ORDER OF MEDIEVAL WOMEN, WOMEN OF CONSEQUENCE

Founded: 01 February 2017 Incorporated 09 February 2017

Article I NAME

The name of this organization shall be The Order of Medieval Women, Women of Consequence, hereafter known as "The Order."

Article II OBJECTIVES AND PURPOSES OF THE ORDER

- 1. Section 1: As set forth in the Articles of Incorporation (Domestic Nonprofit Corporation) filed in the State of Texas pursuant to the Nonprofit Corporation Law of the State of Texas, on or about 09 February, 2017, the corporation of "The Order of Medieval Women, Women of Consequence" is organized exclusively for charitable, literary, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- Section 2: Within the limitations stated in Section 1 above, the specific purposes of The Order of Medieval Women, Women of Consequence are as follows:
 - A. To preserve, restore, educate and advance access of primary source documents relating to historical, genealogical and other significant data during the 5th 15th century known as the Medieval Period of Europe. Our concentration will begin with the fall of the Western Roman Empire merging into the Renaissance and Age of Discovery with a focus in the broadest sense of the events and geographic regions of Medieval Europe to include, but not limited to, the Eastern Roman and Holy Roman Empires, the Nordic countries, Kingdom of the Franks, Iberian Peninsula, Kievan Rus, Hungary, Poland, Lombard, and British Isles.
 - B. To perpetuate knowledge and honor the lives, accomplishments, and contributions of outstanding medieval women who, born into a world dominated by men, yet disregarded society's precept to pursue their own aspirations and exigency influencing the arts, medicine, religion, government and politics of their time.
 - C. To inspire patriotism and loyalty to our country, to recognize acts of merit and acknowledge contributions and achievements when present.
 - D. To further implement all of the foregoing by the establishment of grants to professionals, archives, museums, or institutions that conserves artifacts and other objects of artistic, cultural, historical or scientific importance specializing in the field of medieval history.

Section 3: *Exempt Activities Limitation* - Notwithstanding any other provision of these Bylaws, no officer, board member, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the organization shall inure to the benefit or be distributable to any officer, board member, member, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Article III MEMBERSHIP

Section 1: Order Consists of Elected Members:

The Order shall consist of its elected Members, to be known as Women of Consequence.

Section 2: Membership to the Order shall be limited to men and women of good moral character and reputation, at least eighteen years of age, who can prove lineal descent from specific medieval women who have been selected based upon their contributions to government, arts, science, literature, judicial, military, and religion to the benefit of humanity of their time.

Individuals who are interested in membership in the Order must be proposed in writing by two members of the Order, to whom they are personally known, and approved by the Membership Committee. Letters of proposal and endorsement are sent to the President General, who, with the approval of the Membership Committee, will invite the prospect for membership.

Section 3: Ancestral requirements:

Applicants for membership are those men and women who can prove lineal descent from one of the "Women of Consequence."

Section 4: The designation of Founder Members shall be conferred upon on all men and women during the organizational period of the "Order of Medieval Women, Women of Consequence" prior to and including the first annual/organizational meeting in April 2017 receive no membership number but simply the designation "Founder Member."

The ten (10) members listed as Founding Members who comprise the initial Board of Directors include: President General, 1st Vice President General, 2nd Vice President General, General, Secretary General, Treasurer General, Chancellor General, Prelate General, and Historian.

Founder Members shall have the right to propose new members to the Order.

- Section 5: The first member accepted into the Order after the April 21, 2017 meeting shall be designated as member and shall be awarded number eleven (11). All members thereafter shall receive their numbers sequentially. Members shall have the right to propose new members of the Order, to serve on Committees and to hold office.
- Section 6: All members shall receive the *Women of Consequence*, the official publication of the Order.
- Section 7: The Order shall offer only Life membership.
- Section 8: Honorary Member status shall be, in rare circumstances, bestowed upon an individual who has made significant contributions toward the advancement of genealogy. This individual must be able to prove his/her lineage back to a "Woman of Consequence. It is also required that this individual be a member in good standing of other lineage orders/societies having gained admission through an accepted gateway.

Article IV FEES

- Section 1: The Governing Officers may from time to time fix such fees, dues and assessments as they deem necessary or advisable.
- Section 2: The fees for membership shall consist of an application fee, life membership fee and genealogist's fee (verification fee).
- Section 3: If an application cannot be accepted, the life membership fee shall be refunded, but the application fee and genealogist's fee shall be retained for examination services.
- Section 4: Supplemental applications may be submitted for a fee determined by the Executive Board.

Article V OFFICERS, BOARD OF DIRECTORS AND EXECUTIVE BOARD

The Order of Medieval Women, Women of Consequence shall be governed by the Board of Governors consisting of the Slate of Officers.

Section 1: Officers

A. The officers of the Order shall be consist of:

President General, 1st Vice President General, 2nd Vice President General, 3rd Vice President General, Registrar/Genealogist General, Secretary General, Treasurer General, Chancellor General, Prelate General, and Historian.

B. The duties for each said officer shall be as specified in Article VI.

Section 2: Board of Directors

- A. The Board of Directors shall constitute the Governing Board of the Order of the Norman Conquest.
- B. Four (4) members of the Board of Directors shall constitute a quorum for any action of the Board of Directors.

Section 3: Executive Board

- A. There shall be an "Executive Board" appointed by the President General. Such Executive Board will include the President General, First Vice President General, Secretary General, Treasurer General, Registrar General, Councilor General (1), Immediate Past President General and a non-officer appointed by the President General.
- B. Three (3) members of the Executive Board shall constitute a quorum of the Executive Board.
- C. The Executive Board shall have and exercise the authority of the Board in the management of the Order as to all matters arising between meetings of the Board (except the authority to create or eliminate officer positions, the authority to establish, move, or disestablish the Order's offices for the conduct of business and the maintenance of records and other property, the authority to open or close accounts with financial institutions, and shall be subject to such other limitations as may be prescribed by motion approved by the Board) and shall report its proceedings to the Board at that entity's next meeting.
- D. Actions by the Executive Board may be conducted as necessary by means of email and/or fax as long as each member of the Executive Board is afforded a reasonable opportunity to participate in that matter. A written record shall be maintained of all such actions of the Executive Board by the Secretary General.

Article VI DUTIES OF THE OFFICERS

Section 1: The President General shall:

- A. Preside at all Annual Meetings and Board Meetings;
- B. Perform the duties and functions of the presiding officer;
- C. Be an ex-officio member of all committees except the nominating committee;
- D. Authorize the Secretary General to call for all Member Meetings and Board Meetings;
- E. Sign all written contracts and obligations of the Order;
- F. Sign all certificates of membership and awards, together with the Registrar General;
- G. Approve all expenditures of the Order in concert with the Treasurer General;

- H. Be one of the two approved signatories of the Order's checking and reserve accounts together with the Treasurer; and
- I. Appoint an Audit Committee at the end of each term to review the accounts of the Order.

Section 2: The 1st Vice President General shall:

Be familiar with the duties and responsibilities of the offices of the President General. The 1st Vice President General shall automatically succeed the President General in case of death or the inability to perform the tasks of that office.

The 1st Vice President General shall be responsible for making all of the arrangements to include securing a speaker for the Annual Meeting.

Section 3: The 2nd Vice President General shall:

Be familiar with the duties of the duties and responsibilities of the offices of the President General, 1st Vice President General and follow in succession in the same sequence as noted above.

The 2^{nd} Vice President General shall be responsible for assisting with the preparation of the Order's official publication.

Section 4: The 3rd Vice President General shall:

Be familiar with the duties of the duties and responsibilities of the offices of the President General, 1st Vice President General, 2nd Vice President General and follow in succession in the same sequence as noted above.

The 3rd Vice President General shall serve as Membership Chair and prepare a directory for the Order within the first six months of each new term of office

Section 5: The Registrar/Genealogist General shall:

- A. Maintain all membership information in an accurate, up-to-date and appropriate manner;
- B. Provide the Prelate General with an updated list of deceased Members for Necrology-related purposes; and
- C. Examine the lineage papers of each applicant for admission received through the office of the Order; the decision as to eligibility shall be final;
- D. Return all approved and disapproved lineage papers to the office for historical reference safekeeping;
- E. Submit to the Board, in a manner that the Board shall designate, recommendations for membership of those applicants whose lineage papers he/she has examined and found to be valid; and

- F. Be paid an applicant lineage papers examination fee as determined from time to time by the Board and charged to the applicant as part of the application fee; however, should additional work be required by the Genealogist to verify the papers submitted, the cost of said work rests by agreement between the applicant and the Genealogist General.
- G. Keep a current mailing list and see that the records of this office are kept in a computerized format.

Section 6: The Treasurer General shall:

- A. Perform all the usual duties of a treasurer, with or without bond, as the Board may determine:
- B. Collect revenues of the Order, and under direction of the Board, bank at such institution as the Board may deem appropriate, and/or disburse same. He and the President shall be the only two signatories on the checking and reserve accounts of the Order;
- C. Keep, as property of the Order, itemized and receipts of the Order, which accounts shall be subject to review by the Board;
- D. Place life membership dues into the reserve account of the Order, which account's principal is not to be withdrawn except by a majority vote of the Board, and in which event, the amount withdrawn must be paid back into the reserve account as soon as practicable by direction of the Board, but which account's accrued interest may be used for operating expenses;
- E. Communicate and coordinate with the Registrar General, as necessary and appropriate to assist in the maintenance of an up-to-date membership list with accurate addresses and dues payment record; and
- F. Continue to assist and function, under the direction of the President as necessary and appropriate, until his or her successor is able to become a signatory on the Order's accounts, become sufficiently familiar therewith, and thus be able to function effectively as the new Treasurer.

Section 7: The Secretary General shall:

- A. Keep a record of the proceedings of the meetings of both the Annual Meetings and Board Meetings, and upon completion of the minutes, shall forward a copy to the President General;
- B. Notify the Board of the date, time, and place for any Board Meeting and the members of the same for any Annual Meeting;
- C. Conduct all correspondence and mailings pertaining to the Order

Section 8: The Chancellor General shall:

- A. Be a member of the Bar and shall be the legal counsel of the Order;
- B. See that a copy of the most recent edition of *Roberts Rules of Order*, *Newly Revised* shall be available at meetings. These rules shall govern procedural matters not otherwise covered in the Bylaws; and
- C. Act as parliamentarian at such times as he/she may be called upon by the President General or other presiding officer.

Section 9: The Prelate General shall:

- A. Be the spiritual advisor of the Order;
- B. Prepare and deliver blessings, invocations, benedictions and etc. at all functions of the Order;
- C. Coordinate with the Registrar General to obtain a list of deceased members; and
- D. Handle all Necrology-related matters, including but not limited to communicating, as appropriate, with the surviving family of deceased Members and deliver a memorial service or proceedings to honor deceased Members at the Annual Meeting.

Section 10: The Historian General shall:

Be the historian of the Order and prepare and/or search out material relevant to the order for use by the Order's publication or for the Order's archives, which archival material shall be safely maintained at such a locale as the Board may designate.

Article VII NOMINATION AND ELECTION OF OFFICERS

Section 1:

- A. Every two years, the Officers shall be elected at the Annual Meeting and shall serve a term of two (2) years. They shall assume office at the end of the Annual Meeting at which they were elected. Officers shall not serve more than two consecutive terms in the same office, except for the Treasurer General and the Registrar General and the Genealogist General.
- B. A nominating committee of three (3) members shall be appointed by the President General at the Annual Meeting of the second year of the administration. It shall be the duty of this committee to nominate a candidate for each of the ten (10) Officers. They are President General, 1st Vice President General, 2nd Vice President General, 3rd Vice President General, Registrar/Genealogist General, Secretary General, Treasurer General, Chancellor General, Prelate General, and Historian. The proposed slate shall be provided to the President General and Secretary General at least three (3) months prior to the date of the Annual Meeting of the election year so that it may be included along with the notice to members of the Order designating the time and place of the Annual Meeting at which the Officer Elections are to be held.
 - 1. Additional nominations may be made from the floor, provided the consent of the nominee shall first have been obtained.
 - 2. If no nominations are made from the floor, and if there is no opposition for any nominee, the election shall be by voice vote. A majority vote shall constitute an election.
 - 3. If nominations are made from the floor, or if there is opposition to any nominee, the election shall be by ballot. A majority vote shall constitute

an election.

- C. Vacancies of Officers may be filled by the President General until the next election. In the event an Officer vacancy occurs within the three-month period prior to the expiration of that Officer's term of service, the position shall remain vacant until the next election.
- Section 2: The President General, after having faithfully served a full elected term in office, may be elected Honorary President General by a majority voice vote at the Annual Meeting. An Honorary President General shall have the right to vote at all meetings, including those of the Executive Board.

Article VIII MEETINGS OF THE ORDER

- Section 1: The general membership of the Order shall meet one time per calendar year and shall be open to all members of the Order in good standing. The annual meeting of the Order's membership shall be held in the month of April, in Washington, DC, in a suitable venue chosen by the Board. Each Annual Meeting shall consider any business the Board deems necessary and proper to further the Order's mission and fulfill its responsibilities as well as to hold the election of Officers every second year.
- Section 2: A quorum for transaction of any business at a Member Meeting shall be ten (10) Voting Members.

Article IX MEETINGS OF THE BOARD

The property, affairs, and interests of the Order shall be vested in and regulated by a governing body comprised of the fifteen Officers shall be referred to as the "Board of Directors" of the Order. The duties of the Board shall be to carry out the purposes of the Order, as set forth in Article I, and to this end, it may exercise all of its authority, subject to the limitations of the Bylaws and applicable law.

- Section 1: The Board of the Order shall meet at least one (1) time per year in April in Washington, DC at a predetermined venue.
- Section 2: A quorum for the transaction of any business at any Board Meeting shall be four (4) Board Members.
- Section 3: Electronic/Telephone Meetings
 - A. Voting by e-mail shall be used between meetings when a topic arises and immediate attention is required prior to the next Annual Meeting. It is strongly advised that all Board members have access to e-mail.
 - B. A telephone conference meeting is authorized as long as all participants may simultaneously hear each other and participate during the meeting.

- C. All decisions of either meeting shall be ratified at the next regular Board meeting.
- Section 4: Voting by proxy shall not be allowed.
- Section 5: Unless otherwise restricted by these Bylaws, any action that may be taken at a Board Meeting may be taken without a physical meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Board Members in office and shall be filed with the Secretary General. Such consents may be sent via U.S. Postal Service, overnight delivery, facsimile transmission, e-mail (with "electronic signature" or actual signature in PDF format), or any other means as may satisfy the requirements of Minnesota Law.

Article X SUSPENSION/EXPULSION OF AN OFFICER OR A MEMBER

- Section 1: By a vote of two-thirds of those present at a duly constituted meeting of the Board, a Member of any class may be suspended or expelled based on one or more of the following grounds: (i) violation of the Bylaws, (ii) violation of the duties of a Board Member; (iii) conduct prejudicial to the Order or (iv) conduct unbecoming a member of the Order. However, not less than four weeks prior to any such vote, written notice shall have been given by the Secretary General to such member, providing adequate specifics pertaining to the offense or misconduct or ineligibility with which the member is being charged, and of the time and place where the member may be heard in answer thereto, and also permitting the member to make a written presentation in support of a defense to any such charges.
- Section 2: In the event of suspension or expulsion, the member shall have the right to appeal at the following Annual Meeting of Members when the suspended Member shall be afforded an opportunity to be heard, and the Members present may thereupon ratify, revoke, or modify the Order of Suspension or Expulsion by a majority vote.

Article XII INSIGNIA OF THE ORDER

Membership in the Order shall be evidenced by a Certificate of Membership and by the Insignia, which shall be provided at the expense of the member.

Article XIII CERTIFICATE

The Certificate of the Order of Medieval Women, Women of Consequence, shall have text as directed by the Board, be signed by the President General and the Registrar General and shall be provided for each new member.

Article XIV COMMITTEES OF THE ORDER

- Section 1: The President General shall appoint all Committees, the size and composition of which are subject to approval of the Board.
- Section 2: The Committees, including Standing Committees, shall be Admissions (Membership), Finance, Nominating, Program, Publications and Events, and Webmaster.

Article XV DISSOLUTION

- Section 1: In the event of the entire or partial termination or dissolution of the Order in any manner or for any reason whatsoever, the assets of the Order which remain (after payment or making provision for the payment of all liabilities) shall be distributed to, and only to, one or more organizations duly exempt from Federal Income Tax under Section 501(c) 3 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal Tax Laws.
- Section 2: The Order shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal Tax Laws.
- Section 3: The Order and members of its Board shall not engage in any act of self-dealing as determined by Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal Tax Laws.

Article XVI PARLIMENTARY PROCEDURE

Robert's Rules of Order Newly Revised shall govern the Order except when inconsistent with these Bylaws.

Article XVII AMENDMENTS TO THE BYLAWS

The Bylaws may be altered, amended, or repealed by a two-thirds vote of the Board, provided such presentation of Bylaw changes has been given to each member of the Board, in writing, at least two weeks prior to a Board meeting.

Article XVIII CORPORATE GOVERNANCE

Section 1: Conflict of Interest: The Board shall adopt and periodically review a conflict of interest policy to protect the Order's interest when it is contemplating any transaction or

arrangement which may benefit any officer, board member, employee, affiliate, or member of a committee with board-delegated powers.

- Section 2: Nondiscrimination Policy: It is the policy of the Order not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.
- Section 3: Document Retention Policy: The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of the Order records.

A. General Guidelines:

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, the Order may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management.

B. Exception for Litigation Relevant Documents:

The Order expects all officers, board members, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, board members, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Order informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Article XIX CODES OF ETHICS AND WHISTLEBLOWER POLICY

The Order requires and encourages officers and members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The members of the Order must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the Order to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance.

Section 1: Reporting Violations: If any officer or member reasonably believes that some policy, practice, or activity of the Order is in violation of law, a written complaint must be filed by that person with the President General or the 1st Vice President General.

- Section 2: Acting in Good Faith: Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.
- Section 3: Retaliation: Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Order and provides the Order with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Order shall not retaliate against any officer or member who in good faith has made a protest or raised a complaint against some practice of the Order or of another individual or entity with whom the Order has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. The Order shall not retaliate against any officer or member who might disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Order that the individual reasonably believes is in violation of a law or a rule or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

- Section 4: Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- Section 5: Handling of Reported Violations: The President General or the 1st Vice President General shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee, and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all officers, board members or committee members, and they shall have the opportunity to ask questions about the policy.

Article XX INDEMNIFICATION

During his/her term in office and thereafter, no officer, board member or committee member of the Order or his estate, personal representatives or heirs, shall be liable to the Order or to anyone claiming under, through, or in the right of the Order by reason of any action taken or omitted by him/her in good faith in his capacity as such officer, board member or committee member. The foregoing provisions shall not exclude other defenses or rights such officer, board member or committee member may be entitled to as a matter of law or equity.

If, during his/her term of office or thereafter, any officer, board member or committee member or his/her estate, personal representatives or heirs, shall reasonably incur expenses or liabilities in resisting any claims or litigation, by whomsoever asserted, arising out of or in connection with any action taken or omitted in good faith as such officer, board member or committee member, the Order shall indemnify him/her or them against such expenses or liabilities.

For the purpose of this paragraph, (a) the term "expenses or liabilities" shall include, but not be limited to, attorneys' fees, court costs, judgments, and the cost of reasonable settlements, and (b) the term "reasonable settlements" shall include, but not be limited to, settlements or compromises approved by the Board or by counsel of the Order in a written opinion to the Governor that the settlement of compromise is in the interests of the Order and falls within these provisions of the Bylaws. The foregoing right of indemnification shall not be exclusive of other rights to which such officers, board members or committee members may be entitled as a matter of law or equity.

For the purposes of the foregoing provisions of these Bylaws, the good faith of an officer, board member or committee member of the Order shall not be questioned on the grounds that the action was taken or omitted by him/her in reliance upon the correctness of information supplied by another officer, board member or committee member in the course of their duties or in reliance upon the advice of counsel for the Order.

The Order, its officers, board members and committee members shall be fully protected in making any determination as to the existence or absence of liability, in making or refusing to make any payment on the basis of such determination, and in taking any other action under these provisions of the Bylaws in reliance upon the advice of counsel.

STANDING RULES

- 1. Fees maybe reviewed and revised by a majority vote of the Executive Board.
- 2. Fees for life membership shall consist of an application fee (\$75), life membership dues (\$250) and genealogist's fee (\$75) for verification and processing of records, for a total of \$400 payable to The Order of Medieval Women.
- 3. If the application is rejected, the life membership dues will be refunded but the application fee and genealogist's fee will be retained by the Order for services rendered. Should a new application be files the same payment structure applies.
- 4. The fee for supplemental applications shall be \$100. The non-refundable application fee of \$50 and genealogist's fee of \$50 shall be retained by the Order for services rendered.
- 5. Certificates for membership and supplementals are included in the fees. Re-issued certificates are available for a cost of \$30 after verification of membership. Payment is made payable to The Order of Medieval Women. There shall be a \$5.00 materials fee associated with each certificate issued.