

**Bylaws**  
Gardiners Company Inc.  
Amended due to change in corporation status July 5<sup>th</sup>, 2014

**Article I: Name**

**Section 1. Name**

The name of the S Corporation shall be Gardiners Company, Inc.

**Article II: Purposes and Objectives**

**Section 1. Purpose**

The purpose of Gardiners Company, Inc. shall be:

- a) to educate members and the public on life in middle-class London during the period 1584 to 1603.
- b) To educate the public about life in the colony of Jamestown during the approximate period of 1610 to 1620 by assisting the Jamestown Yorktown Foundation.
- c) To encourage participation in living history re-creations of the period 1584 to 1603.

**Section 2. Objectives**

The objectives of Gardiners Company, Inc.

**Education:**

- a) To assist various like minded non-profit organizations by providing educational opportunities on our period.
- b) To participate in various Jamestown Yorktown Foundation events through third person interpretation.
- c) To maintain a social media presence with educational information on our period.
- d) To provide education on our period through various public outlets including but not limited to schools, museums and so forth.

**Living History:**

- a) To create and maintain period structure to hold first-person impression events for members and guests.
- b) To conduct research, create items and publish articles about material culture and history of our stated periods.

**Article III: Membership**

**Section 1. Eligibility:**

Any person who subscribes to the purposes and objectives of Gardiners Company and is approved by the membership as defined below.

**Section 2. Types of membership.**

The membership shall be composed of Company Members and Probationary members, based upon the criteria defined below.

- a) Company members have voting privileges and determine policy for the Company and any

activities the Company sponsors. In order to maintain a member in good standing Company members are expected to refer to the Company Handbook and are:

- i. required to pay yearly dues which will be collected in January of each year. Members that don't update within 1 year shall be considered lapsed and lose voting privileges.
- ii. required to complete 20 hours of volunteer work a year.
- iii. expected to complete 8 hours of continuing education a year
- iv. required to fill out a persona worksheet and turn it in to the Education Officer.
- v. required to have a complete set of clothing appropriate to their persona.

b) Probationary Members are persons who have:

- i. expressed an interest in joining the Company;
- ii. been sponsored by a Company member; and
- iii. completed a mentorship program as defined in the Company Handbook within 12 months with the possibility of one 6 month extension.

c) Probationary Members may be given the option to reapply at a later time if they are unable to complete the mentorship the first time around. This step may be waived for lapsed members based on a majority vote from the Company membership.

### **Section 3. Company Meetings.**

Company meetings occur at member events where a majority of the company membership has the opportunity to attend.

## **Article IV. Officers**

### **Section 1. Officers**

The officers of the Corporation shall be President, Secretary, Treasurer, Education Officer and Military Coordinator.

- a) Officers shall be elected from the Company Members in the manner specified in Article V and shall serve for 2 years or until their successors are elected.
- b) If, at any time, an office shall become vacant, the Company Members may, at any company meeting, elect a member to fill the vacancy.

### **Section 2: President**

The President shall

- a) preside at all meetings of the Company Members and Executive Committee;
- b) be ex-officio on all committees;
- c) perform such other duties as normally pertain to the office of President.
- d) appoint a Resident Agent for the Company in the state of Virginia.

### **Section 3. The Secretary**

The Secretary will:

- a) keep minutes of all meetings of the Company and the Executive Committee,
- b) notify all officers of their election,
- c) keep a record of the names, addresses and categories of all members; and

- d) act as President in the absence of the President.
- e) keep other non-financial records of the Company, such as past history and newsletters.

#### **Section 4. The Treasurer**

The Treasurer will:

- a) receive all monies of the Corporation and have custody thereof.
- b) cause the funds of the Corporation to be deposited in one or more banks selected by the Executive Committee to be disbursed in accordance with instructions of, and upon signatures of persons designated by the Executive Committee.
- c) cause to be kept a full account of all monies received and paid out.
- d) receive and have custody of all deeds, securities, notes and financial papers.
- e) make reports to the President, Company, and Executive Committee as they may require.
- f) prepare, and present once a year a comprehensive financial statement.
- g) act as President on the absence of the President and Secretary.
- h) sign such papers as are required by the office or as instructed by the Executive Committee.
- i) Perform other duties incident to that office.

#### **Section 5. Education Officer**

The Education Officer will

- a) provide guidance on the period aspects of activities and items used within the Company;
- b) identify areas of improvement for the Company.
- c) maintain a list of general items available to loan.

#### **Section 6. Military Coordinator**

The Military Coordinator will

- a) oversee any military activities that the Company conducts.
- b) maintain a list of those persons who are involved in the military activities and what position they hold within the Company.
- c) maintain a list of what military equipment is available for loan.

Their persona rank within the Company will be irrelevant.

#### **Section 6. Executive Committee**

There shall be an Executive Committee of the Company, consisting of the President, Secretary, Treasurer, Resident Agent and one other member of the Company.

- a) The Company shall fill a vacancy occurring on the Executive Committee between Company meetings. The Executive Committee shall, between meetings of the Company, have and exercise the authority of the Company to conduct routine business.
- b) The meetings of the Executive Committee shall be called as necessary by the President or any three members of the executive Committee upon three days written (electronic or traditional) or two days' telephone notice.
- c) A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
- d) The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

### **Article V: Nominations and Election of Officers**

### **Section 1: Nominations**

Nominations may be made in writing (electronic or traditional) or verbally by the membership to the Secretary of the Company and then disseminated to the Company via the Company list serve at least 3 weeks prior to the Company meeting where the vote will occur.

### **Section 2. Elections**

The elections of officers shall take place at any general company meeting. Newly elected persons shall take office immediately.

## **Article VI: Fiscal Administration**

### **Section I. Fiscal Year**

The fiscal year shall coincide with the calendar year.

### **Section 2. Dues**

Annual dues as fixed by the Executive Committee shall be payable annually in January. Any member who fails to pay dues within the fiscal year after such becomes payable shall be dropped from the membership rolls and lose voting privileges. A lapsed member can be reinstated by a majority vote of the Company and payment of dues for the current year.

### **Section 3. Budget**

The Executive Committee shall meet at the end of each year to propose a budget for the ensuing year.

### **Section 4. Audit**

The treasurer shall submit an annual financial statement for review by the company each fiscal year prior to the budget meeting proposed in Section 3. As needed the membership may vote for an audit from an external source.

## **Article VII: Parliamentary Authority**

### **Section I: Meeting rules**

The rules contained in Robert's Rules of Order, revised shall govern the organization in all cases to which they are applicable in which they are not inconsistent with these bylaws.

## **Article VIII: Amendments**

### **Section I. Amendments**

These bylaws may be amended at any meeting by a majority of the membership provided that the amendment has been submitted to all members of the membership in writing at least ten days prior to voting.