

BYLAWS OF THE HEIRS OF ASGARD

ARTICLE I. RULES

Rule 1: No Assholes.

ARTICLE II. NAME

This organization shall be known by the name, THE HEIRS OF ASGARD (hereinafter referred to, sometimes, as “the Organization”). It shall be a nonprofit organization incorporated under the laws of the State of Texas.

ARTICLE III. PURPOSE

The Heirs of Asgard is formed as a center of harmony and association for like-minded patrons of renaissance faires, festivals, and similar events who desire to promote the cultural characteristics and customs of the greater renaissance faire community while providing for the common good and general welfare of its own.

ARTICLE IV. DEFINITIONS

Section IV.1. Applicability.

1 The definitions provided for the terms in this Article apply throughout these Bylaws.

Section IV.2. Alumni.

1 Inactive Members who are inactive because they have voluntarily resigned or have been deemed to have resigned due to nonpayment of dues or failure to attend events, but not those who are inactive because they are actively exiled or banned.

Section IV.3. Annual Budget.

1 The official budget of The Heirs of Asgard for a given calendar year.

Section IV.4. Annual Dues.

1 Dues paid for an entire year.

Section IV.5. Asshole.

1 Anyone who violates Rule 1 of The Heirs of Asgard and who is currently Banished or Exiled is an Asshole. Behaviors that may lead to Banishment or Exile are described in the Code of Conduct

Section IV.6. Attendance.

1 A Member or Guest is deemed to have attended an event when that person has been physically present thereat and has participated in any part of the social interaction or official activities thereof and, in the case of Members, has paid dues for the event or for that year.

Section IV.7. Camp.

1 The physical area that The Heirs of Asgard has claimed and occupies for camping at a Faire.

Section IV.8. Commanding Officer.

1 The most senior decision making officer at an event or involved in its planning as described in Sec 7.04 of these bylaws.

Section IV.9. Council of Elders.

1 The governing body of The Heirs of Asgard, the Council of Elders is made up of all Elders active at any given time.

Section IV.10. Donations.

1 Funds received from non-Members and Members in excess of the donating Members' dues.

Section IV.11. Dues.

1 The financial obligation of membership that all Members must pay on an annual or per-event basis.

Section IV.12. Elder.

1 Any Member who has taken and holds an executive office within the current or preceding calendar year.

Section IV.13. Election.

1 A selection of one or more officers by vote of the Members of the Heirs of Asgard.

Section IV.14. Event.

1 An Event is any social gathering of Members that is not officially designated as a Raid

Section IV.15. Event Dues.

1 Dues paid for a single event.

Section IV.16. Faire.

1 A gathering of renaissance faire attendees at which The Heirs of Asgard holds at least one event, including Sherwood Forest Faire and the Texas Renaissance Festival.

Section IV.17. Faire Season.

1 Each Faire Year shall contain two Faire Seasons. The Spring Faire Season shall be the period of time beginning 30 days prior to the opening of Sherwood Forest Faire for regular business and ending on the last day of the Move-Out Weekend following that Faire or the last day the Faire is open, whichever is later. The Fall Faire Season shall be the period of time beginning 30 days prior to the opening of the Texas Renaissance Festival for regular business and ending on the last day of the move-out weekend of that Faire or the last day the Faire is open, whichever is later.

Section IV.18. Faire Year.

1 The faire year runs concurrent to the calendar year.

Section IV.19. Guest.

1 A Guest is any attendee at an event who is not yet a Member. All Guests must be sponsored by a Member. The Guest's sponsor may be held accountable for the actions of the Guest and may face consequences of such actions up to and including termination of membership.

Section IV.20. Jarl.

1 An officer holding the executive office described *infra*, in Sec 7.01A of these bylaws.

Section IV.21. Keeper of Lore.

1 An officer holding the executive office described *infra*, in Sec 7.01.E of these bylaws.

Section IV.22. Lodge.

1 A self-governing subordinate chapter of The Heirs of Asgard. A Lodge in the Heirs of Asgard is a group of peers who are bound together in jolly cooperation toward a common goal both for themselves and for the Heirs of Asgard. They maintain a separate leadership structure, logistic chain, and organizing principle under their own charter but are aligned

with the Heirs of Asgard by this incorporating document and each is treated as a house of equal standing.

Section IV.23. Majority Vote.

1 A Majority Vote shall be a vote of the number of Members or Elders present and voting, in person or by virtual means, in any officer election vote on a proposal, that is equal to or greater than one-half of the total Members or Elders present plus one, so long as the total number of Members or Elders present and able to vote constitutes a Quorum.

Section IV.24. Master of Coin.

1 An officer holding the executive office described *infra*, in Sec 7.01.D of these bylaws.

Section IV.25. Member.

1 Any person who has been offered membership by The Heirs of Asgard and who has accepted such membership and who has been active within The Heirs of Asgard by attending at least one event per year since acceptance and by paying dues as required below in Sec 8.04 of these bylaws.

Section IV.26. Move-In/Move-Out Weekends.

1 A Move-In Weekend is any time period during which a Faire allows patrons to enter the fairgrounds before the opening of the Faire for regular business in order to bring in tents and equipment for use during the Faire Season. A Move-Out Weekend is any time period during which a Faire allows patrons to enter the fairgrounds after the closing of the Faire for regular business in order to remove such materials therefrom.

Section IV.27. Executive Office.

1 One of several offices to be held by Members as described *infra*, in Sec 7.01 of these bylaws.

Section IV.28. Organization Meeting.

1 An Organization Meeting is either a Meeting of the Council of Elders or a Meeting of the Membership.

Section IV.29. Proposal.

1 A proposed change in the official stance or policy of The Heirs of Asgard on any issue on which the Organization is empowered to make decisions.

Section IV.30. Quorum.

1 The number of Members or Elders present at a Meeting of Members or a Meeting of Elders, respectively, that is required to conduct business and vote on a proposal or an election of officers.

Section IV.31. Raid.

1 Any Event that is designated as such by the Council of Elders and at which food or drink is offered to attendees and provided at the Organization's expense, or which is otherwise subsidized by the Organization.

Section IV.32. Raid Leader.

1 An officer holding the Executive office described *infra*, in Sec 7.03.A of these bylaws.

Section IV.33. Resignation.

1 A formal written request by a Member to end the Member's membership.

Section IV.34. Seasonal Dues.

1 Dues paid for a specific faire season (i.e., Sherwood Forest Faire or Texas Renaissance Festival)

Section IV.35. Special Meeting.

1 A Special Meeting is any Meeting of the active Membership other than the regularly scheduled biennial Meeting.

Section IV.36. Sponsor.

1 A Member who invites a Guest to camp.

Section IV.37. Thane.

1 An officer holding the executive office described *infra*, in Sec 7.01.B and Sec 7.01.C of these bylaws.

Section IV.38. Thyle.

1 An officer holding the executive office described *infra*, in Sec 7.01.F of these bylaws.

Section IV.39. Two-Thirds Majority Vote.

1 A two-thirds Majority Vote shall be a vote of the number of Members or Elders present and voting, in person or by virtual means, in any officer election vote on a proposal, that is equal to or greater than two-thirds of the total number of Members or Elders present, so long as the total number of Members or Elders present and able to vote constitutes a Quorum.

ARTICLE V. GENERAL FULFILLMENT OF PURPOSE

The Heirs of Asgard shall provide opportunities for its Members to join together to enjoy shared company, participate in rituals that enhance the Organization's characteristics, and participate in activities and events that support its purpose.

Section V.1. Method.

- 1 To fulfill its purpose, The Heirs of Asgard shall:
 - A. provide its Members with opportunities to engage in recreational and other activities specifically related to renaissance faires;
 - B. represent itself as a "clan" when attending renaissance faires;
 - C. sponsor, host, and participate in events and activities that promote the general welfare and common good of the Heirs of Asgard community and others;
 - D. engage in civic, charitable, literary, educational, and fraternal activities; and
 - E. provide the needed facilities, equipment, supplies, infrastructure, services, and other resources required to conduct the business of the Organization.

Section V.2. Not a Charity.

1 The Heirs of Asgard is not a charitable organization. The Heirs of Asgard may occasionally act charitably by giving or providing resources or other assistance to charitable and similar organizations that are known to espouse a purpose or ideas that align with those of the Organization.

ARTICLE VI. THE COUNCIL OF ELDERS

The board of directors of The Heirs of Asgard shall be known as The Council of Elders. The Council of Elders shall be the supreme governing body of The Heirs of Asgard.

The Council of Elders shall be made up of Heirs of Asgard Members who hold an office described in Sec 7.01 and Sec 7.03.A

Section VI.1.Powers.

A. Approval of Membership.

The Council of Elders shall have the power to approve petitions for membership in The Heirs of Asgard.

B. Creation of Offices.

The Council of Elders shall have the power to approve the creation of all offices described in ARTICLE VII

C. Creation of Committees.

The Council of Elders shall have the power to approve the creation of Committees, and the holding of Raids and other Events.

D. Sponsoring of Proposals.

The Council of Elder shall have the power to sponsor proposals to the general membership.

E. Calling of Meetings.

The Council of Elders shall call Meetings of the Membership.

F. Approval of Raids and Events.

The Council of Elders shall have the power to approve all raids

G. Approval of Financial Transactions.

The Council of Elders shall have the power to approve the financial transactions of The Heirs of Asgard.

H. Budgetary Approval.

The Council of Elders shall have the power to approve and promulgate the annual budget.

I. Contract with Third Parties.

The Council of Elders shall have the power to approve binding or nonbinding agreements or contracts between The Heirs of Asgard and a third party.

J. Arbitration of Disputes Among Councilors.

The Council of Elders shall arbitrate disputes among its Members.

K. Arbitration of Disputes Among the Lodges.

The Council of Elders shall arbitrate disputes among its Lodges.

Section VI.2. Other Powers.

A. The Authority of the Council of Elders to exercise powers not described in Sec 6.01 may be granted elsewhere in these bylaws.

B. Powers Not Enumerated. Any powers not specifically enumerated in this Article or elsewhere in these Bylaws and granted specifically to the Council of Elders or to individual officers of the Heirs of Asgard shall be reserved to the Membership to be exercised only by Majority Vote thereof.

Section VI.3. Limitations.

1 Powers exercised by the Council of Elders under Sec 6.01 shall be limited as described in this Section.

A. Availability of Funds.

The Council of Elders shall not approve a financial transaction or include an anticipated cost in the annual budget required by Sec 16.03 unless the Council of Elders anticipates that all needed funds will be available at the time the expense is to be paid.

B. Other Authority.

The Council of Elders shall not approve any financial transaction when these bylaws require approval by another means.

C. Approval of Membership by Lodge.

(1) The Council of Elders shall not interfere with the right of Lodges in the Organization to select their Members as described in Sec 12.02.D

(2) The Council of Elders shall recognize that the rights and privileges afforded to Heirs of Asgard Members under these bylaws apply equally to Members who qualify for membership according to Sec. 8.02, and to those who qualify for membership according to Sec. 8.04 and Sec. 12.02(d).

D. Lodge Contracts with Third-Parties.

The Council of Elders shall not prohibit a Lodge from entering into binding or nonbinding agreements or contracts between the Lodge and an outside party except when prohibited by these bylaws or the bylaws of the Lodge.

Section VI.4. General Method of Approval.

A. Majority Rule.

Powers exercised by The Council of Elders under Sec. 6.01 shall be decided by a simple Majority Vote of a Quorum (described in Sec.11.01(d)) of the Council of Elders.

B. Tie Votes.

In the event of a tie vote, the Jarl shall cast a tie-breaking vote even if the Jarl has already voted.

ARTICLE VII. OFFICES AND OFFICERS

Section VII.1. Executive Offices.

1 All Executive Officers are considered Elders and sit on the Council of Elders by virtue of their election to Executive Office. The Membership of The Heirs of Asgard shall elect Executive Officers to the following Executive Offices:

A. Jarl.

(1) The Jarl shall be the highest-ranking Executive Officer of the Heirs of Asgard at any given time and shall have the power to make any non-financial decisions required to be made that do not require a vote of the majority of the Council of Elders or which must be made in a timeframe more urgent than can be accommodated by waiting to convene a Meeting of the Council of Elders.

(2) Powers.

(a) Executes decisions and votes of the Council of Elders

(b) Represents the Organization in all official capacities

(c) Presides over Organization Meetings in the event of the Thyle's absence or inability to preside, or designates another officer so to preside

- (d) Presides over Meetings of the Council of Elders
- (e) Arbitrates and resolves conflicts between Members
- (f) Appoints interim office-holders until elections

B. Thane of the Fall Faire Season (sometimes called “the Fall Thane”).

- (1) The Thane of the Fall Faire Season shall facilitate the execution of designated Events planned by the Organization and the Council of Elders for the Fall Faire Season
- (2) Powers
 - (a) Coordinates fall events at disparate venues for the fall season
 - (b) Assists with logistics for fall events

C. Thane of the Spring Faire Season (sometimes called “the Spring Thane” or “the Sherwood Thane”).

- (1) The Thane of the Spring Faire Season shall facilitate the execution of designated Events planned by the Organization and the Council of Elders for the Spring Faire Season
- (2) Powers.
 - (a) Makes all decisions about the placement and positioning of tents, campers, and structures in the Camp
 - (b) Coordinates events at Sherwood Forest Faire for the Spring Faire Season
 - (c) Assists with logistics for Sherwood Forest Faire events

D. Master of Coin (sometimes called “the Treasurer”).

- (1) Officer in charge of tracking Organization finances.
- (2) Powers.
 - (a) Oversees the collection and keeping of all dues
 - (i) At their discretion, the Master of Coin may waive an individual's dues requirement per

event or for a whole season, but they must notify the Jarl if they do so

- (b) Oversees the collection and keeping of all donations
- (c) Oversees the provision of funds when requested and approved by the Council of Elders
- (d) Maintains a ledger of all transactions
- (e) Maintains the Annual Budget
- (f) Oversees the issuing of receipts to individuals and the keeping of records thereof
- (g) Acts as chair of the Treasury Committee which helps the Master of coin create the budget. This committee is comprised of the chairs of the other committees.
- (h) Ensures the timely deposit of all collected dues, donations, and other funds directly into the account described in Sec. 16.01
- (i) Issues funds from an Heirs of Asgard account when requested and approved according to Sec. 5.01(b)

E. Keeper of Lore.

(1) The keeper of lore shall act as secretary and maintain all Organization records

(2) Powers.

- (a) Keeps all Meeting minutes,
- (b) Keeps all official Organization records,
- (c) Maintains history and memorabilia for the Organization.
- (d) Creates and maintains a committee to assist the officer in their duties, and holds Regular Meetings to facilitate committee business and the keeping of minutes of those Meetings

F. Thyle.

(1) The Thyle chairs the Rituals Committee and shall facilitate the maintenance of the Codices of the Heirs of Asgard.

(2) Powers.

- (a)** Acts as Chair of the Rituals Committee which helps the Thyle execute the duties of their office.
- (b)** Acts as an advisor to the Jarl and Commanding Officer regarding Heirs of Asgard rituals and procedures
- (c)** Presides over Organization Meetings
- (d)** Facilitates votes on rules and bylaws
- (e)** Facilitates elections for elected officers

G. Armory Chair

(1) The Officer in charge of maintaining all equipment owned or entrusted to the Organization

(2) Powers.

- (a)** Maintains all property used by and donated to the Organization both during and after each Fair Season, including set up, breakdown, storage, and maintenance of said property
- (b)** Coordinates group efforts for setting up before and taking down after each Faire Season, and storage during the offseason
- (c)** Designs and facilitates the building of any improvement to any property and/or grounds belonging to or entrusted to the Organization
- (d)** Creates and maintains a committee to assist the officer in their duties, and holds Regular Meetings to facilitate committee business and the keeping of minutes of those Meetings

H. Kitchen Master/Mistress

(1) The Officer in charge of the kitchen's operation and maintenance

(2) Powers

- (a)** Stocks the kitchen with food, supplies, and equipment for the Faire season

- (b) Facilitates the cooking and serving of food during fair season
- (c) Oversees the Odin Chef institution and competition
- (d) Maintains and updates a list of food allergens for Members and regularly-attending Guests
- (e) Provides drinks and breakfast items during designated Raids or Events as approved by the Council of Elders
- (f) Creates and maintains a committee to assist the officer in their duties, and holds Regular Meetings to facilitate committee business and the keeping of minutes of those Meetings

I. Brewmaster/Mistress

- (1) The Officer in charge of brewing alcohol for the Organization.
- (2) Powers
 - (a) Brews all of the alcoholic beverages served out of the bar each season
 - (b) Maintains a brewing schedule
 - (c) Maintains a communication method with the Organization for brewing requests
 - (d) Maintains all equipment used specifically in Organization brewing efforts
 - (e) Creates and maintains a committee to assist the officer in their duties, and holds Regular Meetings to facilitate committee business and the keeping of minutes of those Meetings

J. Bar Committee Chair

- (1) Officer in charge of running and staffing the Bar
- (2) Powers
 - (a) Facilitates the staffing and maintaining the bar where the Organization serves alcohol

- (b) Ensures that the bar complies with all state and federal laws and guidelines concerning the serving of alcohol
- (c) Maintains a record of all T.A.B.C. Certifications of volunteer bartenders
- (d) Creates and maintains a committee to assist the officer in their duties, and holds Regular Meetings to facilitate committee business and the keeping of minutes of those Meetings

K. Master/Mistress of Relics

- (1) The Officer in charge of coordinating Heirs of Asgard gear and swag, as well as anything with the Heirs of Asgard logo on it, as well as the production and procurement of such material
- (2) Powers
 - (a) Facilitates creating and procuring Heirs-of-Asgard-themed items and merchandise
 - (b) Assists and coordinates in the creation of all Organization-related swag including Raid medals.
 - (c) Creates and maintains a committee to assist the officer in their duties, and holds Regular Meetings to facilitate committee business and the keeping of minutes of those Meetings

L. Service Committee Chair

- (1) The Officer in charge of coordinating any service or charity efforts the Organization undertakes
- (2) Powers
 - (a) Coordinates service activity that the Organization engages in or coordinates
 - (b) Communicates information about service projects
 - (c) Maintains a record of past service projects
 - (d) Creates and maintains a committee to assist the officer in their duties, and holds Regular Meetings to

facilitate committee business and the keeping of minutes of those Meetings

Section VII.2. Holding Executive Office

A. Qualifying for Executive Office.

All elected and appointed officer positions may only be filled by someone who has previously led a raid and has attended Meetings of the Council of Elders unless a majority of a Quorum of the body of the Organization votes to suspend this provision.

B. Election and Term of Executive Officers.

(1) Election.

The Members of The Heirs of Asgard shall elect persons to fill the Executive Offices described in this section by a Majority Vote of the Members at a Meeting of the Membership.

(2) Term.

Persons elected to fill the Executive Offices described in this section shall serve a term of two-years beginning the day of their election and ending on the date of the following election

(3) Vacancy in Executive Office.

A vacancy in an Executive Office shall be filled as described in this section.

(a) Interim Appointment by the Jarl. When an office described in this Section becomes vacant, the Jarl shall appoint a person to fill the office.

(b) Term of Appointed Executive Officer. A person appointed to fill a vacant office described in this Section shall serve in that office until a permanent successor is elected or for the remainder of the previous officer's term if a permanent successor is not elected.

(4) Vacancy in the Office of Jarl

(a) Interim Succession. If the office of Jarl becomes vacant, the order of interim succession will be as follows:

- (i) The Spring Thane
- (ii) The Fall Thane
- (iii) The Master of Coin.
- (iv) The Keeper of Lore.
- (v) The Thyle.
- (vi) Armory Chair
- (vii) Kitchen Master/Mistress
- (viii) Brewmaster/mistress
- (ix) Bar Committee Chair
- (x) Master/Mistress of Relics
- (xi) Service Committee chair

(b) Permanent Succession. Upon any office moving to interim status, the Jarl or interim Jarl shall call for a vote of the active membership on a permanent successor within sixty calendar days of the date on which the position became vacant.

(5) Exodus of All Executive Officers.

If all Executive Officers described in this Section vacate their offices before the end of their current terms, a Meeting of the Members shall be convened to elect new officers.

Section VII.3. Commissioned Offices.

1 The Heirs of Asgard shall appoint persons to serve in certain offices, as described in this section.

A. Raid Leader.

A Raid Leader shall be appointed for each Raid described in Sec. 11.04.A by the Council of Elders and will be responsible for running the Raid.

(1) Appointment.

The Council of Elders shall appoint a Raid Leader for each approved Raid by Majority Vote of the Council.

(2) Term.

A Raid Leader assumes office when the Raid they are appointed to is approved, or thirty days before the Raid begins, whichever is later. The Raid Leader's term in office ends at the conclusion of the Raid.

(3) Invitation to Remain an Elder.

At the end of their term, a Raid Leader shall be invited to remain an Elder and to serve on the Council of Elders through the end of the Faire Year following the Faire Year in which their appointed Raid took place.

(4) Powers.

During their term of office, a Raid Leader:

- (a)** Acts as the Commanding Officer of the Raid to which they are appointed
- (b)** Plans for two meals—typically breakfast, and dinner on Saturday for weekend Raids
- (c)** Has discretion to plan activities intended to entertain and amuse the Members who attend the raid

(5) Qualifications.

Any Heirs of Asgard Member may volunteer to be a Raid Leader.

B. Deputized Offices.

The Commanding Officer or any Elder may propose the creation of Deputy Offices for purposes that the Commanding Officer or Elder deems worthy.

The Commanding Officer or Elder so proposing shall have the power to determine whether or not the holder of the proposed office shall be eligible to serve on the Council of Elders.

Once proposed, the office may be approved by Majority Vote of the Council of Elders.

Once approved, the office will expire at the end of the following Faire Year unless renewed or made permanent by a separate vote of the Council of Elders.

Section VII.4. Commanding Officer and Officer in Charge.

1 The Commanding Officer shall be the highest-ranking Executive Officer of The Heirs of Asgard at any given time and shall have the power to make any non-financial decisions required to be made that do not require a Majority Vote of the Council of Elders or that must be made in a timeframe more urgent than can be accommodated by waiting to convene a Meeting of the Council of Elders.

- A. The Jarl shall act as Commanding Officer at all times during which these bylaws do not indicate that another officer should act in that capacity.
- B. The Thane of the Spring Faire Season shall act as Commanding Officer each year during the Spring Faire Season, beginning on the thirtieth day prior to the opening of Sherwood Forest Faire for regular business and ending on the last day of the Move-Out Weekend following that Faire or the last day the Faire is open, whichever is later.
- C. The Thane of the Spring Faire Season shall act as Commanding Officer each year during the Spring Faire Season, beginning on the thirtieth day prior to the opening of the Texas Renaissance Festival for regular business and ending on the last day of the Move-Out Weekend following that Faire or the last day the Faire is open, whichever is later.

Section VII.5. Officers are Elders.

1 All the holders of the offices in this Article are Elders.

Section VII.6. Separation from Office.

A. Removal.

Any officer may be removed with or without cause, at any time, by a Two-Thirds Majority Vote the voting Members of the Council of Elders at any Meeting of the Council Elders where a Quorum is present.

B. Procedure for Removal.

(1) A proposal to remove an officer may be made by:

- (a) Any Elder
- (b) Petition of five or more Members

- (2) The officer whose removal has been proposed shall not take part in the vote and shall not be counted in determining the total number of Elders present to determine what number of Elders constitutes a majority of present Elders, but that officer shall be counted to determine whether or not a Quorum exists if the officer is in attendance at the Meeting.

C. Consequences of Removal.

- (1) An officer who has been removed from office shall automatically be removed from the Council of Elders.
- (2) When an officer is removed from office, the removal constitutes a proposal of Exile, which must be voted upon in the same Meeting during which the removal was voted upon.

ARTICLE VIII. MEMBERS

Section VIII.1. Membership.

1 The Heirs of Asgard shall consist of all active Members within the Organization.

Section VIII.2. Qualifications.

1 Membership may be offered to any Guest who has attended at least one Raid during the preceding Faire Year. Such a Guest may be nominated for membership by any Elder and the offer of membership shall be made upon approval of the nomination by Majority Vote of the Council of Elders.

Section VIII.3. Nondiscrimination.

1 The Heirs of Asgard is prohibited from discriminating, in making decisions on whether or not to offer membership to proposed Members, on the basis of the proposed Member's race, ethnicity, national origin, religion, sex (including all aspects of pregnancy, sexual orientation, and gender identity), age, disability, or veteran status.

Section VIII.4. Maintaining Membership.

1 All Members are required to attend at least one event per year. Any Member who fails to attend a single event in a calendar year will be deemed to have resigned if no contact or explanation has been provided to an Elder or to the Council of Elders.

2 Attendance requirements may be waived for Members and/or specific Guests by a Majority Vote of the Council of Elders for any reason deemed valid by Majority Vote of the Council of Elders. Any Member who has paid dues for an event shall be deemed to have attended it and any Member who has paid seasonal and/or annual dues shall be deemed to have attended at least one event.

Section VIII.5. Separation of Members.

1 Membership in The Heirs of Asgard can be ended in two ways: resignation and termination.

A. Resignation.

When a Member resigns, they become alumni and are eligible to rejoin and become an active Member.

(1) Voluntary Resignation.

At any time, any Member may resign by delivering a written notice of resignation to any Elder.

(2) Involuntary Resignation.

(a) By the Council of Elders. The Council of Elders may decide that a Member has resigned involuntarily due to nonpayment of dues or failure to attend events.

(b) For Lack of Attendance. A Member who does not attend at least one event in a calendar year and hasn't notified the Council of Elders, will be considered to have resigned.

(3) Reactivating Membership After Resignation.

Alumni automatically re-enter the Membership and are reinvested with all rights and privileges of membership upon:

(a) Payment of dues for the Faire Year or Faire Season or for an Event, and

(b) Attendance at an Event.

(4) Alumni Status.

(a) Alumni are not Members and are not counted for purposes of determining a Quorum in any Meeting or

determining what number of Members present constitutes a majority

- (b) Alumni may not vote in elections
- (c) Alumni may not attend events
- (d) However, Alumni do retain the right to a refund of dues paid provided in Sec. 8.06.

B. Termination.

When a Member's membership is terminated, they are either Banished or Exiled and lose all rights and privileges of membership for the duration of their separation.

(1) Banishment.

Banishment is a temporary revocation of membership and the rights and privileges appurtenant thereto.

A Member or Guest who violates a Rule articulated in the code of conduct, as referenced in section 15.01 of these bylaws may be banished by the Commanding Officer, Master of Coin, or the Raid Leader of the Raid at which the violation occurred. A Member or Guest who has been Banished becomes an asshole for the duration of the Banishment.

- (a) **Raid Banishment.** Raid Banishment by a Raid Leader lasts until the end of the Raid at which the Banishment was initiated but can be extended to Full Banishment (as described immediately below) by the Commanding Officer or Master of Coin, or by a Majority Vote of the Council of Elders.

(b) Full Banishment.

- (i) Full banishment by the Commanding Officer or Master of Coin or by Majority Vote of the Council of Elders lasts for a maximum of 30 days but may be lifted early by the Officer who initiated the Banishment or by a Majority Vote of the Council of Elders. Banishment may also be lifted early if the Asshole is Exiled under sub-provision (b) of this section, below.

- (ii) The Officer who initiated the Banishment shall notify the full Council of Elders within 30 days of such initiation.

(2) Exile.

Exile is a durable revocation of membership and the rights and privileges appurtenant thereto.

Any Member or Guest who violates a Rule articulated in the Code of Conduct, as referenced in section 15.01 of these Bylaws, may be Exiled by Majority Vote of the Council of Elders indefinitely or for any period of time lasting more than 30 days. A Member or Guest who has been Exiled becomes an Asshole for the duration of the Exile. The duration may be changed after it is set, whether it be shortened, lengthened, or lifted entirely, at any time by a Majority Vote of the Council of Elders.

Section VIII.6. Membership Dues.

A. Dues Required.

- (1) All Members are required to pay dues.
- (2) Any Member who fails to pay any dues in a given Faire Year shall be deemed to have resigned according to Sec. 8.05(a)(ii).
- (3) Upon request, the Master of Coin may waive this requirement for any Member in accordance with Sec 7.02(a)(i)

B. Authority.

The amount and manner of payment of dues shall be determined by Majority Vote of the Council of Elders.

C. Frequency of Dues.

Members shall have the option to pay dues on an annual, seasonal, or per-event basis.

Payment of annual or seasonal dues may confer upon a Member additional rights and privileges (such as a right to receive certain pieces of merchandise) that are not conferred upon Members who only pay event dues.

D. Annual Dues.

If a Member elects to pay annual dues, the Member will be asked to pay an amount set by the Council of Elders before attending any event for the Faire Year, but once said amount is paid, the Member will be entitled to attend all future events for the Faire Year without the need of paying any additional dues.

Any Member who pays, in a single Faire Year, event dues in an amount equal to the annual dues for that Faire Year will be considered to have paid annual dues and will not be required to pay additional dues for any future events that year.

E. Seasonal Dues.

If a Member elects to pay seasonal dues, the Member will be asked to pay an amount set by the Council of Elders before attending any event for the Faire Season, but once said amount is paid, the Member will be entitled to attend all future events for the Faire Season without the need of paying any additional dues.

Any Member who pays, in a single Faire Season, event dues in an amount equal to the seasonal dues for that Faire Season will be considered to have paid seasonal dues and will not be required to pay additional dues for any future events that season.

F. Event Dues.

Any Member who elects not to pay annual or seasonal dues will be asked to pay an amount set by the Council of Elders for each event the Member wishes to attend before attending each such event

G. Right to Refund.

Heirs of Asgard alumni may request that any unused portion of dues already paid to the Organization be refunded to them. Alumni may waive their refund rights by requesting that any unused dues be considered a donation.

ARTICLE IX. ASSHOLES

Anyone who violates Article 1 of these Bylaws and who is currently Banished or Exiled is an Asshole.

Section IX.1. Camp Ban.

1 An Asshole is immediately banned from camp and may not enter the confines thereof, except:

- A. under the supervision of an Elder,
- B. for the purposes of removing property owned by the Asshole, and
- C. in as expeditious a manner as possible.

Section IX.2.Event Ban.

1 An Asshole may not attend any Heirs of Asgard Events or the Events of any Lodge in the Organization.

Section IX.3.Loss of Rights and Privileges.

1 An Asshole loses all rights and privileges of membership.

Section IX.4.Loss of the Right to Refund.

1 An Asshole loses their right to refund of dues described in Sec. 8.06(f) of any portion of dues paid for any Faire Year, Faire Season or Event due to revocation or suspension of the right to attend Events.

Section IX.5.Duration of Assholery.

1 Once conferred, the status of Asshole can only be lifted by a Majority Vote of the Council of Elders.

ARTICLE X. COMMITTEES

Section X.1. Committee Formation and Dissolution.

1 The Council of Elders may create or dissolve committees as needed to conduct the business of the Organization with the exception of the committees enumerated and administered by the Executive Officers listed in section 6.1.

Section X.2. Committee Chairs.

A. Appointment.

(1) Appointment of Committee Chairs by the Council of Elders.

Certain committees shall be chaired by a person appointed by the Jarl and confirmed by the Council of Elders as described in Article X.

(2) Appointment of Committee Chairs by virtue of Executive Office.

Certain committees shall be chaired by an Executive Officer as described in Article X.

B. Powers of Committee Chairs.

Committee Chairs shall have the power to staff the committee by appointing Members to their committees and ensuring that the purpose for which it was formed is fulfilled. Only people who have previously been Raid Leaders in the preceding or current calendar year can be appointed to chair a committee.

Section X.3. Committee Funds.

1 Each committee may be allocated funds within the annual budget, if needed. In such cases, the committee shall be responsible for creating and maintaining a committee budget and ensuring that allocated funds are used for the purposes for which they were allocated.

ARTICLE XI. MEETINGS AND EVENTS

Section XI.1. Meetings of the Membership.

A. Regular Meetings.

The Members of The Heirs of Asgard shall meet at least once per Faire Year to elect new officers and to handle any other business relevant to the Organization at that time.

B. Special Meetings.

In addition, Special Meetings may be called by the Commanding Officer, or by a petition signed by ten percent of the active Membership. Any Heirs of Asgard event may be designated a Special Meeting if the Members are notified at least thirty days before the event. Meetings may be held in person or virtually.

C. Notice.

Notice of each Meeting of the Membership shall be made available to Members via electronic means not less than fourteen days before the Meeting, along with notice of any proposals that are to be voted on at the Meeting. A record of the Meeting and outline of minutes and votes should be maintained by the Keeper of Lore.

D. Quorum.

A Quorum is required to do business or to vote on any issue or proposal. A majority of the voting Membership shall be necessary at any Meeting to constitute a Quorum.

E. Proposals.

Proposals for a general vote may be offered by any two Elders, or by petition signed by 10% of the active Membership.

F. Voting.

Except where otherwise specified in this document, all proposals to be voted on shall be decided by a simple majority of those present at a Meeting in which the vote takes place. A Quorum must be present at the Meeting for any votes to have an effect. Absentee voting shall be accommodated as best as possible via electronic means. Absentee voters will be counted for both Quorum and majority calculation purposes. Electronic votes submitted over a period of time until a Quorum has been met satisfies the requirements of this provision.

G. Tie Votes

In the event of a tie vote on such a proposal, the Jarl shall cast a tie-breaking vote, even if the Jarl has already voted.

Section XI.2. Meetings of the Council of Elders.

A. Regular Meetings.

The Council of Elders shall meet once per month, whenever possible, at a time set by consensus of the Council of Elders.

B. Special Meetings.

A Special Meeting of the Council of Elders may be called by or at the request of the Commanding Officer or any three Members of the Council of Elders.

C. Notice.

Notice of any Meeting of the Council of Elders shall be given to all Elders at least one day in advance of the Meeting by telephone or electronic means.

D. Virtual Meetings.

All Meetings of the Council of Elders will be held via electronic means unless

- (1) Any Elder proposes to hold the Meeting in person and
- (2) No Elders object to the proposal.

E. Quorum.

A Quorum is required to do business or to vote on any issue or proposal. A majority of currently serving Elders shall be necessary at any Meeting to constitute a Quorum.

F. Minutes.

A record of the Meeting and outline of events and votes should be maintained by the Keeper of Lore.

G. Proxy Voting.

An Elder may designate another Elder to vote as their proxy in a Meeting.

Section XI.3. Meetings of the Committees.

- 1 Committees shall meet at the discretion of their chairs but shall submit all records to the Keeper of Lore for archival purposes.

Section XI.4. Raids and Events.

A. Raids.

A Raid is any Event that is designated as such by the Council of Elders and at which food or drink is offered to attendees and provided at the Organization's expense, or which is otherwise subsidized by the Organization.

B. Events.

An Event is any social gathering of Members that is not officially designated as a Raid

ARTICLE XII. LODGES

Lodges of the Heirs of Asgard play an integral role in fulfilling its purpose under Article III. A Lodge in the Heirs of Asgard is a group of peers who are bound together in jolly cooperation toward a common goal both for themselves and for the Heirs of Asgard. Each Lodge shall be treated as a house of equal standing and shall maintain a separate leadership structure, logistic

chain, and organizing principle under its own Charter, but must be aligned with the purpose and goals of the Heirs of Asgard by this incorporating document.

Section XII.1. Recognition.

A. Petitioning for Recognition.

A Lodge seeking recognition in the Heirs of Asgard shall submit a written petition for recognition to the Council of Elders.

B. Qualifying for Recognition.

To qualify for recognition as a Lodge in the Heirs of Asgard, a petitioning Lodge must provide convincing evidence with the petition that the Lodge satisfies all requirements under this Article and agrees to abide by all relevant provisions of these bylaws.

C. Determination of Qualification.

When a Lodge has submitted a petition for recognition, a Meeting of the Membership shall be convened to vote upon the petition. A petition may be approved by a Majority Vote of the Membership

D. Dispensation of Recognition.

Once a petition for recognition has been approved as described in Sec. 12.01(C), The Heirs of Asgard shall:

- (1)** conduct the Ritual of Acceptance for New Lodges described in Sec. 15.02(c)(ii)2) and as set out in The Uniform Instructions on Rituals described in Sec. 15.02; and
- (2)** ratify, as described in Sec. 16.08, an amendment to Article XIII proclaiming the petitioner to be a Lodge of The Heirs of Asgard.

Section XII.2. Rights and Responsibilities of Lodges.

1 Once recognized, Lodges shall have the rights and responsibilities described in this Section.

A. Sovereignty and Self-Governance.

The Heirs of Asgard grants sovereignty and self-governance to Lodges throughout the Organization for all situations not specified in these bylaws.

B. Elections.

Lodges shall elect their leaders.

C. Designated Representative.

Lodges must designate an elected leader who is responsible for representing the interests of the Lodge to the Heirs of Asgard.

D. Membership.

A Lodge shall maintain the right to determine qualifications for membership in the Lodge that are not prohibited by this Subsection, by the bylaws of the Lodge, or by federal, state, or local law.

(1) Joint Membership.

All Members of a Lodge shall be Members of The Heirs of Asgard, and must have undergone the membership process with The Heirs of Asgard as well as their Lodge.

(2) Nondiscrimination.

Lodges of The Heirs of Asgard are prohibited from discriminating, in making decisions on whether or not to offer membership to proposed Lodge Members, on the basis of the proposed Member's race, ethnicity, national origin, religion, sex (including all aspects of pregnancy, sexual orientation, and gender identity), age, disability, or veteran status.

E. Reporting.

The person described in Sec. 12.02(C) shall report to The Council of Elders when requested.

F. Adoption and Practice of the Uniform Instructions of Rituals.

All Lodges shall adopt and practice The Uniform Instruction of Rituals described in Sec. 15.02.

G. Adoption and Practice of the Code of Conduct.

All Lodges shall adopt into their bylaws language that guarantees the adoption and practice by its Members of the Code of Conduct described in Sec. 15.01.

H. Right to Inspection of Records.

The Council of Elders shall have the right to inspect and audit the records that Lodges are required to keep under these bylaws.

I. Required Bylaws.

Recognized Lodges shall include in their bylaws (however named or enumerated) language satisfying the requirements of this Section.

(1) Purpose.

All Lodges shall adopt into their bylaw's language like that of ARTICLE III.

(2) Recognition of Jurisdiction and Role.

All Lodges shall adopt into their bylaws language that recognizes the authority of The Heirs of Asgard and the Lodge's role in the Organization.

(3) Recordkeeping Requirements.

All Lodges shall adopt into their bylaw's language like that of ARTICLE XIV.

Section XII.3. DISCIPLINE OF LODGES

A. Inquiry.

An Inquiry is any informal attempt by the Heirs of Asgard to determine the likelihood that a Lodge has failed or is failing to fulfill its responsibilities under this Article.

(1) Request for Inquiry.

Any Member of The Heirs of Asgard may submit a written request for an Inquiry to The Council of Elders when the Member genuinely believes that a Lodge has failed to fulfill or is not fulfilling its responsibilities under this Article or the bylaws of the Lodge.

(2) Execution of Inquiry.

The Council of Elders may appoint a person or persons to conduct an Inquiry in response to a petition.

B. Inquest.

An Inquest is a formal investigation by The Heirs of Asgard of any Lodge in the Organization for failure to fulfill its responsibilities under this Article.

(1) Required Notice.

Within ten days of its decision to begin an Inquest, The Council of Elders shall send notice to the Lodge that is the subject of the Inquest. The notice shall contain:

- (a)** the date on which the Council of Elders voted to begin an Inquest and the total number of 'yeas' and 'nays' for that vote;
- (b)** a summary of the specific accusation(s) levied against the Lodge;
- (c)** a listing of all bylaws the Lodge may have violated.
- (d)** A copy of all documentary or other evidence that has been collected by The Heirs of Asgard by the time at which Notice is sent;
- (e)** The date of any hearing that has been set in accordance with 12.3(B)(2).

(2) Right to Hearing.

A Lodge that is subject to an Inquest has a right to a hearing to resolve the Inquest.

Section XII.4. Separation of Lodges.

A. Resignation.

- (1)** A Lodge may, by methods deemed appropriate by its Charter, dissolve its relationship with the heirs of Asgard, provided that there are no outstanding debts between the two organizations.
- (2)** In the case of outstanding debt, the Heirs of Asgard shall hold a vote of the Membership to affirm or deny this dissolution

B. Expulsion.

- (1)** The Heirs of Asgard may at any time expel a Lodge by Majority Vote of the Membership.
- (2)** The Council of Elders may recommend to the Membership that a Lodge be expelled

- (a) Such a recommendation requires a Two Thirds Majority Vote of the Council of Elders, except that if there has been an Inquest that has conclusively revealed substantial failure of the Lodge to comport with its statement of purpose or to comply with these Bylaws, the vote to recommend Expulsion will require only a simple Majority.
- (b) Once the Council of Elders has voted to make a recommendation of Expulsion, the Lodge in question shall be deemed to be suspended in its operations until such time as a vote on the Expulsion may be held by the full Membership at a Meeting of the Membership.

ARTICLE XIII. RECOGNIZED LODGES

Section XIII.1.

ARTICLE XIV. RECORDKEEPING

Section XIV.1. Minutes.

1 Heirs of Asgard shall keep complete Minutes of the proceedings of Meetings of the Council of Elders and Regular or Special Meetings of the Membership that hold votes.

Section XIV.2. Financial Records.

1 The Heirs of Asgard shall keep complete financial records documenting its income and expenses and all records required by applicable law and according to ARTICLE XV.

Section XIV.3. Retention of Financial Records.

1 All financial records of The Heirs of Asgard shall be retained for a minimum of seven years from the date the record is created. This includes records or formats of records that are not actively in use.

Section XIV.4. Master Calendar.

1 The Heirs of Asgard shall keep a Master Calendar providing details for all Regular Meetings, Special Meetings, Raids, and other activities.

ARTICLE XV. **REQUIRED CODICES**

Section XV.1. Code of Conduct.

A. Authority.

The Heirs of Asgard shall create and promulgate throughout the Organization a Code of Conduct, which clarifies the characteristics of an Asshole and the behavioral mores of the Organization.

B. Adoption.

The Code of Conduct is established by a Majority Vote of the Council of Elders

C. Revisions.

Revisions to the Code of Conduct shall be approved by a Majority Vote of the Council of Elders

Section XV.2. The Uniform Instructions on Rituals.

A. Authority.

The Heirs of Asgard shall create and promulgate throughout the Organization, The Uniform Instructions on Rituals, which set out the proper order for all ritual practices by the Membership.

B. Adoption.

The Uniform Instructions of Rituals is established by a Majority Vote of a Quorum of the Council of Elders.

C. Contents.

The Uniform Instructions of Rituals shall include instructions on the following:

(1) For all Meetings and gatherings:

(a) Call to order.

(b) Safety briefing.

(c) Adjournment.

(2) For specific rituals

(a) New member initiation.

(b) Ritual of acceptance for new Lodges.

D. Revisions.

Revisions to The Uniform Instructions of Rituals shall be approved by a Majority Vote of a Quorum of the Council of Elders.

Section XV.3. Codex of Committees.

A. Authority.

The Heirs of Asgard shall create and promulgate to all Members of The Council of Elders, Officers, and Committee Members a Codex of Committees detailing the purview, scope, and authority of The Council of Elders, each office, and each committee.

B. Adoption.

The Codex of Committees is initially adopted by a Majority Vote of a Quorum of the Council of Elders.

C. Contents.

The Codex of Committees shall contain the information described in this Section.

(1) Expectations and duties of the Members of each committee.

(2) Procedures for proposing new ideas in writing.

(3) Procedures for addressing grievances within committees.

D. Revisions.

(1) The Rituals Committee shall update the Codex of Committees at least once per calendar year.

(2) To support the maintenance of the Codex of Committees, each committee shall provide recommendations for improving the Officer's Handbook at least once per calendar year.

Section XV.4. Raid Leader's Handbook.

1 The Raid Leader's Handbook outlines the duties and authority of Raid Leaders and provides procedures and other information relevant to their office.

A. Authority.

The Heirs of Asgard shall create and promulgate to all Raid Leaders a Raid Leader's Handbook detailing the purview, scope, and authority of The Council of Elders, each office, and each committee.

B. Adoption.

The Raid Leader's Handbook is initially adopted by a Majority Vote of a Quorum of the Council of Elders.

C. Contents.

The Raid Leader's Handbook outline the procedures for running raids in accordance with the traditions of the Heirs of Asgard.

D. Revisions.

The Rituals Committee shall update the Raid Leader's guidebook as needed.

ARTICLE XVI. FINANCE

Section XVI.1. Deposit Account.

1 The Heirs of Asgard shall establish in its name a deposit account with a bona fide financial institution located in the State of Texas.

Section XVI.2. Fiscal Year.

1 The fiscal year for accounting purposes is from January 1 to December 31.

Section XVI.3. Annual Budget.

1 The Heirs of Asgard shall create and maintain an annual budget for each fiscal year that provides a reasonable estimate of the income and expenditures of the Organization.

Section XVI.4. Account Ledger.

1 The Heirs of Asgard shall create and maintain a ledger documenting all financial transactions of the Organization.

Section XVI.5. Property Records.

1 The Heirs of Asgard shall keep an inventory of all real or personal property it owns, rents, leases, or is granted care, custody, or control of.

Section XVI.6. No Burden of Debt.

- A. The Heirs of Asgard is forbidden from applying for credit of any kind or taking on debt.
- B. If an expenditure is approved in advance and funds are not available as expected when it comes time to issue payment, pre-approval shall be revoked automatically, and the expenditure shall not be made.

Section XVI.7. Donations.

1 Any Member is welcome to donate to The Heirs of Asgard funds in addition to any amount paid in dues. When a Member donates, the Member shall be allowed to state a preference for how the funds donated should be used, and the Council of Elders shall consider the preference when deciding how to allocate the funds, but the ultimate disposition thereof shall be determined by a Majority Vote of the Council of Elders.

A. Donations for Specific Use

2 Donations made by an individual to The Heirs of Asgard that are used exclusively for specific purposes may provide tax benefits to the donor. It is the donors' responsibility to understand and comply with applicable federal, state, and local tax laws and The Heirs of Asgard makes no guarantee and offers no advice as to how any donation may affect a donor's tax liability.

A. Donation Receipts.

(1) Right to Donation Receipts.

Upon request, The Heirs of Asgard shall provide all donors with a written donation receipt acknowledging their donation.

(2) Contents of Donation Receipts.

(a) The contents of donation receipts must adhere to all applicable federal, state, and local laws.

(b) Donations receipts must include the following statements:

(i) "The Heirs of Asgard is recognized as exempt by the IRS under Section 501(c)(10) of the Internal Revenue Code."

- (ii) “No goods or services were received in exchange for this donation.”

Section XVI.8. Gifts and Emoluments.

- A. The Heirs of Asgard shall not distribute funds or emoluments for the sole benefit of any individual Member unless authorized by The Council of Elders in relation to clan business or events.
- B. Any waiver of dues by the Master of Coin under Section 7.02(d)(i) shall not constitute a violation of this Section.
- C. Members of The Council of Elders and Officers are strictly prohibited from accepting gifts that are prohibited by law or would conflict with the impartial execution of the Officer or Elder’s duties under these bylaws, burden The Heirs of Asgard through legal or contractual obligation, damage the Reputation of the Heirs of Asgard, or impede the execution of its purpose.

ARTICLE XVII. TRANSPARENCY

Section XVII.1. Promulgation of Charter and Bylaws.

- 1 The Heirs of Asgard shall make its charter and bylaws available to the public.

Section XVII.2. Promulgation of Documents and Records.

- 1 Unless prohibited, The Heirs of Asgard shall make all documents and records required to be kept under ARTICLE XIV available to its Members.

Section XVII.3. Promulgation of Codices.

- 1 Unless prohibited, The Heirs of Asgard shall make all Codices required to be kept under ARTICLE XV available to its Members.

ARTICLE XVIII. AMENDMENTS

Section XVIII.1. Authority.

- 1 These articles and bylaws may be amended by the Membership during a Regular or Special Meeting.

Section XVIII.2. Required Notice.

1 No fewer than thirty days before a vote to ratify an amendment, The Council of Elders shall:

- A. notify Members about the vote; and
- B. publish the text of the proposed amendment on The Heirs of Asgard website.

Section XVIII.3. Ratification.

1 Ratification of an amendment requires the approval of two-thirds of the voting Members present at the Meeting where voting occurs.