

Bylaws
Cultural Creatives Society, Inc.,
DBA, Way of the Sword Combat Sports

ARTICLE 1 – NAME

- 1.1** The legal name of the non-profit organization shall be known as Cultural Creatives Society, Inc. or Way of the Sword Combat Sports, and shall herein be referred to as the “Organization.”

ARTICLE 2 – PURPOSE

- 2.1** Cultural Creatives Society, Inc. is a non-profit organization and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- 2.2** The purpose of the organization shall be to provide a community for its participants to engage in historically-based cultural reenactment, including arts, sciences, and the safe practice of simulated martial combat techniques, and for any other related purpose the organization may decide to engage in.

ARTICLE 3 – BOARD OF DIRECTORS

3.1 General Powers and Responsibilities

- 3.1.1** The Board of Directors (“the Board” collective, “Director” individual) establishes the rules of the organization’s activities and the minimum administrative requirements for Officers and Branches published within the current Rulebook. The Board may by vote create or eliminate committees or advisory positions and assign individuals to those positions as the affairs of the Organization may require.

3.1.1.1 The Board may yield final decisions of any interpretations of these rules and regulations to the Arbitration Committee, as established on a case-by-case basis, and decisions will apply to all Branches and individuals regardless of the degree of affiliation.

- 3.1.2** The Board will maintain a policy of non-interference with Branch activities, however the Board reserves the right to intervene in Branch affairs if:

3.1.2.1 The events leading to such intervention appear to cause a threat to the integrity of the Organization. Or:

3.1.2.2 The Code of Conduct, or local, state, or federal law(s) have been violated. Or:

3.1.2.3 There is a perceived or potential threat to the Organization's legal standing. Or:

3.1.2.4 A Branch Leader has in any way violated or broken the Branch Contract. Or:

3.1.2.5 A Director, Officer, or Administrator is petitioned to become involved by a Citizen.

- 3.1.5** Each Director must act in good faith and in the best interests of the Organization above any personal interest. Although it is not a conflict of interest for Directors to be advocates for their areas of practice participants, Directors should be open to the views and needs of all areas of practice and participants, and should act and vote based on the overall good of the Organization, without partisanship.

3.2 Number of Directors

- 3.2.1** The Board shall have up to five (5), but no fewer than three (3) members. The number of maximum Board members may be increased beyond five (5) members by a unanimous affirmative vote of the members of the Board as the affairs of the Organization may require.

3.3 Non-voting Affiliates

3.3.1 In addition to the Director's membership of the Board, representation of Branch, Committee, or Nation Members may be elected as Advisory members as the affairs of the Organization may require. Advisory Admin members are elected to participate in discussions for consultation purposes and will be considered non-voting members of the Board unless otherwise stated.

3.4 Qualifications and Election of Directors

3.4.1 In order to be eligible to serve as a Director on the Board, the individual must:

3.4.1.1 Be at least 18 years of age and;

3.4.1.2 Be Citizens before consideration for nomination and;

3.4.1.3 Demonstrate a commitment to the mission, vision and purpose of the organization and;

3.4.1.3 Further required qualifications must align with the skills of the vacant Title's listed responsibilities needed to effectively lead the organization.

3.4.2 Directors may be nominated by majority vote of Citizens, and subsequently elected at any board meeting by the majority vote of the existing Board of Directors.

3.5 Removal of Directors

3.5.1 A Director may be removed by two-thirds ($\frac{2}{3}$) vote of the currently sitting board of directors, if:

3.5.1.1 The Director is absent and unexcused from two (2) or more official meetings of the Board of Directors in a twelve month period. The President is empowered to excuse directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse themselves from Board Meeting Attendance and in that case, the Vice President shall excuse the president. Or:

3.5.1.2 For cause or no cause, if before any meeting of the Board Members at which a vote on the removal will be made, the Director in question is given electronic or written notification of the Board's intention to discuss their case and is given the opportunity to be heard at that Board Meeting.

3.5.2 A Director's occupancy on the Board can be challenged by means of a petition presented to the Board by a two-thirds ($\frac{2}{3}$) majority of the Branch Council. Such a petition will invoke the aforementioned impeachment procedures outlined in **3.5.1**.

3.6 Board of Directors Meetings

3.6.1 Regular Meetings

3.6.1.1 The Board of Directors shall have a minimum of four (4) regular meetings each calendar year within the first two weeks of the quarter. Board meetings shall be held upon seven (7) days notice by first class mail, electronic mail, or facsimile transmission, or three (3) days notice delivered personally, by telephone, or by electronic messaging systems including SMS, MMS, and RCS.

3.6.1.2 Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

3.6.2 Special Meetings

3.6.2.1 A special meeting may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other Directors.

3.6.2.2 A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose of the meeting.

3.6.3 Manner of Acting

- 3.6.3.1 Quorum.** One less than the total number of Directors currently in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting in which a quorum is not present.
- 3.6.3.2 Majority Vote.** Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- 3.6.3.3 Hung Board Decisions.** On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President or Vice President, in the order of presence, shall have the power to swing the vote based on their discretion.
- 3.6.3.4 Communication.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in-person, internet video meeting, or by telephonic conference call.

3.6.4 Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. It is the responsibility of the Secretary to record and file meeting minutes.

3.6.5 The Board of Directors may adopt additional rules for the governing of the committee not inconsistent with the provision of these Bylaws as the affairs of the Organization may require.

3.7 Compensation

3.7.1 Directors shall receive no compensation for carrying out their duties as Directors from the Organization other than for reimbursement of reasonable expenses incurred in conjunction with carrying out board responsibilities with appropriate documentation and must be disclosed and approved by a Majority Vote by the Board.

3.8 Publication of changes

3.8.1 Under normal circumstances, the Board will publicize proposed changes in sufficient time to allow comment from Citizens before making a final determination. The Board shall give a minimum of sixty (60) calendar days' notice to Administration of the effective date of changes made. This notice shall be in written form and the sixty (60) days shall count from the date of announcement. 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 (60) days' notice was given, the notice shall be accompanied by a letter of explanation of the emergency prompting the change.

3.9 Terms

3.9.1 All directors shall be elected to serve a three year term, however the term may be extended until a successor has been elected.

3.9.2 Director terms shall be staggered so that no more than two (2) Directors will end their terms in any given year.

3.9.3 Directors may serve terms in succession with no limits on the number of terms that can be served.

3.9.4 The term of office shall be considered to begin January 1 and end December 31 of the third year in office unless the term is extended until such time as a successor has been elected.

3.10 Officer Titles and Responsibilities

3.10.1 The Officer Titles of the Board shall be the President, Vice-President, Secretary, Treasurer, and Arts & Sciences Director, with other Officer Titles added as the affairs of the

Organization may require.. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more officers is required.

3.10.1.1 The Board of Directors may remove a Board Officer at any time, with or without cause.

3.10.1.2 Any Board Officer may resign at any time by giving written notice to the organization without prejudice to the rights of the organization under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified within the notice. The acceptance of the resignation shall not be necessary to make it effective.

3.10.1.3 At current operating capacity the Officer Titles will be held by Board of Director members until which time the Organization growth is that in which Board of Directors are no longer required to fill Officer Titles as the affairs of the organization may require.

3.10.2 The President

3.10.2.1 Head of operations and public liaison with outside officials.

3.10.2.2 Liaison with other reenactment and wargaming organizations, including serving as a representative on the Florida Foam Fighting Association.

3.10.2.3 Promoting awareness of Way of the Sword as an organization.

3.10.2.4 Marketing, advertising, and recruitment efforts on behalf of the organization.

3.10.2.5 Represent the organization in public by giving speeches, writing articles and attending functions on behalf of the organization.

3.10.2.6 Final interpretation of Way of the Sword's current rulebook.

3.10.2.7 Preparation of Board meeting agendas.

3.10.2.8 May delegate this authority as the President sees fit.

3.10.3 The Vice-President

3.10.3.1 Represent the President in their absence.

3.10.3.2 Maintenance of the Way of the Sword website.

3.10.3.3 Collection and maintenance of the organization's equipment (i.e., first aid kits, rental equipment, event staffing equipment, etc.)

3.10.3.4 Maintain all non-financial legal documents for the organization, including:

3.10.2.3.1 The Articles of Incorporation

3.10.2.3.2 The Bylaws

3.10.2.3.3 The Tax Identification Number (TIN/EIN).

3.10.2.3.4 Updating the Annual Report with the State of Florida for Cultural Creatives Society Inc.

3.10.2.3.5 Maintain the fictitious name DBA Way of the Sword Combat Sports.

3.10.2.3.6 Updating of additional certifications as required by the organization.

3.10.3.5 May delegate this authority as the Vice-President sees fit.

3.10.4 The Secretary

3.10.4.1 Maintenance of all Citizenship statuses (paid, unpaid) of participants, their rank held, and attendance records.

3.10.4.2 Maintenance of official Branch registration, contracts, status, and attendance records. Includes checking heraldry to maintain trademark compliance.

3.10.4.3 Collection and filing of participant forms. These must be updated annually by all participants. These forms include, but are not limited to:

3.10.4.3.1 Participant Rules and Code of Conduct

3.10.4.3.2 Waiver of Liability and Hold Harmless

3.10.4.3.3 Anti-Harassment Policy, Reporting, and Disciplinary Actions

3.10.4.4 Ensures all Rules and Bylaws of the organization are adhered to by the Board during meetings and the implementation of Board decisions.

3.10.4.5 Recording the minutes at Board meetings. Minutes shall be kept of each meeting of any Board, Council, or Committee and shall be filed with the corporate records. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

3.10.4.6 Cause notice to be given of all meetings of Directors, Committees, and Councils as required by the Bylaws.

3.10.4.6 May delegate this authority as the Secretary sees fit.

3.10.5 The Treasurer

3.10.5.1 Payment of debts incurred by the organization.

3.10.5.2 Maintenance of treasury bookkeeping.

3.10.5.3 Collection of Citizenship fees and dues at all events.

3.10.5.4 Disbursement of Funds:

3.10.5.4.1 Purchase of any materials needed for organizational activities.

3.10.5.4.2 Funds for publishing and purchase of special items may be advanced to organization members on occasion, but these members are responsible for providing a valid receipt and any change to the Treasurer. Any member purchasing supplies for the organization with private funds must produce a valid receipt in order to be reimbursed.

3.10.5.5 Shall provide a written report of income and expenditures to the Board of Directors on request.

3.10.5.6 Oversee budget preparation for events.

3.10.5.6 Responsible for the organization's annual tax filings.

3.10.5.7 Coordinate with other Directors regarding payment to any governmental or certifying body concerned with the collection of fees for maintaining State registration status or certifications.

3.10.6 The Arts and Sciences Director

3.10.6.1 Provides oversight for the Nation Heads.

3.10.6.2 Fosters and promotes the study of period culture and technology. Examples include (but are not exhaustive):

3.10.6.2.1 Artwork - 2D or 3D; drawings, paintings, wood burning, sculptures, glass blowing, etc.

3.10.6.2.2 Performance - singing, dancing, instrumental, or oratory (story, theater), could also include martial arts demonstrations.

3.10.6.2.3 Writing - Fact, fiction, poetry, calligraphy, publications.

3.10.6.2.4 Armor smithing - full kit or individual pieces, categories including soft armor, mail, or rigid armor, and must adhere to armor minimums as defined within the rulebook.

3.10.6.2.5 Weapon smithing - swords, pole arms, bows, shields, could also include siege weapons, and must adhere to weapon minimums as defined within the rulebook.

3.10.6.2.6 Cooking - using period technology, techniques, or recipes, could also include beer/mead brewing, wine making, etc.

3.10.6.2.7 Construction - field fortifications and camp decor, such as banners, war curtains, tents, and to include any constructed items that would not fit into another category.

3.10.6.3 Event coordination for cultural and/or educational festivals including workshops and seminars.

3.10.6.4 Promoting the dissemination of information, including research and construction techniques.

3.11 Non-Voting Advisory Members and Responsibilities

3.11.1 Council Chairhead

3.11.1.1 The Chairhead of the Branch Council shall be nominated from the Branch Council Representatives and elected by a unanimous vote of the Branch Council to serve as liaison for the Board of Directors.

3.11.1.1.1 The Chairhead shall be elected to serve a one year term.

3.11.1.1.2 A Chairhead may serve terms in succession with no limits on the number of terms that can be served.

3.11.1.1.3 The term of office shall be considered to begin January 1 and end December 31 of the year elected.

3.11.1.2 Setting Branch Council meeting agendas.

3.11.1.3 Running each officially sponsored fighting-based event for the organization's participants, to include Day Battles, Warring States Events, and the Fighting aspects of Campouts. The Chairhead must take on the responsibility themselves, or appoint the following officials:

3.11.1.3.1 Head Weapons Checker(s)

3.11.1.3.2 Head Garb Checker(s)

3.11.1.3.3 Head Armor Checker(s)

3.11.1.3.4 Event Marshal(s) (i.e., referees)

3.11.1.4 Review and determination of legitimate Branch status. All Branches above Probationary Schedule shall be represented on the Branch Council.

3.11.1.4.1 For new or inactive Branches to gain Branch Council voting rights, they must request that the Chairhead evaluate their attendance records on file with the Secretary and determine their Branch status. The Chairhead will report the results of the evaluation to the Branch Council at the next Council meeting following the request.

3.11.2 The Branch Council

3.11.2.1 The Branch Council consists of two representatives from each active Branch in the organization.

3.11.2.2 The Citizens of each Branch must vote on their representatives for duty on the Branch Council. Each Branch represented on the Branch Council shall have their full allotted number of votes, whether all representatives are present or not.

3.11.2.3 At least half of the total representatives of the Branch Council, with at least one (1) representative from each Branch must be present for a quorum to exist and for the Council to legitimately take action.

- 3.11.2.4** The Chairhead will lead all Branch Council meetings and record minutes. Minutes shall be kept of each meeting of the Council and shall be filed with the corporate records.
- 3.11.2.4.1** In the Chairhead's absence, a Representative elected by a unanimous vote of the Branch Council may lead the meeting.
- 3.11.2.4.2** The Chairhead may only vote if there is a tie.
- 3.11.2.5** The Branch Council shall meet once a quarter, unless business dictates otherwise.
- 3.11.2.6** The Branch Council will be responsible for smooth flow of the organization's activities.
- 3.11.2.6.1** The representatives shall actively pursue enforcement of the Way of the Sword Combat Sports rules on the field of play and ensure that events are adequately staffed (i.e., the representatives will ensure that their Branches will provide Marshals and other event staff as needed).
- 3.11.2.6.2** The Representatives shall meet and discuss possible solutions to any problems with game activities.
- 3.11.2.6.3** The Branch Council will decide the dates and locations of events. The Chairhead will propose a schedule to the Branch Council by March 1st, for a full calendar year. The Board of Directors will receive a copy of the schedule once it is finalized.

ARTICLE 4 - CITIZENS

4.1 Requirements

- 4.1.1** A Citizen is defined as an individual that participates, as a combatant or non-combatant, within the Organization, has updated all required participant forms and filed them with the Organization, and is current on their paid Citizenship dues. Individuals are required to show proof of citizenship in order to qualify for Citizen benefits.
- 4.1.2** Officers with rank O1 and above must be paid Citizens. Officers found to be without a valid Citizenship, and have failed to petition their circumstances, shall be considered terminated as of ninety (90) days from the date of the lapse. Officer Rank or Administrative positions terminated due to a lapse in Citizenship may or may not be reinstated upon demonstration of a valid Citizenship at the discretion of the governing authority. (See Rulebook for more on Ranks.)

4.2 Benefits

- 4.2.1** Can hold Officer Rank O1 and above, including Rank C1 and Nation Head.
- 4.2.2** Be elected as Committee, Branch Council, or Advisory Admin Members, or nominated for the Board of Directors.
- 4.2.3** Participate in Citizen-only tournaments, including individual or team-based competitions (Note: not all tournaments will require Citizenship).
- 4.2.4** Receive Citizen discounts at participating vendors or ticketed events.
- 4.2.5** Be considered a voting member of the organization.
- 4.2.6** Petition the Board, Officer, or Administrator in order to appeal decisions.
- 4.2.7** Receive other benefits or privileges as the affairs of the Organization may dictate.

ARTICLE 5 - COMMITTEES

- 5.1** The Board of Directors may, by the resolution adopted by a Majority Vote, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board,

and shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- 5.1.1 Take any final action on matters which also require Board Members' approval or approval of a majority of all members, or;
- 5.1.2 Fill vacancies on the Board of Directors, or;
- 5.1.3 Amend or repeal Bylaws or adopt new Bylaws, or;
- 5.1.4 Amend or repeal any resolution of the Board of Directors which is expressly not amendable or repealable, or;
- 5.1.5 Appoint any other committees, or;
- 5.1.6 Expend corporate funds or approve any transaction.

5.2 Meetings and Action of Committees

- 5.2.1 Meetings and action of the committees shall be governed by, held, and taken in accordance with the same provisions as Board of Director meetings, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the Committee.

5.2.2 Regular Meetings

- 5.2.2.1 Committee meetings shall be held upon seven (7) days notice by first class mail, electronic mail, or facsimile transmission, or three (3) days notice delivered personally, by telephone, or by electronic messaging systems including SMS, MMS, and RCS.
- 5.2.2.2 Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

5.2.3 Special Meetings

- 5.2.3.1 A special meeting may be called by the President, Vice President, Secretary, Treasurer, or by any and all alternate members, who shall have the right to attend all meetings of the committee.
- 5.2.3.2 A special meeting must be preceded by at least two (2) days notice to each member of the committee of the date, time, and place, but not the purpose of the meeting.

5.2.4 Manner of Acting

- 5.2.4.1 Quorum. One less than the total number of Members seated within the committee immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Committee. No business shall be considered by the Committee at any meeting in which a quorum is not present.
- 5.2.4.2 Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Committee present at a meeting at which a quorum is present shall be the act of the Committee.
- 5.2.4.3 Hung Decisions. On the occasion that Committee members are unable to make a decision based on a tied number of votes, the Board Member, in the order of presence, shall have the power to swing the vote based on their discretion.
- 5.2.4.4 Communication. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Committee members may participate in a regular or special meeting through the use of any means of communication by which all Committee Members participating may simultaneously hear each other during the meeting, including in-person, internet video meeting, or by telephonic conference call.
- 5.2.5 Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records.

5.2.6 The Board of Directors may adopt additional rules for the governing of the committee not inconsistent with the provision of these Bylaws as the affairs of the Organization may require.

ARTICLE 6 - CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

6.1 *Contracts and other Writings*

6.1.1 Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the organization shall be executed on its behalf by the Treasurer or other persons whom the organization has delegated authority to execute such documents in accordance with policies approved by the Board.

6.2 *Checks, Drafts*

6.2.1 All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents, of the organization and in such manner as shall from time to time be determined by resolution of the Board.

6.3 *Deposits*

6.3.1 All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depository as the Board or a designated Committee of the Board may select.

6.4 *Loans*

6.4.1 No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

6.5 *Indemnification*

6.5.1 Mandatory Indemnification. The organization shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party because they are or were a Director of the organization against reasonable expenses incurred by them in connection with the proceedings. Mandatory Indemnification does not cover non-compliance.

6.5.2 Permissible Indemnification. The organization shall indemnify a Director or former Director made a party to a proceeding because they are or were a Director of the organization, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

6.5.3 Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of:

6.5.3.1 A written affirmation from the Director of their good faith belief that they are entitled to indemnification as authorized in this article, and;

6.5.3.2 An undertaking by or on behalf of the Director to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the organization in these Bylaws

6.5.4 Indemnification of Officers, Administrators, or Citizens. An Officer or Administrator of the organization who is not a Director is entitled to Mandatory Indemnification under this article

to the same extent as a Director. The organization may also indemnify and advance expenses to Citizens of the organization who is not a Director consistent with State Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth and approved by the general or specific action of the Board.

ARTICLE 7 - DISCIPLINARY ACTIONS

7.1 Purpose

7.1.1 The **organization's** Directors, Officers, Administrators, Citizens, and non-Citizen affiliated individuals must comply with the organization's policies and practices. The intent of this policy is to use a series of progressive disciplinary actions when appropriate as a means to assist and encourage members to correct their conduct. Particular circumstances may, in some **cases**, be exceptional or singular and the related disciplinary actions shall be tempered or expanded because of the facts of the situation. Violations of the Code of Conduct, Rulebook, Bylaws, or any additional rules or policies the Board of Directors may add as the affairs of the Organization may require, may result in specific disciplinary measures, including discharge.

7.2 Administrative Code of Conduct

7.2.1 In addition to the player's Code of Conduct found within the Rulebook, Directors, Officers, Administrators, and Committee members shall be subject to further rules and regulations necessary to effectively run the organization, such as;

7.2.1.1 Neglect of duty or responsibilities

7.2.1.2 Insubordination or refusal to comply with organization's instructions, unless such instructions are injurious to the employee's safety and health

7.2.1.3 Immoral or indecent conduct while in attendance of organization events, practices, meetings, or while otherwise conducting yourself as a representative of a member of the organization.

7.2.1.4 Convicted of a felony.

7.2.1.5 Convicted of a misdemeanor involving moral turpitude outside of the organization while serving as a Director, Officer, Administrator, or Committee member.

7.2.1.6 Violation of local, state, or federal law which causes unfavorable publicity to the organization, impairs the credibility of the member to perform their responsibilities, or is otherwise connected with the organization.

7.2.1.7 Intentional falsification of attendance records, Liability Waiver and Hold Harmless records, Emergency Contact records, financial reports, or other organization records.

7.2.1.8 Theft, intentional destruction, or defacing of organization property, venue property, or personal property belonging to other Directors, Officers, Administrators, Citizens, or non-citizen affiliated individuals.

7.2.1.9 Deliberate or careless conduct endangering the safety of self or other members, including the provocation or instigation of violence.

7.2.1.10 Abusive, threatening or coercive treatment of another member.

7.2.1.11 For other offenses of equal magnitude to the above.

7.3 Progressive Disciplinary Actions

7.3.1 For the violation of any policies, rules, or procedures, a Director, Officer, Administrator, Committee member, Citizen, or non-Citizen affiliated individual shall be subject to disciplinary action up to and including termination of administrative rights and permanent

discharge from the organization. Depending on the severity of violation as determined on a case-by-case basis, disciplinary action shall progress in the following manner:

7.3.1.1 Verbal warning. Verbal statement to the member that they have violated a rule and/or regulation and that such a violation may not continue. The date and time a verbal warning is issued must still be recorded.

7.3.1.1.1 This may include a temporary suspension of combat activity for that instance, or a complete removal of the disruptive element or individual from an event by event staff for the day.

7.3.1.2 Written reprimand. Formal notification in writing to the member that they have violated a rule and/or regulation. Dates and times of previous verbal and written warnings should be included within the notification.

7.3.1.3 Suspension. The individual is not able to participate within an aspect of the organization for a length of time, either for a specific number of hours or days, but not for more than one year, depending on the severity of the offense. Notice of suspension is provided to the individual in writing. Note: An individual may experience an administrative suspension that does not affect their ability to participate within other aspects of the organization, such as combat or A&S. This administrative suspension may or may not be indefinite, as determined by the appropriate governing body.

7.3.1.4 Ban. The member's relationship with the organization is severed indefinitely, and they are no longer able to participate in any aspect of the organization in perpetuity.

7.3.2 Sanctions, suspensions, probations, bans, and other administrative actions should be proportionate and appropriate. Major sanctions, such as a ban on attendance or participation, should not be a substitute for appropriate administrative or legal action.

7.3.3 Offenses against contemporary civil or criminal law should be dealt with through the appropriate legal system. This does not preclude the Organization from taking other appropriate actions.

7.3.4 It is not the responsibility of the Administration to deal with violations of modern law. When asked to resolve situations that fall under the jurisdiction of modern authorities, it is the Admin's responsibility to cooperate in referring such violations to the modern authorities. Further, it is the responsibility of the local officers to ensure that the modern authorities are promptly notified.

7.3.5 The Board may yield final decisions of any interpretations of these rules and regulations to another Officer or Administrator, as established on a case-by-case basis, and decisions will apply to all Branches and individuals regardless of the degree of affiliation.

7.3.5.1 All Citizens of the Organization shall have the right of appeal.

7.3.5.2 When individual actions or decisions are appealed, any Directors who may have been personally involved with the matters in question must declare the potential conflict of interest and withdraw from the ruling.

ARTICLE 8 - BOOKKEEPING, FISCAL YEAR, DOCUMENT RETENTION

8.1 Books and Records

8.1.1 The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by Committees of the Board. In addition, the organization shall keep a copy of the Articles of Incorporation and Bylaws as amended to date.

8.2 Fiscal Year

8.2.1 The fiscal year of the organization shall be from January 1st to December 31st of each year.

8.3 Document Retention Policy

8.3.1 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.

8.3.1.1 From time to time, the organization 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. Several categories of documents that warrant special consideration are identified below.

8.3.2 Exception for Litigation Relevant Documents. The organization expects all Officers, Directors, Administrators, Citizens, and any non-Citizen affiliated individuals to fully comply with any published records of retention or destruction policies and schedules, EXCEPT the following general exception to any destruction schedule: if you believe, or the organization 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.

8.3.3 Minimum Retention Periods for Specific Categories.

8.3.3.1 Corporate Documents. Corporate records include the organization's Articles of Incorporation, Bylaws, State Annual Report, and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require the Form 1023 be available for public inspection upon request.

8.3.3.2 Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the organization's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

8.3.3.3 Employment Records/Personnel Records. State and federal statutes require the organization to keep certain recruitment, employment, and personnel information. The organization should also keep personnel files that reflect performance reviews and any complaints brought against the organization or individuals under applicable state and federal statutes. The organization should also keep in the personnel files all Liability Waiver and Hold Harmless Forms, Emergency Contact Information, final memoranda and correspondence, and actions taken by or against individuals. Director, Officer, or Administrator applications should be retained for three (3) years. Branch applications should be retained for the entire life of the Branch and up to three (3) years after it's disbandment. Other employment and/or personnel records should be retained for seven () years.

8.3.3.4 Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years by the organization.

- 8.3.3.5 Press Releases/Public Filings.** The organization should retain permanent copies of all press releases and publicly filed documents under the theory that the organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the organization.
- 8.3.3.6 Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.
- 8.3.3.7 Marketing and Sales Documents.** The organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years.
- 8.3.3.8 Development/Intellectual Property and Trade Secrets.** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The organization should keep all documents designated as containing trade secret information for at least the life of the trade secret. The documents detailing the development process are often also of value to the organization and are protected as a trade secret where the organization;
- 8.3.3.8.1** Derives independent economic value from the secrecy of the information, and;
- 8.3.3.8.2** Has taken affirmative steps to keep the information confidential.
- 8.3.3.9 Contracts.** Final, execution copies of all contracts entered into by the organization should be retained. The organization should retain copies of the final contracts for at least three (3) years beyond the life of the agreement.
- 8.3.3.10 Correspondence.** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.
- 8.3.3.11 Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips, and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, supplies, and invoices should be kept for seven (7) years.
- 8.3.3.12 Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- 8.3.3.13 Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.
- 8.3.3.14 Electronic Mail.** Email that needs to be saved should be either:
- 8.3.3.14.1** Printed in hard copy and kept in the appropriate file; or
- 8.3.3.14.2** Downloaded to a computer file and kept electronically on a disk as a separate file. The retention period depends upon the subject matter of the email, as covered elsewhere in this policy.

ARTICLE 9 - TRANSPARENCY AND ACCOUNTABILITY

9.1 Purpose

- 9.1.1** By making full and accurate information about its mission, activities, finances, and governance publicly available, the organization practices and encourages transparency and accountability to the general public. This policy will:
- 9.1.1.1** Indicate which documents and materials produced by the organization are presumptively open to members and/or the public, and;

9.1.1.2 Indicate which documents and materials produced by the organization are presumptively closed to members and/or the public, and;

9.1.1.3 Specify the procedures whereby the open/closed status of documents and materials can be altered.

9.2 Financial and IRS Documents (Form 1023 and Form 990)

9.2.1 The organization shall provide its Internal Revenue Forms 990, 990-T, 1023, and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

9.3 Means and Conditions Disclosure

9.3.1 The organization shall make “widely available” the aforementioned documents on its internet website: www.wayoftheswordcombat.com to be viewed and inspected by the general public.

9.3.2 The documents shall be posted in a format that allows an individual using the internet to access, download, view, and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

9.3.3 The website shall clearly inform readers that the document is available and provide instructions for downloading it.

9.3.4 The organization shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

9.3.5 The organization shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

9.4 IRS Annual Information Returns (Form 990)

9.4.1 The organization shall submit the Form 990 to its Board of Directors prior to filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the organization’s Form 990 shall be submitted to each member of the Board of Directors via hard copy or email at least 10 days before the Form 990 is filed with the IRS.

9.5 Board

9.5.1 All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.

9.5.2 All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

9.5.3 All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

9.6 Officer, Administrator, and Citizen Records

9.6.1 All Officer, Administrator, and Citizen records shall be available for consultation by that member concerned or by their legal representatives.

9.6.2 No Officer, Administrator, and Citizen records shall be made available to any person outside the organization except the authorized governmental agencies.

9.6.3 Within the organization, Officer, Administrator, and Citizen records shall be made available only to those persons with managerial or personnel responsibilities for that member, except that:

9.6.4 Officer, Administrator, and Citizen records shall be made available to the Board when requested.

9.7 Donor Records

9.7.1 All donor records shall be available for consultation by the members and donors concerned or by their legal representatives

9.7.2 No donor records shall be made available to any other person outside the organization except the authorized governmental agencies.

9.7.3 Within the organization, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;

9.7.4 Donor records shall be made available to the Board when requested.

ARTICLE 10 - CODES OF ETHICS AND WHISTLEBLOWER POLICY

10.1 Purpose

10.1.1 The organization requires and encourages Directors, Officers, Administrators, Citizens, and non-citizen affiliated individuals to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities when representing the organization. The staff and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the organization 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. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

10.2 Reporting Violations

10.2.1 If any Director, Officer, Administrator, Citizen, or non-citizen affiliated individual reasonably believes that some policy, practice, or activity of the organization is in violation of law, a written complaint must be filed by that person with the Board President, Vice President, Officer, or Administrator.

10.3 Acting in Good Faith

10.3.1 Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

10.4 Retaliation

10.4.1 Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of the organization and provides the organization 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.

10.4.2 The organization shall not retaliate against any Director, Officer, Administrator, Citizen, or non-citizen affiliated individual who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the organization that the individual reasonably believes is in violation of a law, 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.

10.5 Confidentiality

10.5.1 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.

10.6 Handling of Reported Violations

10.6.1 The Board President, Vice President, Officer, or Administrator shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) 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.

10.6.2 This policy shall be made available to all Directors, Officers, Administrators, Citizens, or non-citizen affiliated individuals and they shall have the opportunity to ask questions about the policy.

ARTICLE 11 - MISCELLANEOUS

11.1 Conflict of Interest

11.1.1 The Board shall adopt and periodically review conflict of interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, Administrator, Citizen, or member of a Committee with Board-delegated powers.

11.2 Nondiscrimination Policy

11.2.1 The Directors, Officers, Administration, and Committee members shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. Further, it is the policy of Cultural Creatives Society, Inc. and Way of the Sword Combat Sports not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE 12 - AMENDMENTS

12.1 Articles of Incorporation

12.1.1 The Articles of Incorporation may be amended, altered, repealed, or restated by a Majority Vote of the Board of Directors then in office at a meeting of the Board, provided however,

12.1.1.1 That no amendment shall be made to the Articles of Incorporation which would cause the organization to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, and;

12.1.1.2 That an amendment does not affect the voting rights of the Directors. An amendment that does affect the voting rights of the Directors further requires ratification by a full quorum of Directors of a Board meeting, and;

12.1.1.3 That all amendments be consistent with the Bylaws.

12.2 Bylaws

12.1 These Bylaws may be amended, altered, repealed, or restated by a Majority Vote of the Board of Directors then in office at a meeting of the Board, provided however,

12.1.1 That no amendment shall be made to these Bylaws which would cause the organization to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, and;

12.1.2 That an amendment does not affect the voting rights of the Directors. An amendment that does affect the voting rights of the Directors further requires ratification by a full quorum of Directors of a Board meeting, and;

12.1.3 That all amendments be consistent with the Articles of Incorporation.