/or Production Teams which shall be eligible for compensation according to set values assigned to said tasks and duties. To avoid a conflict of interest, board members must abstain from voting on the approval of valuation of his/her respective task or duty. Outside Contractors (entertainers, vendors, etc), may not serve on the board as that would clearly constitute a conflict of interest. An Outside Contractor may be asked to provide input on a specific matter as a consultant without creating conflict of interest provided that it is done without compensation.

#### C. Composition of the Board of Directors

The business and affairs of KG shall be managed under the direction of the Board of Directors, in a manner consistent with the roles described in section 4.

i. The number of members constituting the entire Board of Directors shall be no less than three (3) nor more than eleven (11).

ii. The number of directors may be increased or decreased by amendment of the Bylaws, or by decision of the Board as discussed in section 6.

iii. Members of the Board shall be selected by the existing Board following the decision-making processes discussed in section 6.

iv. Any director may resign, at any time, upon written notice to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no formal notice of acceptance of such resignation shall be necessary to make it effective.

v. Except as otherwise provided by law, any one or more members may be removed with, or without, cause at any time by a 2/3 majority of the Board, following the procedures discussed in section 6.

vi. There is no pre-set term for membership on the Board; members shall serve until they resign or are removed as provided herein.

vi. The Board of Directors must legally have a President, a Clerk, and a Treasurer. These will all be elected positions. See section 3E for a description of these positions. The board may, if it so determines, elect other officers, and may give them such further designation or alternate titles as it considers desirable. No more than two offices may be held by the same person.

vii. The Board of Directors shall determine who shall be authorized, on the Corporation's behalf, to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

#### D. Indemnification

The Corporation may indemnify any director who has been successful, on the merits or otherwise, in the defense of any proceeding described below against reasonable expenses incurred

by the director in connection with the proceeding, or as a court of competent jurisdiction shall determine. The Corporation may indemnify any director, former director, any person who may while a director of the Corporation, have served at its request as a director, officer, partner, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise and may, by resolution of the Board of Directors, indemnify any officer or agent against any and all expenses and liabilities actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which she or he may be or is made a party by reason of being or having been a director, officer, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which it shall be proved that the act or omission of the director, officer, employee or agent was material to the cause of action adjudicated in the proceeding and was either (1) committed in bad faith or was the result of active and deliberate dishonesty, or (2) the director, officer, employee or agent received an improper personal benefit in money, property or services, or (3) in the case of any criminal proceeding, the director, officer, employee or agent had reasonable cause to believe that the act or omission was unlawful.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, judgments, penalties, fines, settlements and reasonable expenses actually incurred by such director, officer, employee or agent. The Corporation may pay or reimburse personal expenses in advance of the final disposition of the proceeding upon written receipt by the Corporation of a written affirmation by the director of the director's good faith belief that the standard of conduct necessary for indemnification by the Corporation has been met, and a written undertaking by or on behalf of the director to repay the amount if it shall ultimately be determined that the standard of conduct has been met.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by the Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power to the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee or agent of the Corporation, or who while a director, officer, employee or agent of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against and incurred by him arising out of such person's position, whether or not the Corporation would have the power to indemnify such person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of

the Code or any other provision of the Code applicable to corporations described in § 501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

#### E. Description of Positions

**President** - The president will:

Motivate or cheerlead, and generally push others to execute on their roles.  
Organize board meeting dates, set agendas, and coordinate meeting chairs.  
Strive to have monthly board meetings.  
Manage accountability of other board members.  
Manage year-round high level schedule.  
Liaison with KG and Mutton & Mead event coordinators.

**Treasurer** - The treasurer will:

Insure proper preparation and filing of all tax documents.  
Publish an itemized list of income and expenditures.  
Reimburse board approved expenses.  
Be responsible for bank account access.

**Clerk** - The clerk will:

Take minutes at board meetings (or delegate if her/she cannot attend).  
Disseminate minutes to the community.  
Deal with files.  
Execute plans for long-term development of KG.

#### 4. Roles of the Board of Directors

In keeping with our mission, the KG Board of Directors must facilitate community-wide collaboration.

The role of the KG Board of Directors is to:

- A. Provide a legally recognizable entity to represent and administer the organization when such entity is required.
- B. Make decisions pertaining to the safety, legality, and financial feasibility of KG activities and events.
- C. Make decisions that cannot feasibly be made by community-wide consensus. (This is to be interpreted as narrowly as possible—e.g., the date of KG organized activities.)
- D. To create a sense of teamwork among its members that serves as inspiration to take on the most difficult organizational challenges.

Any decision which does not need to be made by the Board, in keeping with these roles, should be left to volunteer committees, or to the community at large.

## 5. Responsibilities of Board-Members

Those who agree to become members of the Board commit to make all reasonable efforts to do the following:

- A. Participate in all decisions before the Board.
- B. Attend all Board meetings (in person or by teleconference).
- C. Read and respond to e-mails regarding Board decisions within 72 hours.
- D. Take on challenging volunteer roles necessary to the feasibility of KG activities.
- E. Bring positive effort to Board discussions whenever possible, with the understanding that they may be complex or involve difficult interpersonal situations.
- F. Represent KG in a way consistent with our Mission.
- G. Avoid exercising control over KG in a way inconsistent with the role of the Board.
- H. Maintain positive working relationships with all other Board members and volunteers.
- I. Refrain from encouraging behavior within the community that could endanger the safety or legality of KG activities.
- J. To resign from the Board if unable or unwilling to fulfill these responsibilities.
- K. Delegate work to the community in order to have the community included in KG's work, and to prevent the board from being overwhelmed.
- L. To enable continuity by documenting procedures and mentoring future leaders.

## 6. Decision-making: Consensus-building

Consensus-building will be the primary and preferred method for making all decisions before the Board. Members are expected to strive for consensus in good faith, taking into account the following guidelines:

### A. Timeframes

When a member poses a question to the Board, he/she should suggest a timeframe within which the Board should attempt to reach consensus.

- i. Whenever possible, timeframes should be based on actual time constraints and should not be arbitrary.
- ii. If any member feels that the suggested timeframe is not reasonable, he/she should state this and suggest an alternate time-frame.
- iii. The minimum timeframe for any discussion should be one week, except when circumstances clearly necessitate a faster decision.

## B. Participation

All Board members are expected to contribute to all discussions.

- i. If a member is unable to participate in a discussion because of other commitments or lack of time, he/she should state this to the group. It may be assumed that he/she will accept any decision that is made. If he/she is not willing to accept any decision that is made, he/she should ask for a postponement of the discussion or an extension of the time-frame.
- ii. If a member is not interested in participating in a discussion because he/she does not have an opinion on the issue, he/she should state this to the group. It may be assumed that he/she will accept whatever decision is reached.
- iii. If a member does not participate in a discussion and does not give a reason why not, other members should prompt him or her for a statement.

## C. Clarification and Compromise

When consensus on an issue is not reached immediately, members should ask each other questions to clarify positions and suggest possible compromises.

- i. Members should respond to clarifying questions from other members, keeping in mind the time-frame.
- ii. Members should strive in good faith to continue the clarification and compromise process even if it becomes frustrating.
- iii. If a member with a minority opinion does not wish to compromise for reasons of principle, but does not wish to prevent a decision from being made, he/she may call a vote as discussed in section 7A(iv).
- iv. If one or more members repeatedly fail to respond to attempts at clarification or compromise by other members, this may be grounds for taking a vote as discussed in section 7Aiii.

## D. Straw Votes

If a member wishes to gauge the board's progress toward consensus on an issue, he/she may call a non-binding "straw vote." He/she should make it clear that this is not a binding vote as discussed in sections 7 or 8.

## 7. Decision-making: Arbitrative Voting

In certain cases where consensus is not possible, or practical, a decision may be finalized by a 2/3 majority vote.

### A. Conditions for Voting

The board may vote as an alternative to consensus-building only if one of the following conditions is met:

- i. Third parties or unavoidable circumstances clearly necessitate a decision by a certain time. (This is to be interpreted as narrowly as possible—e.g., KG must provide information or a decision to a third party by a certain date.)

ii. Consensus is not possible because one, or more, members have consistently failed to participate in a discussion, despite prompting from other members, as discussed in section 6B.

iii. Consensus is not possible because one or more members have stated a dissenting opinion, but have consistently failed to respond to questions from other members clarifying their position, or offers of compromise from other members.

iv. One or more members with dissenting opinions have stated that they do not intend to compromise for reasons of principle, but would prefer a vote because they do not wish to prevent a decision from being made, as discussed in section 6C(iii).

v. Consensus is not possible because the Board is unable to proceed toward compromise among dissenting opinions despite good-faith efforts following the guidelines in section 6C.

#### B. Protocol for Voting

i. If a member wishes to initiate a vote, he/she must state which of the conditions outlined in section 4A has been met, and why.

ii. To initiate the vote, the member must make a motion in the form of a proposal that can be voted on with a “yes” or “no”.

iii. In order for the vote to proceed, a second member must “second” the motion.

iv. Once a motion has been made and has received a second, a vote will proceed. All members are expected to vote, unless they have stated that they believe the vote is not appropriate, as discussed in section 6C.

v. A vote shall be considered to have “passed,” and the proposal shall become the binding policy of the board, at such as time as it receives enough “yes” votes to constitute at least 2/3 of the current voting membership.

vi. Corollary to 7Bv, if a member abstains from voting, this will be the functional equivalent of a dissenting vote.

#### C. Remedy for Inappropriate Votes

i. If a member believes that a vote has been called inappropriately (that is, none of the conditions in section 7A have genuinely been met) he/she should state this for the group, and abstain from voting, or cast a dissenting vote.

ii. If the motion receives a second, the vote may still proceed despite the objection. HOWEVER:

iii. Any member who agrees that the vote is inappropriate should state this, and abstain from voting, or cast a dissenting vote. That is, a member should only vote with the majority if he/she agrees with the motion, and believes in good conscience that the vote is appropriate.

iv. If the motion fails to receive a 2/3 majority of “yes” votes, it will not pass. The board should return to the consensus-building procedures outlined in section 6. The motion may be re-intro-

duced by any member at such time as appropriate conditions for voting are met as specified in section 6A.

## 8. Decision-making: Confirmation Voting

For certain types of decisions, after the Board has reached a consensus as discussed in section 4, it may take a vote to confirm for the record that a decision has been made. Confirmation votes are not necessary for most types of decisions.

### A. Conditions for Voting

Confirmation votes should be taken for the following types of decisions:

- i. The date and location of the KG activities.
- ii. Any change to the mission statement or bylaws.
- iii. Any change to the membership of the board.
- iv. Any decision to enter into (or modify) a legally binding agreement with an outside party.
- v. Other major decisions affecting the long-term legal status or financial feasibility of the organization or KG activities.

### B. Protocol for Voting

- i. Confirmation votes will follow the same protocols as arbitative votes as described in section 7B.
- ii. Confirmation votes should only be taken once consensus has been reached on an issue as discussed in section 6. If any member states that a confirmation vote has been called inappropriately or prematurely, the group should return to the consensus-building process.

## 9. Decision-making: Meetings

A. The board may make decisions and take votes at meetings following the procedures described in sections 6, 7, and 8.

B. Meetings will be the preferred context for making major decisions such as those listed in section 8A.

C. Members who cannot be present at meetings may participate via any reasonable method of teleconferencing.

D. A decision made at a meeting should not be considered final unless at least 2/3 of the active members are present.

E. In order for an arbitative vote or a confirmation vote to pass at a meeting it must receive a "yes" vote from at least 2/3 of the total active board members, not just 2/3 of the members present.

## 10. Decision-making: E-mail

A. The board may make decisions and take votes over e-mail following the procedures described in sections 6, 7, and 8.

B. Major decisions such as those listed in section 8A should not be finalized over e-mail unless a clear time-constraint prevents them from being made at a meeting.

C. If a member feels that it would be more appropriate to discuss a particular decision at a meeting rather than via e-mail, he/she may move that the discussion be deferred to a meeting. If another member seconds this motion, the discussion must be deferred.

D. When a member initiates a vote via e-mail, he/she should suggest a timeframe for voting. (However, this timeframe is not binding, since a vote will pass at such time it receives a 2/3 majority—see section 7B(v).)

## 11. Record-Keeping

The Clerk will be responsible for insuring that the following are available to all members at all times online:

A. Notes from all Board meetings.

B. An updated log of all decisions made by the board (whether by consensus or voting, at a meeting or via e-mail) using the language agreed up by the Board (as discussed in sections 6C and 7B(ii).)

C. An updated list of the members and officers of the Board.

## 12. Honorary Membership

If a Board member must resign, or must be removed from the Board because he/she is no longer able to participate fully in board activities as described in section 5, but the Board wishes to honor his/her past service to the organization, the Board may designate him/her as an honorary member.

A. Honorary members may not vote and are not counted among the membership of the Board for the purpose of calculating a 2/3 majority.

B. Honorary members may take part in Board discussions as requested by the active Board.