



THE IMPERIAL COURT OF WASHINGTON, DC

BY-LAWS (REV VII)

November 2, 2015

PO Box 2616
Washington, DC 20013

Website: www.imperialcourtdc.org

NOTE: The male pronouns he, his and him shall be used throughout these By-Laws to simplify structure, but shall refer at all times to no particular gender.

CHAPTER 1: IDENTIFICATION

Section 1.1 Name

- (a) The name of the Corporation is “The Imperial Court of Washington, DC” (“Corporation”)

Section 1.2 Offices

- (a) The principal office of the Corporation shall be located in Washington, DC. The Corporation may also have other offices at such other places, either within or outside Washington, DC, as the Board of Directors (“Board”) may determine or as the activities of the Corporation may require.

Section 1.3 Jurisdiction/Realm

- (a) The Jurisdiction or Realm of the Imperial Court of Washington, DC (“ICWDC”) includes: the District of Columbia; the Maryland counties of Howard, Montgomery, and Prince George’s; and the Virginia counties of Albemarle, Arlington, Augusta, Caroline, Chesterfield, Clarke, Culpeper, Fairfax, Fauquier, Fluvanna, Frederick, Goochland, Greene, Hanover, Henrico, Louisa, Loudoun, Madison, Orange, Page, Rappahannock, Rockingham, Shenandoah, Spotsylvania, Stafford, Prince William, Warren and all independent cities wholly or partially located within or adjacent to said counties.

Section 1.4 Mission Statement

- (a) The purposes for which this Corporation has been organized are as follows: to raise funds, including but not limited to, the Gay, Lesbian, Bisexual and Transgender (“GLBT”) community, HIV/AIDS organizations, social service organizations and youth enrichment programs; to provide a safe, social environment for people with the same interest as those of the Corporations; and to create and promote positive community awareness of the ideals of the International Imperial Court System (“IICS”) as allowed in accordance with Section 501(c)(3) of the Internal Revenue Code.

Section 1.5 Intention

It is the intention of the Corporation to:

- (a) Conduct such activities and programs furtherance of the forgoing purpose as may be carried out by a Corporation under Washington, DC General Laws and within the rules as described in Section 501(c)(3) of the Internal Revenue Code.
- (b) Help bring the GLBT community and the community at large into prideful, viable and joyous unity. Represent the community at large of Washington, DC at various functions.
- (c) Work with the International Imperial Court System in joint efforts to benefit all people and to foster and promote cultural, business, and social endeavors that give the people of the Realm a sense of community, identity and pride.
- (d) Perform noble deeds for social services and people in need; and promote human rights and equality amongst all people.

CHAPTER II: THE MEMBERSHIP

Section 2.1 Definition

- (a) The Membership of the Corporation (“membership”) shall consist of individuals (“members”) with the qualifications, privileges, and responsibilities as described in the Policies and Procedures Manual (“P&P”) and in this chapter.
- (b) All Applicants who meet the qualifications as defined in Sec 2.2 will be accepted for membership after the application is reviewed by the Board of Directors for accuracy and completeness.
- (c) The Corporation will not discriminate against any person because of age, race, sex, marital status, national origin, religion, sexual orientation or gender identification.

Section 2.2 Qualifications for New Applicants

- (a) Applicants for membership (“Applicants”) shall be at least eighteen (18) years of age without restrictions as stated in Section 2.1.
 - i. Due to the Court’s fund raising activities, which are conducted (for the most part) in establishments regulated by the Alcohol Beverage Commissions of DC, MD or VA; the membership must comply with said regulations. Therefore, a member may participate in such activities ONLY if said member is of legal age as determined by said regulating agencies.
- (b) Applicants who are/were affiliated with another International Imperial Court System Monarchical Society may submit their application to the Board of Directors to be considered on an individual basis with regard to membership status, titles, etc.
- (c) Membership will be open to residents of the following Commonwealths/States/Districts: District of Columbia, Virginia, Maryland, West Virginia, Pennsylvania and Delaware.

Section 2.3 Privileges/Responsibilities

- (a) A member “in-good-standing” is defined as one who is current on their dues and is in compliance with our Code of Conduct
- (b) If one has been a member in good standing of the ICWDC for at least 12 months and subsequently moves out of the ICWDC’s jurisdiction, they may retain their membership as long as they meet the requirements of a member in good standing, except for residency. They retain all rights and responsibilities of a member in good standing while they reside outside of the jurisdiction with the following exception:
 - i. They may not run for the office of Emperor or Empress; and
 - ii. They may not run for or hold a voting position on the Board of Directors.
- (c) A member may use the name of the Corporation and Title assigned or earned only during official Court or ICWDC functions, or functions specifically reflecting the Purpose of the Court or ICWDC. Members may not use the name of the Corporation and/or their titles for his/her own personal gain. Abuse of the name/title, especially for personal monetary gains is grounds for immediate revocation of membership.
- (d) Members are expected to promote and maintain a harmonious relationship with all members of the Corporation. Disruptive and/or offensive behavior and actions that are not in the interest of the Corporation, as determined by the Board of Directors, are grounds for revocation of

membership or other disciplinary action.

- (e) Involvement in any form of criminal activity may be grounds for immediate review and/or revocation of membership by the Board of Directors.
- (f) Any member in violation of the By-Laws may be removed by a 2/3 vote of the Board and by ratification of a majority vote of the membership in good standing present. In the event of a tie vote, the Vice-President as membership chair shall break the tie.
- (g) Members are encouraged to actively participate in as many Court functions as possible, especially Coronation. Members are encouraged to undertake or produce fundraising events and socials. The Reigning Monarch(s) will consider participation in any official event in the process of title elevation.

Section 2.4 Annual Membership Dues

- (a) Annual membership dues, in an amount determined by a vote of the Board of Directors, will be due at the Annual Membership meeting and will be paid to the Treasurer of the Board of Directors. Payment of the membership dues is a requirement for membership.
- (b) Members must pay the annual membership dues between October 1st and October 31st of each calendar year. The Secretary of the Board of Directors shall set forth, in writing, via United States mail and/or email, no later than September 15th, a notice of payment due to all members.
- (c) Members who join the Court or ICWDC between October 1st and March 31st of the membership year will pay 100% of the established annual membership dues; members joining between April 1st and September 30th of the membership year are required to pay 50% of the established annual membership dues
- (d) Any dues received by US mail should be postmarked no later than October 31st of the calendar year.

Section 2.5 Titles (see P&P)

- (a) All new members enter the Court as Lord/Lady. Members “in good standing” advance based on their anniversary year in the following order (Table I): Baron / Baroness; Viscount / Viscountess; Count / Countess; Marquis / Marchioness; and Duke / Duchess. The titles of Grand Duke / Grand Duchess; Prince / Princess; and Prince Royale / Princess Royale will only be used for Monarch elevations.
- (b) Each Reigns’ Monarchs may elevate any member “in good standing” to any of the line titles except ICP. These elevations are only for their reign. When those Monarchs step down, the elevated titles revert back to the minimum titles based on their membership tenure.
- (c) The titles of Imperial Crown Prince/Imperial Crown Princess shall only be used to designate the elected, but not yet reigning, Monarch(s).

Title	Year	Year Joined*													
Lord	1	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	
Baron	2	11	12	13	14	15	16	17	18	19	20	21	22	23	
Viscount	4	12	13	14	15	16**	18	19	20	21	22	23	24	25	
Count	6	13	14	15	16**	18	20	21	22	23	24	25	26	27	
Marquis	8	14	15	16**	18	20	22	23	24	25	26	27	28	29	
Duke	10	15	16**	18	20	22	24	25	26	27	28	29	30	31	
Baron - Marquis	The titles of Baron / Viscount / Count / Marquis will be held a minimum of two (2) years; lineage titles will cap at Duke														
Grand Duke	The titles of Grand Duke / Prince / Prince Royale are used for Monarch elevations only														
Prince	* If you joined in 2015 as a Lord, your Tenure Lineage will be: Baron in 2016; Viscount in 2018; Count in 2020; etc														
Prince Royale	** Proposed Grandfather Clause: If you joined 2011-2014, you'll switch to the 2-yr version as indicated														

Table I: Lineage Progression

CHAPTER III: MEMBERSHIP MEETINGS

Section 3.1 Definition

- (a) There shall be a minimum of eleven (11) meetings to handle the business of keeping the members informed and up to date with the Corporation's activities (i.e. offer Treasurer's reports, Board of Director's report, upcoming fundraising and social engagements, etc.). These meetings are open to the General Public.
- (b) Nominations for the Elections for the Board of Directors are taken and any proposed changes to the By-Laws/P&Ps are read-in and discussed at the August meeting each year.
- (c) An Annual Membership Business Meeting ("AMBM") shall be held in September of each year.
 - i. The purpose of the AMBM is to conduct the overarching business of the Corporation:
 - 1. Read-in the Vice-President's Membership Status Report;
 - 2. Read-in the proposed Treasurer's Report and new budget for that year;
 - 3. Approve any By-Law/P&P revisions for the year;
 - 4. Hold the elections for the Board of Directors; and
 - 5. Any other matters deemed appropriate for the AMBM

Section 3.2 Democratic Procedure

- (a) The Corporation, as a whole, shall discuss and make suggestions as to how to best achieve the goals set forth in these By-Laws and may even put proposals to vote.
- (b) The Order of Business at all Board, membership, and committee meetings will be based upon parliamentary procedure, as detailed in Robert's Rules of Order, Newly Revised.

Section 3.3 Voting

- (a) Only members in good standing for thirty (30) days prior to the vote are eligible to vote in the elections of the Board of Directors and all other issues brought to the membership.

- (b) Absentee Ballot - provided only to members of the organization upon written request for Board of Director Elections (requested from the Secretary of the Board) and Monarch Elections (requested from the Recording Secretary of the College). The only elections that members will not be able to request an Absentee Ballot for will be “Special Elections” to fill Board positions vacated during the term for whatever reason. This is due to the process for filling said positions and the criticality of maintaining a strict timeframe.
- (c) Said ballot must be received at the official Court address no later than the day prior to the meeting and vote.

Section 3.4 Quorum

- (a) A quorum must be present in order to conduct any official business during any Meeting, including voting. A quorum is defined herein as:
 - i. Nine (9) Members in good standing.

Section 3.5 Notice of Meetings

- (a) The Secretary shall email to every member in good standing, at their email address as it appears on the membership roll book, a notice stating the time and place of all meetings (excluding Committee Meetings/Correspondence), as well as ensure said notice is posted on the Corporation’s Website, at least one (1) week prior to the scheduled date of said meeting.

Section 3.6 Special Meetings

- (a) The Board of Directors, Reigning Monarchs, or nine (9) members in good standing may call special meetings. The Secretary shall notify all members of such meeting by mail and/or email at their addresses as they appear in the membership roll book at least two (2) weeks before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and who called it. To transact business other than that specified in the notice will require the unanimous consent of the members in good standing present at such meeting.

CHAPTER IV: THE MONARCHS OF THE IMPERIAL COURT OF WASHINGTON, DC

Section 4.1 Definition

- (a) A Monarch of the Court is an individual elected/selected to such position with the limitations, privileges and responsibilities as defined in this document and the prevailing P&P.
- (b) A Regent Monarch is an individual appointed by the College of Monarchs (“College”), in discussions with the Board of Directors, to fulfill the duties of a vacant Monarchical seat with the limitations, privileges and responsibilities of a duly elected Monarch as defined within this document and the prevailing P&P.
- (c) **Reserved: Dowager Monarch**

Section 4.2 Election of Monarchs

- (a) Elections for Monarchs will take place at the annual Czar Ball and shall be held within 180 days prior to Coronation of each year.
- (b) Election of Monarchs shall be voted upon by individuals meeting two of the following criteria:
 - i. Are at least 18 years of age

- ii. Can produce a picture ID, proving they reside within the Realm of the ICWDC.
- iii. A member in good standing of the ICWDC.
- (c) The Monarch Candidate Selection Committee will consist of the College of Monarchs as set forth in this document.
 - i. All members of the Monarch Candidate Selection Committee will participate in the interview and approval of potential Monarchial candidates.
- (d) The Dean of the College, as chair of the Monarch Candidate Selection Committee, shall oversee all aspects of the Monarch Election Process, including the counting of ballots.
- (e) Individuals wishing to become candidates for the Election of Monarchs must fulfill the following general criteria in these By-Laws as well as the specific criteria for potential Monarchial candidates in the Policies and Procedures Manual. Failure to comply with any requirements will result in disqualification.
 - i. **Members may not publicly disclose their intent to become potential Monarchial candidates.**
 - ii. Potential Monarchial candidates must fill out and return the Monarch Application with photo, the Monarch Candidacy Acknowledgement and Agreement and a non-refundable fee as set by the Board of Directors to the Dean of the College by the due date specified.
 - iii. The Candidate Selection Committee will: review all applications and determine if all criteria in both the By-Laws and Policies and Procedures Manual have been met; interview applicants at a time to be determined by the College; provide the Board with the name(s) of the individual(s) approved to become Monarchial candidates; and announce the decision in accordance with P&P.
- (f) If there is only one candidate for either monarchial position, the candidate's name shall be listed on the ballot with the voting options of yes or no. The candidate must receive a majority of the votes cast as yes in order to win the election.
- (g) In the event of a tie, a run-off election between those candidates will be held immediately and a vote by members in good standing of the ICWDC present at the Ball to determine the winner(s).
- (h) The Imperial Crown Prince/Princess serve as non-voting members of the Board of Directors until Coronation in order to familiarize themselves with the workings of the Current Reign, Board of Directors, College of Monarchs, etc.

Section 4.3 Limitations

- (a) There will be no more than two (2) Reigning Monarchs at one time ("Reigning Monarch" being defined as the individual elected to represent the Court or ICWDC as the "Crowned Head of State" for the duration of approximately one (1) year beginning on Coronation). There will be one Monarchial Representative from the male lineage and/or one Monarchial representative from the female lineage during each reign.
- (b) Candidate Qualifications: All candidates for the offices of Emperor and Empress shall meet the following qualifications:
 - i. Have been a member of the Corporation for one (1) year as of the date which applications are due as determined by the College;

- ii. Have not received any code of conduct violations during the past twelve-month period;
 - iii. Have accomplished at least two of the following during the (12) month period prior to the date which applications are due:
 - 1) Hosted a Benefit or Fundraiser;
 - 2) Has been actively involved in three Benefits or Fundraisers hosted by the Corporation; and/or
 - 3) Have attended at least one half of the Membership meetings of the Corporation.
 - iv. Walked as an official representative of the Court in at least one (1) out of state Coronation.
 - v. Within the past 5 years, served in a leadership capacity in a community-based organization.
 - vi. All members meeting these criteria may submit an application for candidacy for review and approval, by the Monarch Candidate Selection Committee.
- (c) A Monarch must be at least twenty-one (21) years of age without restrictions as stated in Chapter 2, Section 2.1.
- (d) Reigning Monarchs may not campaign for, be elected to, or hold a voting position on the Board of Directors until their reign has been completed.
- i. Members of the Board of Directors may run for the office of Emperor/Empress and must meet the same requirements as any other Monarchical candidate.
 - ii. Should a Board Member be elected and invested as ICP, they will retain their seat until the end of the next Membership meeting wherein they will resign and the newly elected Board Member will be “seated,” allowing business to be conducted and concluded in an orderly manner.

Section 4.4 Privileges

- (a) The Reigning Monarchs shall have sole authority to enforce, with the advisory council of the College of Monarchs and the Minister of Protocol, over all matters of protocol, policies and procedures. (see the P&P)
 - i. The Reigning Monarchs shall have the privilege and authority to appoint titles (as defined in the Policies and Procedures Manual of the Corporation) during their reign.
- (b) The Reigning Monarchs may represent the Corporation at any and all functions or events as the Official Delegates of the Corporation.
- (c) The Reigning Monarchs may elect to utilize the Ceremonial State Crowns at officially sanctioned Corporation functions.
- (d) The Reigning Monarchs serve as chair of the monthly Membership meetings and are expected to lead the Reign’s fundraising activities.
 - i. The Reigning Monarchs shall have one shared vote to cast only in the case of a tie: a vote of abstention shall be recorded in the case of non-agreement.

Section 4.5 Responsibilities

- (a) The Reigning Monarchs shall not allow personal differences to interfere with their duties and obligations to the people of the ICWDC.
- (b) The Reigning Monarchs shall, at all times while representing the Corporation, conduct themselves with dignity, decorum and responsibility, following the guidelines set forth in the Policies and Procedures Manual of the Corporation.
- (c) Health allowing and except for special circumstances beyond their control, it shall be the duty of the Reigning Monarchs to attend a minimum of four (4) Coronations: as the ICWDC's Mother Court, one of the Coronations shall be the Imperial Court of New York.
- (d) The Reigning Monarchs must organize and execute at least two (2) Court or ICWDC functions during their reign in addition to Coronation.
- (e) The Reigning Monarchs serve as non-voting members of the Board of Directors for the duration of their reign.
- (f) The Board reserves the right to make the discipline fit the seriousness of the offense. The severity of the disciplinary action will depend upon the nature of the offense. The Board, in council with the College, also reserves the right to remove a Reigning Monarch from his position if it feels the individual is acting, or has acted, in a manner unbecoming of a Monarch or "Crowned Head of State". Reigning Monarchs must remember the Corporation's Mission Statement, Purpose, and these By-Laws they have promised to uphold with certain deportment. Any violation of the Mission Statement, Purpose, or these By-Laws shall be viewed as an attempt to undermine the Corporation and disciplinary action will be taken in sequential order with each process, as defined by Policies & Procedures, and documented in the minutes of the Board of Directors.
 - i. First – Verbal Warning, recorded in the minutes; possible suspension of title
 - ii. Second – Written Warning, recorded in the minutes; possible suspension of title
 - iii. Third / Final – Removal from position, recorded in the minutes

Section 4.6 Completion of Reign

- (a) A Reign shall be considered complete only when a Monarch fulfills Section 4.5. If a Monarch fulfills Section 4.5 in its entirety, then at the August Board meeting, the College of Monarchs and Board of Directors, will review the past reign and determine, by a combined majority vote, to allow the Monarch to retain his or her title of "Emperor # / Empress # of the Imperial Court of Washington, DC."

CHAPTER V: COLLEGE OF MONARCHS

Section 5.1 Definition

- (a) The College of Monarchs ("College") shall consist of all Past Reign Monarchs of the Imperial Court of Washington, DC that have successfully completed their Reign and have successfully completed all requirements as set forth by the College of Monarchs.
- (b) Monarchs from other empires, moving into the area, may be invited by the College of Monarchs to accept a seat on the College. If accepted, the College will affirm their membership into the body by a simple majority vote.

Section 5.2 Responsibilities and Privileges of Members of the College

(a) Meetings of the College

- i. The College shall elect a Dean of the College (“Dean”) among themselves at the Membership Annual Business Meeting to preside over all proceedings of the College by majority vote and ratification of the Board of Directors by majority vote.
- ii. The College shall elect a Recording Secretary among themselves at the Membership Annual Business Meeting by majority vote to record all decisions and recommendations of all proceedings of the College.
- iii. The College shall meet at all times appropriate to fulfill its responsibilities as set forth in these By-Laws.
- iv. Meetings of the College may at times be open to the Membership. However, the College shall have the power to enter in executive session for confidential matters during which the meeting would be closed to the Members and minutes will not be taken.

(b) Dean of the College

- i. The Dean shall be an officer of the Corporation and a member of the Executive Board and as such shall:
 - 1) Be the liaison between the Board of Directors and the College and will determine, by either election or appointment, the Chair of each committee under the purview of the College. The College is responsible for overseeing and shall report such decisions to the Board.
 - 2) Provide a monthly report of the proceedings of the College to the Board and Membership, including a summary of any executive sessions.
- ii. This position cannot be combined with any other Board position except the Minister of Protocol or Parliamentarian.

(c) Recording Secretary of the College

- i. The Recording Secretary of the College shall record all decisions and recommendations of all proceedings of the College.
- ii. The Recording Secretary, in the absence of the Dean of the College, shall assume the responsibilities of the Dean within the proceedings of that College or Board Meeting as the next duly elected position following the Dean.
- iii. This position cannot be combined with any other Board position except the Minister of Protocol or Parliamentarian.

(d) Policies and Procedures. The College shall act as advisory counsel to the Reigning Monarch(s) in all matters of policy, procedure and protocol.

(e) Review of Potential Monarchial Candidates. The College shall have the responsibility of determining whether a Member meets the requirements as set forth in these By-Laws and P&P.

(f) Review of Potential Members of the College. The College shall have the responsibility of determining whether a Monarch fulfilling the requirements of Sections 4.5 and 4.6 meets the further requirements to become a Member of the College.

- (g) The College shall be solely responsible for maintaining the Ceremonial State Crowns and Regalia. They will be wholly liable for any damage or destruction of the State Regalia unless the Reigning Monarch(s) elect to utilize them for Court functions, at which point the Monarch(s) will assume such liability.

CHAPTER VI: BOARD OF DIRECTORS

Section 6.1 Number

- (a) The Executive Board (“Officer(s)”) shall consist of five (5) members: President, Vice-President, Secretary, Treasurer, and Dean of the College.
- (b) The Board of Directors (“Board”) shall be the ruling body for all matter of business and day-to-day operations of the Corporation.
- (c) The Board shall consist of a minimum of five (5) and a maximum of fourteen (14) total members: six (6) voting members (five (5) Officers and one (1) Member-at-Large); and eight (8) non-voting members: two (2) seats will be reserved for the Reigning Monarchs; two (2) for the immediate past Monarchs; two (2) for the ICPs once elected; one (1) for the Minister of Protocol (“MOP”), and one (1) for Parliamentarian.
- (d) Any of the Officer positions, with the exception of the College seat, may be filled with any qualified member if the seat is vacated for any reason. If there is no College member qualified the seat shall remain vacant. The Monarch seats, both past and present, and the ICP seats are left vacant if the Monarch or ICP they are assigned to are unable to participate. Additionally, the MP seat shall remain vacant should either the MP or AMP be unable to attend or is being held by a current Board member whether voting or non-voting.

Section 6.2 Qualifications

- (a) Candidates for the Board must be a member in good standing as defined in the By-Laws and P&P for at least one (1) year at the time of election.
- (b) Have not been convicted of, and are required to register as a Sexual Offender for, committing any crime of a sexual nature involving a minor child as outlined by the International Imperial Court System (“IICS”).

Section 6.3 Elections

- (a) Nominations for elections shall be taken at the membership meeting in August.
- (b) Elections will be held at the Annual Membership Business Meeting in September to fill the five (5) non-reserved positions on the Board of Directors (President, Vice-President, Secretary, Treasurer and Member-at-Large) as appropriate.
- (c) Elections will take place by secret ballot and counted by at least one Reigning Monarch and a member of the College not seeking election.
- (d) All elections shall be held in accordance with ICWDC By-Laws and P&P.
- (e) The Board President, Treasurer will be elected to two (2) year terms during odd number Reign years and the Vice-President, Secretary elected during even number Reign years in an effort to ensure continuity of knowledge by providing an overlap in representation. The Member-at-Large will be elected annually.

- i. While all Board positions will be elected to one (1) year terms for Reign III, this amendment will take effect for the Reign IV elections. Therefore:
 - 1) the Vice-President and Secretary will have two (2) year terms starting with Reign IV elections;
 - 2) the President and Treasurer will be elected to one (1) year terms with said election and start the two (2) year terms with Reign V elections;

Section 6.4 Attendance

- (a) If a Board Member does not personally attend at least seventy-five percent (75%) of all Board of Director's meetings, excluding emergency Board Meetings, said Board member may be asked to resign by the President of the Board on behalf of the Board of Directors.

Section 6.5 Executive Sessions

- (a) All meetings of the Board shall be open to the membership; however, the Board may enter into Executive Session, which is closed to the membership, when it is considering matters which might infringe upon member's rights of privacy and/or confidentiality. Minutes will not be taken during Executive but shall be taken prior to moving into and after moving out of Executive Session.
 - i. The meeting will recess; the Executive Session will open, conduct business, and adjourn; resume the meeting then enter the results of the session into the meeting minutes.

Section 6.6 Personal or Professional Interest

- (a) If a Board Member has any personal or professional interest from which they might realize personal or professional gain regarding a matter that has come to vote or decision by the Board, such member shall abstain from voting and discussion.

Section 6.7 Emergency Board Meetings

- (a) Any Member of the Board of Directors may call an emergency meeting giving a minimum of twenty four (24) hours' notice, and what business will be transacted, for date-sensitive issues. However, proxies may not be used either to meet quorum or for voting. No other business but that specified by the notice may be transacted at such a meeting. (As outlined in Roberts Rule of Order, Newly Revised)

Section 6.8 Action With Out Meeting

- (a) Any action required or permitted to be taken at any, meeting of the Board, or of any committee thereof, may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of proceedings of the Board or committee. (As outlined in Roberts Rule of Order, Newly Revised).

Section 6.9 Resignation and Removal

- (a) Any Board Member/Officer may resign or be removed at any time. A Board Member/Officer who intends to resign is to give written notice to the President or to the Secretary. Removal of a Board Member/Officer, with or without cause, may be effected by the affirmative vote of the Board of Directors.
- (b) If a Board Member/Officer is removed or involuntarily forced to resign, they may not run or be

appointed again for two (2) terms as previously defined in this Chapter. If a Board Member/Officer voluntarily resigns, they may run or be appointed for the remainder of the term to any Board position.

Section 6.10 Vacancies

- (a) If for any reason any of the non-reserved positions become vacant, “Special Elections” must be held at the next regularly scheduled membership meeting..
- (b) A Board Member elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor.

Section 6.11 Further Privileges and Responsibilities of the Board of Directors

- (a) Any member of the Board may attend a Membership Meeting and offer his or her advice of specific decisions regarding the Corporation.
- (b) Any person in violation of these By-Laws will be suspended by majority vote of the Board and Membership.
- (c) The Board reserves the right to make the discipline fit the seriousness of the offense. The severity of the disciplinary action will depend upon the nature of the offense. The Board, in council with the College, also reserves the right to remove a Reigning Monarch from his position if it feels the individual is acting, or has acted, in a manner unbecoming of a Monarch or “Crowned Head of State”. Reigning Monarchs must remember the Corporation’s Mission Statement, Purpose, and these By-Laws they have promised to uphold with certain deportment. Any violation of the Mission Statement, Purpose, or these By-Laws shall be viewed as an attempt to undermine the Corporation and disciplinary action will be taken in sequential order with each process, as defined by Policies & Procedures, and documented in the minutes of the Board of Directors.
 - i. First – Verbal Warning, recorded in the minutes; possible suspension of title
 - ii. Second – Written Warning, recorded in the minutes; possible suspension of title
 - iii. Third / Final – Removal from position, recorded in the minutes
- (d) Any member of the Board, acting in an official capacity pertaining to the Corporation’s business, is indemnified and protected by the Corporation’s Director’s Insurance.
- (e) The Board of Directors shall ratify all proclamations made by the reigning monarchs at the end of their reign. Said ratified proclamations shall become resolutions of the organization and will be included in revisions of the P&P.
- (f) The Board of Directors, reserves the right to rescind their approval of a proclamation, if it is found to put an undue burden on the organization.

CHAPTER VII: OFFICERS OF THE BOARD OF DIRECTORS

Section 7.1 President

- (a) The President shall function as Chief Executive Officer of the Corporation, and as such:
 - i. Shall oversee the general management of the affairs of the Corporation;
 - ii. Shall acquire a working knowledge of Parliamentary Procedures and Roberts Rules of Order;

- iii. Shall enforce the rules of decorum and be fair and impartial at all times;
 - iv. Shall attend to a sound fiscal management of the Corporation's funds and enter into contract on behalf of the Corporation with the approval from the Board and/or the Membership; and
 - v. May appoint committee chairs as the need arises (as long as no member of the organization wishes to volunteer to fill said position).
- (b) And any other duties as set forth by P&P.
- (c) This position cannot be combined with any other Board Position.

Section 7.2 Vice-President

- (a) During the absence or inability of the President, the Vice-President shall have all the powers and functions of the President, either whole or in part.
- (b) The Vice-President shall function as Chief Operating Officer of the Corporation and as such:
- i. Shall acquire a working knowledge of Parliamentary Procedures and Roberts Rules of Order.
 - ii. Shall oversee all Board Committees and Chairs and serve as Chairperson if no suitable Board member candidate is appointed or volunteers.
 - iii. Shall be responsible for maintaining the Membership roll book.
- (c) And any other duties as set forth by P&P.
- (d) This position cannot be combined with any other Board Position except Minister of Protocol or Parliamentarian.

Section 7.3 Secretary

- (a) The Secretary shall function as the Chief Information Officer of the Corporation and as such:
- i. Shall keep the minutes and maintain all records of all the meetings of both the Board and membership.
 - ii. Shall present the minutes of the previous Board and/or membership meeting(s) within seven (7) calendar days, and have copies of minutes available to the Board and/or membership upon request.
 - iii. Shall call the meeting to order in the absence of the President and Vice-President and preside until the election of a Chairperson/Operation Officer Pro term from among the Board, which should take place immediately.
 - iv. Shall be responsible for the preparation of all election materials including ballots.
 - v. Shall be responsible for maintaining the Corporation Event Calendar.
- (b) And any other duties as set forth by P&P.
- (c) This position can only be combined with Treasurer, Minister of Protocol or Parliamentarian.

Section 7.4 Treasurer

- (a) The Treasurer shall function as the Chief Financial Officer of the Corporation and as such:
 - i. Shall, when duly authorized by the Board, sign and execute all contracts in the name of the Corporation when countersigned by the President.
 - ii. The Treasurer or designated Board member must deposit all funds in the Corporation's bank account within three (3) business days of receipt of funds.
 - iii. Must submit a monthly financial report, setting forth in writing a full accounting of all financial assets of the corporation, stating the financial conditions of the Corporation at each meeting of the Board and Membership.
 - iv. Shall also present an annual report, setting forth in full, the financial conditions of the Corporation at the Membership Annual Business meeting.
 - v. Shall oversee allocation of monies and funds raised at all Corporation events. Any fundraising done by the Corporation for a specific reason, such as for a person or group in need, must be used for that purpose. Monies raised for the Corporation may be used for any official Corporation expense, such as stationary, banner, etc. but in no case may be used for such things as personal expenses (i.e., props, costumes, etc.).
 - 1) For some special Corporation presentations, materials bought may be considered Corporation expenses, but must meet with the approval of the Board.
 - vi. Shall be bonded by the Corporation. Such bond shall be purchased by the Corporation.
 - 1) Should the individual be removed from office for cause, reimbursement of the bond fee shall be reimbursed to the Corporation in full.
- (b) The Treasurer, in the presence of another Board Member, must open the financial records to any Member upon written request within seven (7) days.
- (c) And any other duties as set forth by P&P.
- (d) This position can only be combined with Secretary, Minister of Protocol, or Parliamentarian.

Section 7.5 Member-at-Large

- (a) The Member-at-Large shall function as the Representative of the Membership to the Board and as such:
 - i. Shall monitor opinion and assess the needs of the Membership and address issues at Board meetings;
 - ii. Shall inform Members of issues concerning the Membership and the Court; and
 - iii. Shall learn about the International Imperial Court System and ICWDC's functions and processes, so as to better serve the Membership
- (b) Any other duties as set forth by the P&P
- (c) This position can only be combined with the Minister of Protocol or Parliamentarian

Section 7.6 Minister of Protocol (“MOP”)

- (a) The Minister of Protocol shall provide the Reigning Monarchs with the Protocol for State functions and Out of Town Coronations and functions upon request.
- (b) The MOP is appointed by the Board of Directors and shall be present at Board Meetings as a non-voting member to advise and assist in Protocol matters.
- (c) For Coronation the MOP shall :
 - i. Provide the sign-in sheets of members in good standing being presented, to indicate their presence.
 - ii. Provide the Protocol List of official titles in order of rank to be read out to the Sovereigns.
 - iii. Provide properly edited Protocol for Out of Town Empires.
 - iv. Designate and supervise the members of the Corporation who will staff the ICWDC sign-in desk and the Out of Town Protocol desk at the hospitality suite and the In Town Protocol desk.
- (d) And any other duties as set forth by P&P.
- (e) This position can only be combined with Vice-President, Secretary, Treasurer, Parliamentarian, Dean or Recording Secretary of the College of Monarchs.

Section 7.7 Parliamentarian

- (a) The Parliamentarian is appointed by the Board of Directors and shall be present at Board and Membership Meetings as a non-voting member to advise and assist in Parliamentary matters and as such:
 - i. Shall be an expert in rules of order and the proper procedures for the conduct of meetings of deliberative assemblies;
 - ii. Shall assist the organization in the drafting and interpretation of bylaws and rules of order, and the planning and conduct of meetings.
- (b) The role of the parliamentarian at a meeting is to be a resource to the chair, to assist the chair in the conduct of the meeting.
 - i. The parliamentarian sits adjacent to the chair and unobtrusively gives the chair help, guidance and support during the meeting.
- (c) The chair can and should consult with the parliamentarian when not certain on how to rule on a question or proceed in the circumstances:
 - i. The advice of a parliamentarian is generally not binding on the presiding officer of an assembly.
- (d) Assist the presiding officer by keeping track of the order of those wishing to speak, motions, amendments, voting, etc., during meetings.
- (e) Speaks to the assembly only when requested and may provide explanations or advice, but not rulings, which are always made by the presiding officer.
- (f) And any other duties as set forth by P&P.

- (g) This position can only be combined with Vice-President, Secretary, Treasurer, Minister of Protocol, Dean or Recording Secretary of the College of Monarchs.

Section 7.8 Community Liaison(s)

- a) Liaison(s) are appointed by the current Reigning Monarchs and shall be present at Board and Membership Meetings as non-voting guests to advise and assist in Community matters and as such shall provide reports as necessary.

Section 7.9 Reserved: Court Historian (Court position: general)

Section 7.10 Committees

- (a) All officers may act as ex officio members of any and all Board committees.
- (b) Any member of the Corporation can chair committees.

Section 7.11 Other Officers

- (a) Such other officers as appointed shall exercise duties and have powers as the Board of Directors may assign.

Section 7.12 Transfer of Authority

- (a) In case of the absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may temporarily transfer the powers or duties of that officer to any other officer or to any director or Membership of the Corporation, provided that the majority of the Board approves.

CHAPTER VIII: FISCAL YEAR

Section 8.1 Fiscal Year

- (a) The fiscal year of the Corporation shall begin on the first day of October and end on the thirtieth day of September in each year.

CHAPTER IX: EXCLUSIVITY OF PURPOSE

Section 9.1 Exclusivity of Purpose

- (a) Notwithstanding anything else herein provided, the Corporation is organized and shall be operated exclusively for charitable, educational and literary purposes, as said terms have been and shall be defined pursuant to Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any other applicable federal tax code. All powers of the Corporation shall be exercised only in such manner as will assure the operation of the Corporation exclusively for said charitable, educational and literary purposes, as so defined, it being the intention that this the Corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

CHAPTER X: DISSOLUTION OF CORPORATION CLAUSE

Section 10.1 Definition

- (a) Except as may be otherwise required by law, the Corporation may at any time authorize a petition for its dissolution to be filed with the US District Court for the District of Columbia by

affirmation vote of a majority of the directors of the Corporation then in office; provided however, that in the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary or involuntary or by operation of law), the property of the Corporation shall be conveyed, transferred, distributed and set over outright to one or more educational charitable or literary institutions or organizations, created and organized for one or more exempt purposes similar to those of the Corporation, which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

CHAPTER XI: NON-INCUREMENT CLAUSE

Section 11.1 Definition

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in these chapters.

CHAPTER XII: AMENDMENT OF BY-LAWS and POLICY & PROCEDURES

Section 12.1 Adoption, Amendment or Repeal

- (a) The purpose of the By-Law/Policies & Procedures Review Committee is to ensure the continued compliance and applicability of the By-Laws and P&P to current trends, standards, and applicable regulations/statutes/laws.
- (b) Reviews
 - i. Policies & Procedures – Quarterly reviews will be conducted upon receipt of recommended changes from the Membership.
 - ii. By-Laws – Reviews will be conducted at a minimum of every five (5) years unless a matter of legal conflict or member concern arises.
 - iii. The Committee is not required to take immediate action upon received suggestions; they can table a suggestion until the annual meeting, or until the fifth-year By-Law/P&P Reviews.
- (c) Procedures for Amendment of the By-Laws and P&P are found in the P&P.

CHAPTER XIII: DISPENSATION OF THE BY-LAWS

- (a) Since ICWDC is a startup non-profit some of the rules in place cannot be met. Approval of the board by a majority, will allow members to not be in conflict with these by-laws.

Adopted by the Board of Directors: February 7, 2011
Ratified by the General Membership: March 7, 2011

1st Revision Approved by the P&P Committee: November 3, 2011
Adopted by the Board of Directors: November 3, 2011
Ratified by the General Membership: November 14, 2011

2nd Revision Submitted/Read at the GM Meeting: August 6, 2012
Ratified by the General Membership: September 10, 2012

3rd Revision Submitted/Read at the GM Meeting: November 5, 2012
Ratified by the General Membership: December 3, 2012

4th Revision Submitted/Read at the GM Meeting: November 4, 2013
Ratified by the General Membership: December 2, 2013

5th Revision Submitted/Read at the GM Meeting: November 3, 2014
Ratified by the Membership: December 1, 2014

6th Revision Approved by the By-Law/P&P Committee: July 20, 2015
Submitted/Read/Approved at the Board meeting: July, 20, 2015
Submitted/Read at the Membership meeting: August 2015
Ratified by the Membership: September 2, 2015

7th Revision Submitted/Read/Approved at the Board meeting: September 21, 2015
Submitted/Read at the Membership meeting: October 5, 2015
Ratified by the Membership: November 2, 2015