



Team Wench, Inc. Bylaws

ARTICLE 1 - NAME

The name of the organization is Team Wench, Inc. It is a nonprofit organization incorporated under the laws of Maryland. Said corporation is organized exclusively for charitable purposes under the appropriate section of the Internal Revenue Code. Team Wench reserves the rights and privileges to the name Team Wench and Team Wench, Inc. The team name and logo may only be used with permission of the Board of Team Wench.

ARTICLE 2 - PURPOSE

Team Wench is a Renaissance-themed organization, which believes that a small group of individuals can make a difference by pooling their talents and resources. We work both individually and collectively to raise donations for established charities which promote research or provide support to make people's lives healthier and safer.

ARTICLE 3 - MEMBERSHIP

Membership in Team Wench is available to anyone 18 years of age or older, regardless of gender, race, ethnicity, disability, sexual orientation, or culture. People become members by signing up on the electronic mailing list and/or becoming active in a Team Wench Activity as described below.

Voting Members

A voting member is defined as someone who has participated in at least two Team Wench activities or held office during the two-year period before the vote begins. In order to initially become a voting member of Team Wench, the proposed voting member:

- Must be sponsored by two current voting members of the Team.
- Must join the Team's electronic forum.
- Must announce, on the electronic forum, his or her intent to join the Team. Said announcement must be made at least thirty days prior to an all-hands Meeting to allow for objections from the membership. Should an objection exist, the proposed voting member's status will be referred to the Board for a decision.

The Board reserves the right to revoke for cause the voting privileges of a member of Team Wench. The decision of the Board may be appealed to the membership at large within 30 days of notification of revocation of voting rights.

Participation is defined as running or helping to organize any Activity or Event or by participating in a Third Party Charity Event under the name of Team Wench. These events and activities are described in "Activities" below.

ARTICLE 4 - MEETINGS

There will be at least two annual all-hands meeting to discuss group business, suggested meeting times being spring and fall. The agendas for these meetings will be created by the Board (defined below) and published to the full team at least two weeks in advance.

Minutes of the all-hands meeting will be posted within 7 days.



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ARTICLE 5 - VOTING

Minor opinion polls may be initiated by any member and may be conducted using the polling option on the Team Wench electronic forum. In the case of online polls, all members will be given 10 days to respond. An opinion poll is any poll that does not fall under the definition of official vote, below.

An official vote is any vote required by the bylaws or a published standard operating procedure (SOP) of Team Wench or which has the possibility of changing the bylaws or affecting the duties of the officers of the organization.

Official votes may only be called by the Board and will be conducted on the Team Wench electronic forum following an all-hands meeting. Questions to be brought to an official vote must be presented to the membership by the Board at least two weeks before the all-hands meeting at which the topic to be voted on will be discussed. Minutes of the all-hands meeting will be posted within seven (7) days and any further discussion of the issues to be voted upon will be conducted on the Team Wench electronic forum within the following week. An official vote will begin one (1) week after the meeting minutes have been posted and will conclude after 10 days. Only Voting Members, as defined in Article 3, may vote and all votes will be recorded as an amendment to the minutes of the all-hands meeting where the subject of the vote was discussed.

A vote for a change in Team Wench procedures or bylaws requires the participation of at least 50% of eligible members in order to be a binding vote and requires a 2/3 majority of that number to pass.

Each ballot will include the option of abstaining.

ARTICLE 6 - OFFICERS

The officers of Team Wench are the President, Treasurer, and Secretary, who by virtue of their position are members of the Board of Directors.

President

The President leads Team Wench and serves as the Chair of the Board of Directors. The President manages internal Team Wench policies.

Candidates for President must have served within the last two years as an Officer of Team Wench or as an Event Coordinator or Project Organizer as defined under Article 10, below.

The President will have these duties:

- Facilitate with Event Coordinators to make sure that the team does not compete with itself.
- Assist in budgeting between the events.
- Approve all outgoing Team Wench press releases and official communications.
- The President may delegate this function as required.
- Receive and relay inquiries from outside of Team Wench.
- Receive all information on events from Event Coordinators.
- Prepare the agenda for and serve as chair of all-hands meetings.
- Prepare the agenda for Board meetings.
- Train and mentor the next President.
- Serve as a signatory on Team Wench accounts during his or her term.



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ARTICLE 6 - OFFICERS (CONTINUED)

Treasurer

The Treasurer is responsible for maintaining the Team Wench bank account and for disbursing funds to the appropriate activities and charities.

Candidates for Treasurer must have demonstrable experience in handling finances.

Treasurers will have these duties:

- Keep Team Wench financial records in order and balanced.
- Track each event's funds separately so that each Activity knows what funds are available as seed money and as donations to their chosen charity.
- Maintain the Team Wench bank account.
- Pay approved bills accrued by events.
- Reimburse Team Wench Members for event-related expenditures when receipts are presented in accordance with procedures defined under Article 10, below.
- Present an annual Financial Report detailing all funds raised, held as seed money, and disbursed.
- Raise concerns about the use of funds to the Board, as needed.
- Manage the team's General Fund and General Fund expenditures.
- Assist in setting Team Wench policies.
- Check and maintain any email addresses used for Team Wench sales, including that used for event ticketing.
- Check and maintain electronic banking accounts, including the assigning and monitoring of multi-user access as needed.
- Serve as signatory to the Team Wench bank account during his or her term and as backup signatory to the bank account during the next Treasurer's initial term.
- Help train the next Treasurer.

Treasurers are not permitted to:

- Write checks unilaterally for reasons not described above.
- Be the Event Coordinator of any activity receiving funds from Team Wench.
- Treasurers may, however, participate in subcommittees and Team Wench activities that do not directly handle Team Wench money.

Secretary

The Secretary keeps the records for and maintains communication within the Team.

Secretaries have these duties:

- Maintain Team Wench historical records.
- Maintain membership records.
- Keep a list of those voting members who cannot presently access the electronic forum and make sure they are notified of meetings and votes.
- Take the minutes for all all-hands and Board meetings and present those minutes to the membership.
- Track loans of property.
- Help train the next Secretary.



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Recalling Officers

To recall an Officer, a petition containing the signatures of at least 50% of Team Wench's voting membership must be presented to the Board. The question of recalling the member will be posed to the entire voting membership of Team Wench. A vote of "No Confidence" must pass as explained above in Article 5 to be binding. The Board will appoint an Interim Officer and a special election will be held by all voting members of Team Wench within 60 days to fill the vacancy.

ARTICLE 7 – BOARD OF DIRECTORS

The business of this organization is managed by a Board of Directors. The Board consists of the Officers defined above, and two members at large who have been elected by the membership. At least one of the directors elected shall be a resident of the State of Maryland and a citizen of the United States. An elected Arbiter may witness all Board activities.

These Board members are elected by the voting membership as described above. Members of the Board serve a term of two years beginning January 1 following the election. Board members have no limit on the number of successive terms they may serve. Only Voting Members in good standing may be elected to office. The President, Arbiter and one member-at-large (designated A) will be elected each odd year and seated the following January. The Secretary, Treasurer and other member-at-large (designated B) will be elected each even year and seated the following January.

The directors and arbiter for the ensuing term shall be elected after an all-hands meeting of this organization. Voting procedures for member of the Board will be set forth in a separate SOP.

The Board of Directors has the control and management of the affairs and business of this organization. The Board of Directors shall only act in the name of the organization when it shall be regularly convened, either online or in person, by its chairman after due notice to all the directors of such meeting.

At least eighty percent (80%) of the members of the Board of Directors shall constitute the quorum. The meetings of the Board of Directors shall be held quarterly in January, April, July, and October or the nearest date that is mutually agreeable. The Board may convene a special meeting as needed by announcing the meeting to the membership of the organization a minimum of 10 days prior to the meeting. An emergency meeting of the Board may be convened by request of any three Board members in response to specific time-sensitive issues. Notice will be given to the membership of Team Wench as far in advance as possible. Emergency meetings must be confined to the topic(s) for which they were called.

Each director shall have one vote. Voting may not be done by proxy. The Arbiter will be permitted one vote only in order to break a deadlock within the Board. The Arbiter may only vote at such time as the entire Board of Directors has taken an issue to a revote and been unable to reach a consensus on the problematic issue.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary. All members will be permitted to observe the Board meetings, but may not participate unless specifically addressed by the Board.

Voluntary vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.



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ARTICLE 7 – BOARD OF DIRECTORS (CONTINUED)

The President of the organization by virtue of his office shall be Chair of the Board of Directors.

The Secretary of the organization by virtue of his office shall be Secretary of the Board of Directors.

Members at large elected to the Board must be voting members in good standing.

The Arbiter must be a voting member in good standing. The Arbiter should witness all Board meetings, act as mediator between members of the Team, provide tie- breaker votes within the Board and help to train the next Arbiter. The Arbiter is an elected position.

Recalling Board Members

A director may be removed when sufficient cause exists for such removal. The Board of Directors will entertain charges before the elected Arbiter against any director. The Board of Directors shall adopt such rules for this hearing as it may, in its discretion, consider necessary for the best interests of the organization. A recall originating outside of the board requires a petition containing the signatures of at least 50% of Team Wench's voting membership which must be presented to the Board. After the board hearing or the submission of said petition the question of recalling the member will be posed to the entire voting membership of Team Wench. A vote of "No Confidence" must pass as explained in Article 5 to be binding. The Board will appoint an Interim Officer and a special election will be held by all voting members of Team Wench within 60 days to fill the vacancy.

ARTICLE 8 - CONFLICT OF INTERESTS

For the purpose of this policy, conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial or business interests. It is the responsibility of all Team Wench members in any elected, appointed, or volunteer position of a Team Wench Activity to consider each item of business where they have a vote or decision authority to determine if a real or perceived conflict of interest may exist. Any such recognized conflict shall be disclosed in writing immediately to the person in charge of the Activity (or the next higher authority if the member is in charge) who, after consultation with other individuals in the Activity, will advise the member of the proper course of action and cause a notation of the action to be entered in the Activity's record. A copy of this disclosure statement shall be reviewed by the Board.

This Policy shall also apply to nonmembers who are serving Team Wench in some capacity.

ARTICLE 9 - ACTIVITIES

Team Wench is involved in the following: Fundraising Events, Project Activities, and Third Party Charity Events. Anyone who is interested can suggest that Team Wench work on any of these projects. This suggestion is generally considered to be an offer to act as the Event Coordinator for that activity.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.



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Fundraising Events

Fundraising Events are any Team Wench event which raises money to be donated to a charity. Proceeds from a Fundraising Event will be donated to established charities either directly or as a pledge to one or more Team Wench members participating in an event benefiting that charity. A Fundraising Event uses the Team Wench name and logo as part of its advertising and clearly states the charity for which funds are being raised.

Some Fundraising Events, such as feasts, require committees to implement the event. These rules cover Fundraising Events committees: Committees will serve only for the duration of that Event and will disband after reporting results as listed below. The Event Coordinator should serve as coordinator for only one committee Fundraising Event at a time. There is no limitation on participating or coordinating other Team Wench Events.

The Fundraising Event Coordinator has these tasks:

- Implements the event.
- Reports regularly to the Board.
- Is readily accessible to the rest of the committee via channels established and agreed upon by the committee.
- Mentors the next coordinator for a similar Event.
- Delivers to the Secretary a full list of working participants within 30 days of the end of the Event to ensure that all participants are properly listed as having voting status.
- Delivers to the Treasurer a full report and all cash and receipts within 30 days.
- Delivers to the Board a post-event report within 60 days.

Fundraising Event Coordinators must fit both these qualifications:

- Have served in any capacity on a committee for a previously completed event (not necessarily for the same event) within the previous two years.
- Have participated in any capacity in any Team Wench Activity within the past year.

Committee department heads are chosen by volunteering or at the request of the Event Coordinator.

For those Fundraising Events which can be implemented without a committee, the following rules apply. The organizer of the event shall:

- Implement the event.
- Report regularly to the Board.
- Be readily accessible to any other workers on the event.
- Mentor the next coordinator of a similar event, if necessary.
- Deliver to the Secretary a full list of working participants within 30 days of the end of the event to ensure that all participants are properly listed as having voting status.
- Deliver to the Treasurer a full report and all cash and receipts within 30 days.
- Deliver to the Board and Officers a post-event report within 60 days.

Project Activity

A Project Activity is one in which items are created or gathered for charitable purposes. Examples include the manufacture or collection of items in response to a drive from a third party charity or the creation of fundraising items. Fundraising items created by the team may use the Team Wench name and logo.



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Project Activity (Continued)

The organizer of a Project Activity shall:

- Register the team with the charity, if necessary.
- Give the team information about the third party charity collection drive, if applicable.
- Solicit donations/materials/suggestions/workers.
- Recruit support and team members as necessary.
- Determine and announce the time and place of the event.
- Implement the event.
- Report regularly to the Board.
- Be readily accessible to any other workers on the event.
- Mentor the next coordinator of a similar event, if necessary.
- Deliver to the Secretary a full list of working participants within 30 days of the end of the event to ensure that all participants are properly listed as having voting status.
- Deliver to the charity all materials or proceeds and/or begin sales of the fundraising item.
- Deliver to the Board and Officers a post-event report within 60 days. In the case of long-term sales, deliver to the Board and Officers a report at least semiannually, as part of the all-hands meetings.

Third-Party Charity Event Participation

When another charity holds a fundraising event of its own, members of Team Wench may use the team name and logo when participating in that event. Examples include creating a walking and/or crew team to participate in benefit walks, such as the National Multiple Sclerosis Society's Annual Walk. The participating group will be headed by a voting member of Team Wench and may use the name "Team Wench" and the Team Wench logo in its advertising of, fundraising for, and participation in the event.

The Team Captain shall:

- Register the Team with the charity.
- Solicit donations.
- Recruit team members.
- Report regularly to the Board.
- Be readily accessible to any other team members in the event.
- Mentor the next captain for a similar event, if necessary.
- Deliver to the Secretary a full list of working participants within 30 days of the end of the event to ensure that all participants are properly listed as having voting status.
- Deliver to the Board a post-event report within 60 days.

ARTICLE 10 - BOOKS, RECORDS, SOURCE OF FUNDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. Site rental options must be presented to the Board by the acting Event Coordinator and site expenditures must then be approved by the board. Other expenditures of over \$1,000 must be voted on and passed by the membership.

Books

Within 30 days after the ending of a Fundraising Event or Project Activity, the Event Coordinator or head of that fundraiser will provide a report to the team and the money raised to the Treasurer. The Treasurer will maintain financial records and be able to give an accounting of all money raised at any time.



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Records

The history of Team Wench is currently held in the "Files" section of the Team Wench electronic forum. Meeting minutes will be posted to that section no more than 30 days after the end of the meeting. The Board will post delivered post- event reports when received.

Source of Funds

Team Wench requires no dues from its members. New activities will be funded by seed money generated in accordance with the standard operating procedures of the team. A General Fund will be maintained at no more than \$5,000 in unallocated funds. The General Fund is generated through the sale of Team Wench merchandise and intellectual property as detailed in the standard operating procedures of the team. No funds raised for another charity will be entered into the General Fund. Unallocated funds in excess of the general fund cap at the end of the fiscal year will be disbursed to existing events or another charity in accordance with a vote of the membership.

ARTICLE 11 - FRANCHISE GROUPS

Team Wench may allow charitable organizations to use the Team Wench name with supervision for specific activities. Said organizations must request permission from the Board of Directors in writing a minimum of 120 days in advance of said activities.

ARTICLE 12 - AMENDMENTS

The process of amending these bylaws is as follows:

- A member must present the potential need for amendment to the membership. A simple majority of the membership must vote that the issue raised requires amendment consideration.
- The Board of Directors will write up a potential amendment for consideration and present it to the membership at the next scheduled or special all-hands meeting within 90 days of the call to amend.
- A vote of the voting membership must be held as defined in Article 5, above.

ARTICLE 13 - DISSOLUTION

In the event that there is not sufficient interest by the members in continuing the Team Wench organization and activities, the Team may be dissolved by the following procedures:

In order to begin dissolution proceedings, a petition containing the signatures of at least 50% of the voting membership must be presented to the Board. Dissolution of the team requires a vote of the full membership. Dissolution will occur unless a minimum of five members qualified to serve as the Board and Officers vote against the proposed dissolution and are willing to serve.

In the event that Team Wench disbands, its assets shall be distributed for one or more exempt purposes within the meaning of Section (501)(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Also, these bylaws apply:

- No new event or team will be permitted to use the Team Wench name or logo as part of fundraising efforts for a 5-year period. Teams and events currently organized under the Team Wench name will be permitted to hold the advertised event.
- All Team Wench accounts on electronic forums and in banks will be closed. The last person to hold the office of Treasurer will be required to keep the financial records for 7 years.
- The dissolution of the team will be announced on any web pages maintained for Team Wench Events. These web pages and electronic forums will remain "live" for one calendar year.
- Seed money for future events will be given to the charity that would have been the beneficiary of that event.
- Any remaining funds will be disbursed to a charity named by a quorum vote of current members.
- Any Team Wench property or goods will be donated to another nonprofit charity.