

CHARTER AND GOVERNANCE

ALL THINGS RANSOME

A California Unincorporated Nonprofit Association

Version 1.1

I ALL THINGS RANSOME is an unincorporated nonprofit association registered in the State of California, United States of America, hereinafter referred to as the Association. The Association shall be governed in accordance with California law.

II Purpose:

1. The purpose of the Association is to encourage and assist the study and appreciation of the works and life of Arthur Mitchell Ransome, the English author and correspondent, by maintaining and provide digital archives and web sites of relevant material, including but not limited to copies of written material, sound archives, photographs and drawings, discussion groups, and other related material made publicly on the internet. The Association may also develop and provide other internet-based resources to further its purpose.
2. The Association may adopt and provide such archives and web sites, managed and supported by outside parties, when those web sites further the purpose of the Association, without respect to whether the individuals involved in the management and development of such facilities are themselves members of the Association. In this respect, “adopt and provide” are understood to be providing web site hosting and support, and the Association assumes no responsibility or liability for the conduct or content of any such archives and web sites. Adoption of any such resources require a decision by the Association.

III Membership

1. Membership in the Association is open to individuals who take an active part in the realization of the purpose of the Association by supporting and assisting in the work of the Association, subject to invitation by the existing members.
2. Members may take an active part in the realization of the purpose of the Association by contributing to the digital archives, supporting the online

discussion groups, providing or raising funds to pay for the online hosting costs, or otherwise helping to further the activities of the Association.

3. The Association may set such membership fees, or no membership fee, as the membership may determine.
4. The founding members of the Association are Luke Dolman, Ian Edmondson, Andrew Goltz, Woll Newall, Adam Quinan, Owen Roberts, and David Thewlis. David Thewlis shall be the Chairman until otherwise decided by the membership.
5. New members may be invited to join the Association subject to a consensus vote of the existing membership.
6. A member may be expelled by vote of three fourths of the membership voting in favor.
7. A member of the Association may resign at any time.
8. All members of the Association are voting members.

IV Board of Directors and Officers

1. The Association shall have a Board of Directors comprised of all members of the Association except those who have refused to be a Director.
2. The officers of the Association shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer.
3. The Chairman of the Association shall also have the title "Chairman of the Board" as required by California statute.
4. Officers of the Association shall be appointed by the Board of Directors to their positions. Terms shall be for three years and may be renewed at the pleasure of the Board of Directors.
5. An individual may hold any combination of offices except Chairman and Vice Chairman.
6. The Board of Directors may establish such other officers and define the duties of such offices as the Board deems necessary.
7. The duties of the prescribed offices shall include those duties natural and generally required of such offices in nonprofit associations. In particular:

- 7.1 The Chairman is responsible to the Board for the day to day functioning of the Association. The Chairman shall generally call, conduct and manage meetings, determine consensus or call for votes.
- 7.2 The Vice Chairman shall execute the duties of the Chairman when the Chairman is unavailable.
- 7.3 The Secretary shall issue agendas and record minutes of meetings of the Association, and shall maintain such records as the Board shall require.
- 7.4 The Treasurer shall maintain a bank account in the name of the Association to receive and disburse such funds as are required to meet and support the Association's purposes.

V Meetings

1. All meetings of the Association will be conducted by conference call to ensure the greatest participation. By definition all meetings of the Association are meetings of the Board of Directors.
2. In general, meetings of the Association will be called as needed by the Chairman. However, a meeting of the Association may be called by any single officer of the Association or by any three members.
3. Discussion and decisions on issues may be reached by electronic mail as an alternative to conference calls.

VI Quorum, Voting and Decisions

1. A meeting of the Association must have a quorum of at least 50% of the membership to transact business. Lacking a quorum, a meeting may discuss issues and put them to the electronic vote of the membership.
2. It will be the goal of the Association to reach decisions by consensus of the membership at any meeting, or via electronic mail. However if a consensus cannot be reached and a vote is necessary, the decision will be made by majority approval of a quorum present, except as follows:
 1. Votes to invite new members or to expel existing members require a three fourths affirmative vote of all members of the Association.
 2. A vote to dissolve the Association shall be conducted as provided in section X.1.

3. Votes conducted by electronic vote require a majority affirmative vote of all members of the Association, not just members returning votes..
4. In the case of a tie vote at a meeting or in an electronic vote, the Chairman shall cast a second vote to break the tie.
5. Decisions about the contents and management of the Association's digital archives and Internet discussion group(s), or other such archives and web sites supported by the Association as provided under Section II, are delegated to those individuals supporting such archives and discussion groups unless the Association must reach a decision on whether or not to support the activity.
6. Individuals and groups supporting archives and discussion groups provided by the Association need not themselves be members of the Association, as provided under Section III.2.

VII Assets and Finances

1. The fiscal year of the Association shall be the calendar year, beginning 1 January and ending 31 December of each year.
2. Association assets such as domain names or website hosting agreements shall be in the name of the Association. At least two members of the Association shall always have management access to these assets.
3. The Association may request or accept donations in cash or material goods or services to further the purpose of the Association.
4. All membership dues, if any, and any funds donated to the Association, shall be kept in a separate bank account in the name of the Association and disbursed in accordance with generally accepted accounting practices.
5. The Treasurer shall submit to the membership appropriate financial statements for the Association each year, within 90 days of the end of the fiscal year.

VIII Intellectual Property and Copyright

1. The Association shall make all possible efforts to ensure that material it publishes on its archives, discussion groups, and other web sites is in the public domain, or that general or specific permission has been granted, or

that the use of the material follows fair use guidelines.

2. The Association shall maintain clear statements of copyright and usage permission on its sites/ Specific items with unique copyright or usage limitations will have these limitations clearly stated on those items.

IX Dissolution of the Association

1. The Association may be dissolved by a three fourths affirmative vote of all members who can be contacted, upon presentation to the membership of a proposal for dissolution.
2. Upon dissolution, all tangible and intangible assets of the Association including any intellectual property or copyrights shall be offered to The Arthur Ransome Society, Ltd., or to another organization with similar goals to the Association and acceptable to the Association's membership.