

BYLAWS OF HOUSE VOLANT, INC.

Article I. Name, Offices, and Registered Agent

House Volant, Inc. (henceforth, "the House")

2281 S Troy W, Aurora CO 80014

The Registered Office and Agent are: Registered Agents, Inc., 1942 Broadway Street, STE 314C, Boulder CO 80302

Article II. Mission Statement

House Volant is an inclusive society comprised of those who wish to excel martially as well as artistically in the endeavors of living history and medieval reenactment sports, with emphasis on camaraderie, medieval-fantasy aesthetic, and honorable conduct.

Article III. Simple Majority Standard

Unless otherwise specified, a simple majority is required for all votes presented in these bylaws.

Article IV. House Volant Handbook

The House Volant Handbook (henceforth "handbook") is a living document which contains an in-depth description of House Volant, its ranks, and its policies. The Lord Volant is responsible for updating this document. All changes must be ratified by the voting members. If there is ever inconsistency between the handbook and these bylaws, these bylaws take precedence.

Article V. Membership

Section 5.01 Active Members

Active members are defined as those members who have been inducted into House Volant (as per the handbook), who neither have voluntarily withdrawn from membership nor have been expelled or suspended from membership, are current with any fees or dues, and who have attended at least one qualifying event in the previous three years.

Section 5.02 Qualifying Events

Qualifying events are defined as Dagorhir Ragnarok and any other living history or medieval reenactment sporting event which the House votes as a qualifying event.

Section 5.03 Voting Members

All active members who have achieved the rank of Gryphon Knight or Maester (as per the handbook) are considered voting members. The Lord Volant is also an *ex officio* voting member.

Section 5.04 Non-Voting Members

All active members who are not voting members are non-voting members.

Section 5.05 Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership suspended by the Lord Volant and terminated by a majority vote of the membership.

Article VI. Meetings of Members

Section 6.01 Annual Meetings

An annual meeting of the members shall take place in the month of June, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect officers, receive reports on the activities of the association, and determine the direction of the House for the coming year.

Section 6.02 Special Meetings

Special meetings may be called by the Lord Volant or a simple majority of the membership. A petition signed by ten percent (10%) of voting members may also call a special meeting.

Section 6.03 Notice of Meetings

Electronic notice (via e-mail or Discord) of each meeting shall be given to each voting member not less than two weeks prior to the meeting.

Section 6.04 Quorum

A quorum for a meeting of the members shall consist of at least fifty percent 50% of the voting membership plus the Lord Volant. Non-voting members may attend but may not vote.

Section 6.05 Voting and Voting by Proxy

All voting members shall have one vote. Any voting member may send a proxy (with written approval) or submit their vote via written electronic text. This will count towards the required quorum.

Section 6.06 Chair

The Lord Volant shall serve as Chair of meetings of members.

Section 6.07 Rules of Order

The Chair will determine the rules of order to govern the meeting. The rules of order shall govern the organization in all cases in which they are applicable and do not conflict with the Bylaws or applicable law.

Article VII. Elected Officers

Section 7.01 General

The elected officers of the House shall be the Lord Volant, a Secretary, and a Treasurer. The officers must be active members, and shall constitute the Executive Committee of the membership. The membership may create such other offices as they may consider necessary.

Section 7.02 Election and Term of Office

Officers shall be nominated and elected at the annual meeting. The Treasurer and Secretary shall hold office for a term of two years, or until his/her successor shall have been duly elected. The Lord Volant shall hold office for a term of one hundred years.

Section 7.03 Removal

Any officer elected by the membership may be removed by a two-thirds vote of the membership when, in the membership's judgment, it would be in the best interest of the House.

Section 7.04 Resignation

An officer may resign at any time by giving written notice of resignation to the Membership. The resignation is effective when the notice is received by the Membership unless the notice specifies a later effective date.

Section 7.05 Vacancies

A vacancy in any office may be filled by the Membership for the unexpired portion of the term.

Section 7.06 Chair

The Lord Volant shall serve as the Chair and, in general, supervise and control all the business of the House. The Chair shall preside at all meetings of the Membership. The Chair may sign, with any other Officer of the House authorized by the Membership, any legal instrument which the Membership has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Membership, or by these Bylaws, or by state to the Agent of the House.

Section 7.07 Vice-Chair

In the absence of the Chair, or in the event of his/her inability as determined by a two thirds vote of the members present, a Vice-Chair shall be appointed and perform the duties of the Chair and, when so acting, shall have all the powers and be subject to all the restrictions of the office of the Chair.

Section 7.08 Secretary

The Secretary shall cause the Lord Volant to have charge and custody of true and accurate records of all acts and proceedings of the House and shall perform all duties incident to this office as required by the Membership of by federal or state statute.

Section 7.09 Treasurer

The Treasurer shall cause the Lord Volant to have charge and custody of and be responsible for all funds of the House; receive and give receipts for monies due and payable to the House from any source; and deposit all such monies in the name of the House in such banks as shall be selected in accordance with the provision of the Bylaws or Membership policy.

Section 7.10 Indemnification of Officers

The House shall indemnify any officer or former officer of the House or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer of the House, except in relation to matters as to which he or she is

adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the House.

Article VIII. Committees

The membership may, by resolution duly adopted under a quorum, establish such committees as they may deem necessary to assist them in their work. The resolution establishing such committees shall state the purpose, timeline, and authority of each committee. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the members of any responsibility imposed by law.

Article IX. Management

Section 9.01 Executive Director (aka “Quartermaster” and “Ragnarok Camp Master”)

The Chief Executive Officer and Agent of the House shall be the Executive Director. The Executive Director shall be the manager of all Corporation activities, and shall be responsible to the Membership for the application and implementation of policies established by the Membership in the operation of the agency. The Executive Director shall be a non-voting ex-officio member of all Membership committees and may attend all functions of the Membership with the exception of executive sessions to discuss matters relating to the Executive Director’s performance or contract. The Executive Director shall cause to be prepared an Annual Report, which includes full disclosure of agency control, fiscal information, major programs, and a summary of activities.

Section 9.02 Annual Budget

The Executive Director and Treasurer shall cause an annual budget to be prepared and submitted to the Membership at the time designated by the Membership for the purpose of discussion, modification, and approval.

Section 9.03 Annual Audit

At the end of each fiscal year, the Executive Director shall determine whether an audit is appropriate or necessary for the agency. The Membership shall receive a report on the financial management of the agency on an annual basis.

Section 9.04 Camp Master

The Executive Director shall serve as Camp Master for all events attended by the House. In his or her absence, the Executive Director will appoint a Camp Master for that event.

Section 9.05 Compensation

The Executive Director shall not receive any stated salaries or compensation for their services.

Section 9.06 Termination

The Membership may terminate the appointment of the Executive Director for convenience at any time according to the conditions of its employment contract with the Executive Director.

Article X. Anti-Discrimination

The House shall not discriminate or allow unlawful harassment on the basis of race, color, nation origin, gender, sexual orientation, religion, political affiliation, age, size, marital status, disability or military status, in any of its activities or operations. These activities include, but are not limited to, all employment decisions, selection of volunteers, selection of vendors, access to services, and the provision of services.

Section 10.01 Dissolution

Upon the dissolution of the House, the Membership shall, after paying or making provision for the payment of all of the liabilities of the House, dispose of all of the assets of the House exclusively for the purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Membership shall determine.

Article XI. Amendments

The Membership shall have the power to amend these Bylaws at any regular or special meeting of the Membership by a two-thirds vote. Electronic written notice of the proposed amendment is to be given to each voting member (by e-mail or Discord) no less than two weeks prior to the meeting where action is to be taken.