THE BEACON SOCIETY

A Sherlock Holmes Society

BY-LAWS

ARTICLE 1 - NAME, PURPOSE

Section 1: The name of the organization shall be the Beacon Society. The Beacon Society is a scion society of The Baker Street Irregulars.

Section 2: The mission of the Beacon Society is to support educational experiences that introduce young people to Sherlock Holmes and to recognize exemplary efforts that do so.

Section 3: The Beacon Society is a not-for-profit organization under Section 501(c)(3) of the United States Internal Revenue Code that will use its financial resources to fulfill its mission.

Section 4: The Beacon Society is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations including, but not limited to schools, libraries and museums, that promote the introduction of Sherlock Holmes to young people.

ARTICLE II - MEMBERSHIP

Section 1: Membership in the Beacon Society shall be open to anyone who is willing to be actively involved in promoting the introduction of young people to Sherlock Holmes.

Section 2: Membership shall be granted upon contacting the Society Secretary (hereafter referred to as "Percy Phelps") either directly or through requesting membership on the Beacon Society electronic group list. Members are strongly encouraged to join a committee and actively participate in that committee.

Section 3: Voting Rights.

Voting rights will be open to all Society members for the following issues:

1. Voting on the Officers of the Society,
2. Voting to change the By-Laws,
3. Voting on other matters as seen fit by the Board of Directors.
4. Each member has one vote.

ARTICLE III - BOARD OF DIRECTORS

Section 1: Board of Directors Composition, Size, and Role.

The Board of Directors is composed of the Officers and standing Committee chairs (hereafter referred to as the "Sidelights"). The Board of Directors is responsible for overall policy and direction of the Society. The Board has responsibility and authority to review and has final approval over any

Committee proposal. The Board receives no compensation other than at-cost reimbursement for Society initiated expenses authorized by the Board.

Section 2: Meetings of the Board.
The Board communicates electronically as needed.

Section 3: Board Elections.
Any member of the Beacon Society may run for office. The Officers shall be elected by the general membership of the Society.

Section 4: Election Procedures.
Board Officers shall be elected from nominations made by the general Society's membership. Members may nominate anyone for specific offices from among the existing members. The Board will set dates for receiving and closing nominations. All nominees will be included on the ballot when they provide a brief statement of their qualifications and goals for the office they are seeking. The statements will be sent to the membership along with the ballot. Society members will then be given ten days to vote for Board Officers via email. Any member unable to vote electronically needs to contact Percy Phelps and arrange to vote by postal mail or fax. The candidate for each office who receives the most votes wins. In case of a tie, the current Board will select the new officer from the tied nominees.

Section 5: At-Large Board Members.
The Board members may recruit and elect up to four additional people from among the Society's Membership to serve as at-large members of the Board for specific projects, initiatives, or for other specific reasons. At-Large Board members shall be non-voting members of the Board.

Section 6: Terms.
1. All Officers shall serve three-year terms and are eligible for re-election.
2. At-large Board members may serve annual terms or until the special projects on which they are working conclude (whichever is shorter). They may be reappointed by the Board.

Section 7: Quorum.
A quorum must be established by participation of at least four Board members before business can be transacted or motions made or passed. Decisions made via electronic means must have participation of at least four Board members.

Section 8: Notice.
An official Board meeting requires that each Board member have written (or e-mail) notice two weeks in advance.

Section 9: Officers and Duties.
There shall be three officers of the Board consisting of:
1. **Head Light (Chairperson)**. The Head Light will be responsible for the overall leadership of the Society. He or she will represent the Society at various events and may act as the official voice of the Society or assign others to do so from time to time.
2. **Percy Phelps (Secretary).** Percy will be responsible for maintaining minutes of all Board Meetings, for providing notification to the General Membership of meetings, and for correspondence as necessary.

3. **Bursar (Treasurer).** The Bursar is responsible for developing and reviewing fiscal procedures and annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. The Bursar will present a financial report to the membership at the annual meeting including the current bank balance, funds collected and disbursed during the year, and a summary of the report will be included in the meeting minutes published on the electronic list. The Bursar will provide the Board with interim financial reports during the year as needed. The financial records of the Society are public information and shall be made available to the membership, Board members, and the public upon request.

These Officers shall be separate from the Sidelights.

Section 10: Vacancies.
When a vacancy on the Board exists, the Society's general membership will be given notice that they have two weeks to nominate candidates from the general membership for vacant Board positions. See Article III, Section 4 Election Procedures for additional procedures.

Section 11: Resignation, Termination and Absences.
Resignation from the Board must be in writing (or e-mail) and received by the Head Light. The Head Light's resignation is to be received by Percy Phelps. A Board member may be removed for non-performance of duties or other reasons by a three-fourths majority vote of the remaining Board members.

Section 12: Dues.
If deemed appropriate, the Board may recommend a dues schedule to the general membership for their ratification.

Section 13: Personal Liability.
No member, officer or Director of the Society shall be personally liable for the debts or obligations of the Society of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this Society.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1: Annual Meeting.
The Annual Meeting is called by the "Head Light" or the Board of Directors. It is scheduled at an appropriate time just prior to the Baker Street Irregulars Birthday Weekend each January.

Section 2: Special Meetings.
Special Meetings may be called by the "Head Light", the Board of Directors, or a simple majority of the Society's voting members. Special meetings must be scheduled through Percy Phelps. Special meetings may be held electronically.

Section 3: Notice.
Notice of each meeting shall be given to each voting member, by e-mail, not less than ten days before the meeting.

ARTICLE V - COMMITTEES

Section 1: Committees.

The Board may create Committees as needed. There shall be six standing Committees:

1. Programming
2. Awards
3. Grants
4. Fundraising
5. Communications
6. Junior Sherlockian

The Head Light appoints all Sidelights (Committee chairs) for three-year terms, with ratification by the Board. Sidelights will become full voting members of the Board. No member (other than ex-officio members) shall sit on both the Awards and Grants Committees. Both members of a domestic partnership may not serve on the same Committee. Committee members shall be appointed by the Head-Light in consultation with that Committee's Sidelight. Committee membership shall be limited to 5 members inclusive of the Committee Chair.

Section 2: Programming Committee

This Committee will be responsible for proposing to the Board and implementing Beacon Society education related initiatives; reviewing any proposals for programs and initiatives from the general membership and making recommendations to the Board regarding such proposals; and screening contributions or submissions for the website.

Section 3: Awards Committee

This Committee will be responsible for proposing to the Board the Susan Z. Diamond Beacon Award nominee and what, if any, other awards the Beacon Society will bestow upon individuals or groups for outstanding efforts toward introducing young people to Sherlock Holmes. The Committee will also be responsible for proposing to the Board nominations and selection process for recipients of such awards and the names of proposed recipients, resulting from such processes.

Section 4: Grants Committee

This Committee will be responsible for overseeing the annual Stauber Grants, and proposing to the Board what, if any, other grants the Beacon Society will bestow upon individuals or groups for outstanding efforts toward introducing young people to Sherlock Holmes. The Committee will also be responsible for proposing to the Board nominations and selection process for recipients of such grants and the names of proposed recipients, resulting from such processes.

Section 5: Fundraising Committee

This Committee will be responsible for raising funds to support Society education-related initiatives, grants and awards.

Section 6: Communications Committee

This Committee is responsible for maintaining the Society’s website and assisting other Committees and the Board in communicating the Beacon Society's mission, programs, and initiatives.

Section 7: Junior Sherlockian Committee
This Committee shall oversee the Junior Sherlockian Society, with the goal of introducing individual children and youth to Sherlock Holmes and recognizing participants for their efforts.

ARTICLE VI - DISSOLUTION

Section 1: This Society may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, community chests or foundations organized and operated exclusively for one or more of the purposes of the Society and described in section 5O1(c)(3) of the Internal Revenue Code of 1986, for exclusively public purposes, in such proportions as the Board of Directors of the Society shall determine.

ARTICLE VII - AMENDMENTS

Section 1: These By-Laws may be amended when necessary by a majority of the Society's Membership that vote. Proposed amendments must be submitted to Percy Phelps. The proposed amendment/s will be sent to the membership for a vote. The amendment/s will be effective with a majority approval.

Revised, March 2026