

Imperial Court of Arizona

Policy and Procedure to the Bylaws of the Corporation

ARTICLE I: *Name and Authorization for Governance, Ownership*

Section 1: The official name of the organization shall be The Imperial Court of Arizona, Inc. (Corporation)

Section 2: The social branch of the Corporation shall also be known as The Imperial Court of Arizona. (Court)

This organization has the prestige and honor of being recognized throughout the United States and internationally as being the only court in the State of Arizona. (Empire)

Section 3: The Articles of Incorporation, Bylaws, Policies and Procedures, Imperial Proclamations, and such other actions as the Board of Directors (Board) and/or membership may make, shall govern the Corporation.

Section 4: Ownership of tangible, intangible and intellectual property by The Imperial Court of Arizona, Inc. shall include, but not limited to the following.

Subsection A: Trade Names and Trademarks

A1 – All use of trade names and trademarks belonging to the Imperial Court of Arizona must be approved by a majority vote of the Board.

Subsection B: The Court Seal

B1 - The Official Seal of The Imperial Court of Arizona, Inc. is not to be altered except by a two-thirds majority vote of the membership of the Corporation present at the monthly meeting.

B2 - Use of the Official Seal is limited to the official court business and the Emperor and/or Empress. The seal may also be used by the Corporation/ Court for promotional purposes. The Board of Directors shall govern all other uses of the Seal.

ARTICLE II: *Location and Boundary*

Section 1: The Corporation shall serve the geographical area known as the State of Arizona.

Section 2: The Corporation shall have jurisdiction over only that area covered by Article II, Section 1.

Section 3: The Corporation shall execute its duties and purposes on a worldwide basis with no boundaries whatsoever to impede it.

ARTICLE III: *Purpose of the Corporation*

Section 1: The Corporation shall have as one of its principal goals, the betterment of relations within the communities of Arizona, with particular emphasis between organizations and community. The Corporation has another principal goal, that being the betterment of public relations between the Gay, Lesbian, Transgender, Bisexual and Heterosexual communities.

Section 2: The Corporation shall also work toward the promotion of the Court as a Court of great beauty and opportunity, emphasizing Arizona's entertainment, recreational, business, and other attributes.

Subsection A: To conduct activities for the express benefit and/or pleasure and entertainment of the community.

Subsection B: To conduct activities for the good of and education of the community.

Subsection C: To conduct activities for the benefit of charities.

Subsection D: To conduct activities to raise funds for the Corporation.

Section 3: The Corporation shall engage in any activity which does not violate or interfere with either the federal, state, county and/or local laws or ordinances.

ARTICLE IV: Board of Directors

Section 1: Composition – The Board of Directors shall be composed of nine (9) permanent positions and such other positions from time to time as determined by the Board of Directors as needed for the benefit of the Corporation.

Subsection A: The Officers of the Corporation shall be: President, Vice President, Secretary and Treasurer.

Subsection B: The Monarch(s) to be known as the Emperor and Empress shall automatically be on the Board for the year of their reign.

Subsection C: All other Board Members shall be Members at Large.

Subsection D: 1 Member at Large Board Position shall be reserved for the Dean of the College of Monarchs.

D1 – This Member at Large position shall adhere to the Bylaws and Pnps set forth in Article IV: Board of Directors and Article VIII: The College of Monarchs.

Section 2: Members of the Board of Directors may only be removed by:

Subsection A: Any member of the Board may resign his/her position at any time by submitting his/her resignation in writing to the Secretary of the Board

Subsection B: Any member of the Board who is judged unfit by a two-thirds majority vote of the membership, following any accusation proven by a Board investigation or a recommendation by the Grievance Committee, when presented by any person(s) or organization.

Subsection C: Any board member who compiles more than three (3) unexcused absences at regular meetings or state events in any fiscal year will be considered as having voluntarily resigned.

Section 3: Life Time Board Member – The Founder of The Imperial Court of Arizona, Inc. shall be an honorary member of the Board for life, without voting privileges. This is to preserve the integrity and validity of the Corporation/Court, true to its founding principles. Only his resignation, retirement, death or actions spelled out in Section 2 above can remove him.

Section 4: The Corporation and they alone shall be the highest court in the land with reference to all internal matters.

Section 5: The Board is required to have at least ten (10) called meetings during the Corporation's Fiscal Year.

Subsection A: Special (emergency) meetings: All members of the Board must be notified with as much time as possible in view of the unusual circumstances.

Section 6: Voting and Quorum

Subsection A: A quorum of the Board of Directors is two-thirds (2/3) of the active members.

Subsection B: A simple majority (50% +1) of the Board is required for a Board motion to pass unless otherwise noted in these Bylaws.

Subsection C: The President of the Board shall not have a vote except to act as a tiebreaker.

Subsection D: The President of the Board shall not make nor second any motions. They will only make suggestions for motions to be made.

Section 7: Grievances

Subsection A: A grievance is an act, omission or occurrence which a Community Member feels is wrong, based on factual information.

ARTICLE V: *Finances*

Section 1: Administration of Funds

- Subsection A: The Corporation shall be empowered to accept and acknowledge any and all donations.
- Subsection B: 100% of all funds raised at a Court event shall go to the approved designated beneficiary(s).
- Subsection C: The Corporation shall have the power to engage in any activities that are within the scope of these Bylaws and may set an appropriate fee for participation in said activities.
- Subsection D: The Corporation shall maintain a checking account at a FDIC or NCUA-insured financial institution. The Board shall determine the location and name of the bank.
- Subsection E: The Corporation shall require one (1) signature on all disbursements of Corporation Funds, after another non-signer writes the check. Signature cannot be that of the payee. Those signatures shall be that of the President, Vice President or Secretary of the Board.
- Subsection F: The Board shall instruct the Treasurer to maintain proper and complete financial records detailing all income and expenditures, following a cash accounting procedure.

F1 – The Treasurer shall not sign checks.

F2 – The three remaining officers of the corporation shall be signatories on the Corporation bank account.

F3 – The Board Secretary shall be the primary contact on the bank account

F4 – If the Treasure resides with another Corporate Officer, that Officer forfeits their signature rights for the duration of the Treasurers term.

Subsection G: The Corporation shall maintain an open book policy and any Court/Corporation Member and/or the public may request to review the financial records of the Corporation.

Section 2: Expenditures and Disbursement of Funds

Subsection A: The Board, current Imperial Court titleholders and members shall be required to submit an itemized budget proposal for any expenditure to the Board for approval prior to the execution of the expenditure.

A1 -- Any prospective disbursements over five hundred dollars (\$500.00) shall be voted on by a simple majority of the membership, other than scholarship, burial, travel or event disbursements.

A2 -- In the event of an emergency, the Board of Directors shall follow the Policies and Procedures

Subsection B: Due to unforeseen occurrences in regard to disbursement of funds, the President of the Corporation shall be allowed to commit funds not to exceed one hundred dollars (\$100).

B1 – Any funds distributed by the President shall be read and entered into the minutes during the next general membership meeting.

B2 – Any disbursements in excess of the one hundred dollar (\$100) limit may become the personal responsibility of said President.

Subsection C: All funds collected in the name of the Corporation must be first routed into the Corporation checking account.

Fund collection at any ICoA sanctioned event, shall be handled by at least one Board member. The selected Board member may be assisted by a court member who is in good standing with Corporation.

Subsection D: All funds raised at a benefit shall be disbursed to the beneficiary of choice for that event once the beneficiary's tax ID has been acquired and verified.

Subsection E: All funds raised at a fundraiser for the Corporation shall be deposited and may be allocated to any area of the Corporation's general ledger system.

Section 3: Misappropriation of Funds

Subsection A: Any member (Monarch or not) found guilty of misappropriation of funds shall be permanently removed from the Court and all titles, rights and privileges shall be removed permanently, upon completion of an investigation and two-thirds Board vote.

ARTICLE VI: *The Imperial Monarch(s) and the Court*

Section 1: The official titles of the chief public representatives of the Court shall be the Emperor of the Imperial Court of Arizona and/or the Empress of the Imperial Court of Arizona.

Section 2: These representatives shall be selected in accordance with the rules in this article.

Subsection A: The Board of Directors shall cause an election to take place each year on the weekend prior to the annual Coronation Ball.

Subsection B: Voting is open to all Arizona residents showing a valid/current State of Arizona issued driver's license, Arizona ID card, or proof of Arizona residency. Proof of Arizona residency may include a utility bill or government letter mailed of said address with the courtier's name and address upon it.

Subsection C: Voting stations shall be set up in the state, or on the internet, as the need and interest arises. Said voting stations shall be secured and approved only by the Board.

Subsection D: The selection of the Monarch(s) shall be determined by a majority popular vote unless running unopposed which then requires a 50% + 1 vote

Section 3: Purpose of the Imperial Sovereign Monarch(s).

Subsection A: The offices of the Emperor and/or Empress are expressly created to serve as the official representatives of the Court, executing the expressed goals of the Corporation already set forth.

Subsection B: The term of the Imperial Sovereign Monarch(s) shall be for approximately one (1) year beginning the moment following the crowning and ending the moment of the crowning of the successor(s) on the date of the following Coronation.

Subsection C: Furthermore, they are to serve the entire community in whatever way possible and to the best of their abilities; as long as those activities are not in violation or do not interfere with either federal, state, county and/or local laws or ordinances.

Subsection D: The Emperor and/or Empress must reside in the State of Arizona during their Reign.

Subsection E: Prince Royale, Princess Royale and all line titles given during a reign shall continue their terms until investiture of the next reign.

Section 4: Vacancies to the Monarchy/Regencies

Subsection A: In the event only one Monarch is elected, the College will determine if the vacancy needs to be filled. The Legendary Firebird College of Monarchs (College) may then select a potential Regent Monarch to submit to the Board for approval/ratification.

Section 5: Line Titles

Subsection A: The Emperor and/or Empress shall select all members of their Line and Imperial Family without further ratification or approval of their choices except as stated below:

A1 – The chosen court member(s) for Prince Royale, Princess Royale, King Father, and Queen Mother must be approved by the Board and College prior to being invested.

Subsection B: This Empire does not recognize self-appointed court titles.

Subsection C: Any member of the Line judged to be unfit or negligent in their duties by the Monarch(s) can be removed from the Line and be stripped of their Title. (With the exception of the titles of Prince Royale, Princess Royale, King Father and Queen Mother.)

Section 6: Candidacy rules for Emperor and/or Empress

Subsection A: **Requirements to Apply**

- Must have resided in Arizona for at least twelve (12) months prior to applying.
- Must have been a good standing member of the Court for at least one (1) year.
- Must be at least twenty-one (21) years of age.
- Imperial Court Titles are open to both male and female applicants for either position.
- A candidate with a felony conviction must be approved by the Board and College.
- No two (2) persons shall be allowed to apply for one single title. (i.e. Co-Emperors or Co-Empresses).
- No person will be allowed to run for both the offices of Emperor and Empress within the same year.

Subsection B:

Applicants for Candidacy

- Persons denied by the Board and College in any one year may re-apply any following year.
- Any Board member that is accepted as a candidate for Emperor or Empress shall relinquish their voting privileges on the Board pending the outcome of the Coronation weekend.
- Any Monarch who is removed from office by the Board will not be accepted as a candidate for the title of Emperor and/or Empress. The Board and College may re-evaluate this removal should this Monarch express desire to be a candidate in a future monarchical election.
- A past or present Monarch from outside the Empire may run for the title of Emperor/Empress if they have served this Corporation for (1) consecutive year or at the discretion and approval of the Board. The Monarch(s) shall relinquish usage of any and all prior Imperial Title(s) for the period of their reign. Upon approval of the Board and College, said Monarch(s) may represent their past Imperial Title(s) only when attending the origin of said Imperial Title.
- A Past Monarch of the Imperial Court of Arizona who chooses to run for a second term of office, after waiting a (3) year period following their step-down, may do so if the Board and College approves his/her candidacy.

Section 7: Removal of any Court Member including: an Emperor and/or Empress (Past or Present) Executive Officer/Board Member, Founder and any Court Title holder for just cause.

Subsection A: The Board shall have the right and the responsibility of removing from office any member of the corporation charged with violation of these bylaws and/or laws or for just cause.

Subsection B: Any person, persons, or organizations may present accusations against any member of the Corporation. The Board is then charged with the duty of investigation on the facts. If said facts appear to justify the charges against the individual in question, then formal charges shall be set in writing and sent to the accused.

Subsection C: A letter shall be addressed to the accused and shall be delivered by registered mail with a return receipt. An alternative delivery method may be by an in-person delivery of the letter by two members of the Board. The accused will have 30 days to respond and/or appear at the stated Board meeting to dispute the charges. If the accused fails to respond or appear, the Board can opt to suspend or remove their title.

Subsection D: This process is not to be used if the member is found guilty of misappropriation of funds, as set forth in Article V, Section 3. Instead, the process found there will govern.

Article VII: Membership

Subsection A: The Corporation shall expect any member who has been convicted of a felony, including a sexual crime, to notify the Board of their status. The Board shall consider the nature of the felony and the level of involvement that said member can be in.

Members who are convicted of crimes against children will be removed from membership in the ICoA.

Subsection B: The Imperial Court of Arizona shall not accept any membership application from any person(s) that have been convicted of sexual assault, sexual misconduct with a minor, sexual abuse with or against a minor and/or rape of any nature.

Article VIII: The College of Monarchs

Section 1: The official name for the College of Monarchs shall be known as the Legendary Firebird College of Monarchs.

Section 2: The composition of the College shall be: all duly inducted former Emperors and Empresses of the Court.

ARTICLE IX: Corporate Sponsorships: Annual Event and Imperial Pledge

Section 1: The Corporation shall set forth in their Policies and Procedures the levels of sponsorship by individuals, businesses and other organizations that wish to support the mission of the Corporation.

Section 2: The Board will establish these levels of sponsorships along with annual and event levels by a two-thirds vote of the Board.

Section 3: These sponsorship levels will be reviewed from time to time for additions and adjustments by a committee appointed by the Board.

ARTICLE X: Contractual Obligations

Section 1: The Officers of the Corporation may enter into contracts with independent contractors and/or businesses as they deem appropriate to carry out the business of the Corporation, when the Corporation cannot provide the particular service within their own ranks.

ARTICLE XI: Amendment of Bylaws

Section 1: These Bylaws may be amended by a two-thirds vote of the active members present at the appointed monthly membership meeting. **This is different for conducting regular business of the membership at a monthly meeting, which requires a simple majority vote of the members present.**

Section 2: The Board shall hold an annual Bylaws review, to be completed no later than the 31st day of August. The Bylaws Committee Chairman will present recommendations to the Board. The Board shall vote on presenting the recommended revisions to the General Membership for a final vote or return the Bylaws back to the Bylaws Committee for further revision.

Section 3: The general membership shall vote yes or no to ratify the revised Bylaws. The Bylaws shall immediately become effective upon successful completion of the ratification process.

ARTICLE XII: Affiliation

Section 1: The Corporation is affiliated with the International Imperial Court System.

ARTICLE XIII: Indemnification

Section 1: Officers, directors, employees and agents of the Corporation shall be indemnified for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or proceedings in which they are made a party by reason of being or having been a member serving in an elective or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

ARTICLE XIV: Parliamentary Authority

Section 1: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are not consistent with these Bylaws and any special rules or order the Corporation may adopt.

ARTICLE XV: Dissolution

Section 1: The Corporation may be dissolved by a three-fourths (3/4) vote of the Board at a duly-called monthly meeting. In the event of dissolution, the Board, after reconciling all debts, will distribute the remaining assets to the local charities as named by the Corporation and current reigning monarchs.

ARTICLE XVI: Ratification

These Bylaws were ratified at a properly noticed meeting of the membership of the Imperial Court of Arizona, Inc. on the date of 17 March 2018 in Phoenix, Arizona.