



BYLAWS

Imperial Rainbow Court of Northern Utah

Article I. Name

Section 1.01 Corporation Name

The name of the Corporation is The Imperial Rainbow Court of Northern Utah hereinafter referred to as the “Corporation.”

Article II. Principal Office

Section 2.01 Mailing Address

The principal office of the Corporation is: PO Box 3131, Ogden, UT 84409-3131

Section 2.02 Office Location

The principal office of the Corporation will be located in Ogden, Weber County in the State of Utah. The Corporation will have other offices within the boundaries as the Board of Directors may determine necessary.

Section 2.03 Relocation of Office Procedure

The Board of Directors may choose a new registered agent and/or registered office and open, move or change offices by resolution when necessary and pursuant to applicable state statutes and procedures.

Article III. Purpose

Section 3.01 Purpose of Corporation

The Corporation will be nonprofit. Said Corporation organized exclusively for charitable, service, education and social purposes, including the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954. The Corporation will promote strong bonds of friendships in and out of the State of Utah through relations with other organizations recognized by this Corporation and sponsor unity between all facets of the community.

Section 3.02 Dealing with Disputes and Interpretation of the Bylaws

If any dispute should arise in the interpretation and application of these Bylaws, they will be deemed to have the meaning, which harmonizes with the Laws of the State of Utah and the provisions of the Internal Revenue Code. If any provision is declared invalid, it will be void, but it will not otherwise affect the validity of other provisions.

Article IV. Duration

Section 4.01 Duration of Corporation

The duration of the Corporation is perpetual.

Article V. Dissolution

Section 5.01 Dissolution of Corporation

Upon dissolution of the Corporation, the Board of Directors will, after payment of all the liabilities of the Corporation, distribute assets to a nonprofit corporation or corporations having similar purposes, which have been recognized as tax-exempt under section 501(c)(3) of the Internal Revenue Code of 1954.

Article VI. Financial

Section 6.01 Fiscal Year

The fiscal year will be from December 1 to November 30.

Section 6.02 Execution of Contracts

The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into and execute any contract on behalf of the

Corporation. Such authority may be general or may be confined to specific instances. The Corporation for any loss or damage, unless recklessly or criminally negligent in the commission of any properly authorized act, will hold any officer or agent, harmless.

Section 6.03 Check Authorization

Check authorizations will require two signatures at all times and the two signatures cannot be from two officers living in the same household. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation will be signed by any two of the following: the Co-President(s), the current President of the Board, or the current Treasurer(s) or other agent of the Corporation as will be determined by the Board of Directors.

Section 6.04 Deposits

After the receipt, all funds of the Corporation will be deposited the next business day to the credit of the Corporation in such banks, trust companies or other depositories that the Board of Directors may select.

Section 6.05 Financial Gifts to the Corporation

The Board of Directors may accept, on behalf of the Corporation, any gift, bequest, or devise for any purpose of the Corporation in accordance with 501(c)(3) requirements.

Section 6.06 Pay-out Approval

All payments of money more than budgeted amounts or non-budgeted amounts must have Board of Directors approval before payment. All payments must be accompanied with a receipt and presented within 30 days of function for reimbursement.

Article VII. Earnings

Section 7.01 Earnings and Distribution

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation will be authorized to pay reasonable compensation for services rendered under written contract and to make payment and distributions in furtherance of the purposes set forth in Article III hereof.

Section 7.02 Fund Listing

The Bylaws, Resolutions, and Proclamations of the Corporation will govern all shows, fundraising efforts, and disbursements.

Article VIII. Records and Accounts

Section 8.01 Records and Accounts

The Corporation will keep correct and complete books and records of accounts, will keep minutes of the proceedings of its members, Board of Directors, or Committees having and exercising any of the authority of the Board of Directors, and will keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation will be kept in the custody of the officer charged with the records and may be inspected by any member or such member's agency or attorney, for any proper purpose at any reasonable time. Records will be kept in accordance with requirements of the Internal Revenue Service Code.

Article IX. Membership

Section 9.01 Classification

There will be four classes of membership:

(A) Resident Member:

Anyone meeting membership requirements whose legal residence falls within the boundaries of the Corporation.

(B) Non-Resident Member:

Anyone who wishes to be associated with the Corporation but lives outside of the organization's boundaries.

(C) Citizens for Life

Per the 'Silver Winged Eternal Flame' Proclamation, these members will be named at annual coronations and will have all general membership voting rights.

(D) Junior Members:

Any members under the age of twenty-one.

Junior members 16yrs of age or older are entitled to all general voting rights.

All junior members under the age of 18 will require a signature from a parent/legal guardian in order to become a member and to receive any Corporation mailing.

Section 9.02 Membership Boundaries

Definition of a member will be anyone meeting membership requirements whose legal residence falls within the boundaries of the State of Utah and north of the 41st parallel (Sheppard Lane): This would affect counties of Davis, Weber, Cache, Box Elder, Rich, Tooele and Morgan Counties excluding the land within the boundaries of the Golden Spike National Historic Site will remain within the realm of the Royal Court of the Golden Spike Empire.

Section 9.03 Membership Application

Completed membership applications will be submitted with the appropriate application fees to the Attendance Secretary of the Corporation. The applicant's name(s) will be read at the next membership meeting. Fees will be turned over to the Treasurer of the Corporation for deposit in the General Fund.

Section 9.04 Membership Fees

The Board of Directors will determine the amount of fees payable to the Corporation by member(s). These fees are to be used to cover administrative costs.

Section 9.05 Membership Acceptance

Membership in the Corporation will be determined without regard to race, color, sex, sexual orientation, gender identity, and religion or national and ethnic origin. Membership will be denied to any person affiliated with any Corporation and/or organization advocating the overthrow of the government of the United States of America by force or violence and will be denied to any person actively involved in the denial of gay and/or human rights.

Section 9.06 Membership Voting

At any regular or special meeting of the members of the Corporation, each member in good standing and present in person or by proxy at that meeting will be entitled to one vote on any question or issue voted on by the membership at the meeting. Exception as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, all matters voted on by members at any meeting will be decided by the vote of the majority of the members present.

Section 9.07 Member Resignation

(A) Any member may resign by filing a written resignation with the Board President. The Attendance Secretary will file the written resignation with the year's paperwork. Such resignation will not relieve the member of the obligation to pay any fees, assessments, or other charges accrued and unpaid. Any resignation will be in effect until the transition meeting for the new reign unless resignation is the cause of disciplinary sanctions.

(B) If member requests to return during the reign, a new membership application (if needed) will be filed and submitted to the Board President for review and approval by the Board of Directors.

Section 9.08 Disciplinary Sanctions

The Corporation strives to provide and maintain continuous involvement through effective planning and communication with its members. Under Corporation policy, disciplinary actions of members are expected to be handled in such manner as to achieve the least adverse effect upon the members and the Corporation.

(A) Definitions:

- 1) Discipline: any form of action (including imposition of sanctions) undertaken to correct or to modify unacceptable performance or behavior to acceptable standards.
- 2) Sanctions: disciplinary measures imposed by the Board of Directors. This will include a written reprimand signed by the President of the Board and person(s) being served. Could also lead to probation, suspension or expulsion.

(B) Cause:

The imposition of sanctions of a member, for cause, may result for the following reasons under circumstances that demonstrate the inability or unwillingness of the member to meet their duties and/or responsibility to the Corporation.

- Negligence
- Misuse of Corporation property or funds
- Unacceptable behavior at a Corporation function
- Unauthorized acquisition of donations, goods, money, materials or services
- Fraud or misrepresentation
- Conviction of a felony by a court of competent jurisdiction
- Any other actions deemed not in the best interest of the Corporation, by majority vote of the Board of Directors.

Note: No personal conflicts/issues can be referred to the disciplinary committee.

(C) Procedures:

Any accusation of the aforementioned offenses must be submitted in writing within 7 days of the alleged offense to the President of the Board of Directors. All accused will have the right to defend themselves and confront their accuser(s) at a meeting set up within 15 days of the submission of the alleged offense.

- 1) The Board of Directors will review the offense. Sanctions may be imposed only for the grounds described in section 9.08(B). Sanctions ordinarily should be limited to measures that are deemed likely to achieve the purpose as described above, should not be disproportionately severe in relation to the grounds for their imposition and should be calculated to give due consideration to any special circumstances that may tend to reduce the seriousness of the member's actions or omissions. If the board deems the sanction requires suspension or expulsion of the member's title, position, or membership, they will take immediate action and notify the member within 24 hrs. A certified letter, prepared and mailed by the President of the Board within 3 business days, outlining will be sent to all parties involved.

Article X. Meeting of Members and Procedures

Section 10.01 General meeting

There will be a meeting of the members of the Corporation at least once in every forty-five – (45) days. The time and place of such meeting will be at the discretion of the Co-President(s).

- (A) The General Meeting role must be signed no later than 15 minutes of said meeting. All members are responsible for signing the role themselves. Attendance Secretary will secure the roll at start time of said meeting and will maintain the roll.

Note: Meetings will start on time in order for this rule to apply

Section 10.02 Notice of Meeting

A notice (written or via electronic communication) of meeting or special meeting must be delivered not less than fourteen (14) days prior and must state the following: purpose of meeting, location, date and time. Such notices must be delivered to each member entitled to vote. When notice is postal mailed, it will be deemed “delivered” when deposited in the United States mail, postage prepaid and addressed to the last recorded address for each member. All meetings of members will be held at a location designated by the Board of Directors.

Section 10.03 Proxies

A written proxy, including printed name, date, signature, as well as a designated proxy executed by the member or by his or her duly authorized Power of Attorney and filed with the Attendance Secretary of the Corporation before or at the time of any meeting of members, may be used to vote. Members are authorized to hold only one proxy. The Co-President(s) will sign these submitted proxies prior to being recorded in the minutes.

Section 10.04 Absences

Excused absences counting for full credit are times when any member is absent but away acting as a representative of the Corporation, hospitalization, work, illness, or family emergency. Any of the above excused absences should be in written form (including date/meeting type) and turned in no later than the next membership meeting to the Attendance Secretary of the Corporation. The Co-President(s) will sign these submitted excuses prior to being recorded in the minutes.

Article XI. Officers

Section 11.01 Officers of the Corporation

The officers of the Corporation will consist of Co-President(s), President of the Board of Directors, Imperial Crown Prince, Imperial Crown Princess, Attendance Secretary, Secretary, Treasurer, Historian, and such other officers, as may be elected/appointed in accordance with these articles. To be eligible for elections or appointment to any of the corporate offices, they must meet all requirements for resident membership as set forth in the Bylaws.
(Refer to Res. 10 A and E)

Section 11.02 Election and Term

At the transition meeting, the Board will elect the officers. Each officer will hold their office until his or her successor will be duly elected and qualified, or until their resignation, removal or death.

Section 11.03 Chief Executive Officers

The Co-President(s) will be the chief executive officer(s) of the Corporation. They will have general and active supervision/management of the business and affairs. Their duties will include, but not to be limited to the following:

- (A) Act as Chairperson(s) of the Board of Directors in the absence of the President of the Board of Directors. Keep one of the two keys for the Post Office Box and be responsible for obtaining the mail in absence of the President of the Board.
- (B) The Emperor will nominate at least one person for the position of Imperial Crown Prince and the Empress will nominate at least one person for the position of Imperial Crown Princess at the executive board meeting prior to Victory Brunch. In the case of a sole monarch, they will nominate at least one person for each position. The ICP

- nominations will be approved by majority vote of the Board of Directors.
- (C) Appoint candidates for offices of President of the Board of Directors, Attendance Secretary, Secretary, Treasurer and Historian, which are subject to approval of the Board of Directors.
 - (D) Co-Preside at all General Membership meetings of the Corporation.
 - (E) Appoint any committee necessary to accomplish administrative objectives and serve as ex-officio member thereof.
 - (F) Co-direct all activities related to Coronation. When the coronation host facility requires clean up and clearance of all Corporation décor/property by the day following coronation, the Co-President(s) (previous reign and reigning) are required to assist in this requirement.
 - (G) Execute, on behalf of the Corporation, instruments, and certificates (i.e. Memberships, bonds, deeds, mortgages, conveyances, and contracts). Execution by any officers of such acts should follow the explicit delegation(s) by these Bylaws and approval by the Board of Directors, the Co-President(s) will have the power to appoint agents in his or her judgment that may be necessary or proper for the transaction of business or affairs.
 - (H) Commit to attend, at a minimum, four out of area coronations
Note- The Reign must have representation from at least two of the top 4 at the Royal Court of the Golden Spike Empire's Coronation.
 - (I) Make up to one (1) Proclamation each with the approval of the Board of Directors. The Co-President(s) must present their proclamation(s) within sixty (60) days after the end of their reign. If the Monarch(s) fail to fulfill this requirement, at no time thereafter will they be allowed to request or submit a proclamation. Timeline to make revisions will be limited to two additional board meetings with an update at least thirty (30) days from the first meeting to the President of the Board. The Proclamations are incorporated into these Bylaws. Proclamations can be changed, amended, or invalidated only by majority of the Board of Directors and approval of the author, if available.
 - (J) Once the Co-President(s) have completed the duties of their reign they will be eligible to run for the office of Emperor or Empress five years after they have stepped down.
 - (K) The Co-President(s) elected each year will serve on the Board of Directors for a period of two (2) years; the year they reign and the following.
 - (L) Please see the following sections for some additional duties:
 Resolutions Section 10.00
 (D) The Crystal Heart Proclamation,
 (E) The Crystal Rose Proclamation
 (F) The Crystal Ashtray Baroness Proclamation,
 Proclamations
 The Shining Emerald Teddy Bear Proclamation,
 The Silver Winged Eternal Flame Proclamation,
 The Majestic Fire Shining Proclamation,
 The Kaleidoscopic Proclamation of Hope,
 The Kaleidoscopic Proclamation of Unity,
 The Phantom Masked Emerald Jeweled Proclamation,
 The "Open Heart" Proclamation,
 The Double Headed Dragon Proclamation,
 The Andy Davis/Alexis Devo Energetic Animation of the Rainbow Proclamation,

The Almighty King of Spades Proclamation,
The Baby Blue Eyed Green Diamond Mohawk Gladiator of the North Proclamation,
The Nautical Star Proclamation
The Silver-Hearted Dragonfly Proclamation

Section 11.04 Imperial Crown Prince and Imperial Crown Princess

They will be presented at Victory Brunch. In the event that an Imperial Crown Prince and/or Princess are not voted in by the close of this meeting and further discussion is needed, a board executive session will directly follow Victory Brunch presentations. Duties will include, but are not limited to the following:

- (A) In the absence of the Co-President(s), the Imperial Crown Prince and Imperial Crown Princess will preside at all meetings of the members. In the event of the death, resignation, inability/refusal to act of the Co-President(s), the Imperial Crown Prince will be offered the opportunity to assume the position/duties of Emperor and the Imperial Crown Princess will be offered the opportunity to assume the position/duties of Empress. If they choose to decline, there will be no loss of title. If they accept, the appointment will be automatic upon finding of the Board of Directors that a condition precedent has occurred, requiring no action of the membership. Upon acceptance of either title, they will be known as Regent during the remainder of the reign and will be subject to all " Chief Executive Officers" regulations per Section 11.03.
- (B) The Imperial Crown Prince and Imperial Crown Princess will Co-Chair a committee that the Co-President(s) will choose if the need should arise.
- (C) Assist the Co-President(s) as needed.
- (D) When the coronation host facility requires clean up and clearance of all Corporation décor/property by the day following coronation, the Imperial Crown Prince & Imperial Crown Princess (previous reign and reigning) are required to assist in this requirement.
- (E) The Imperial Crown Prince and Imperial Crown Princess elected each year will serve on the Board of Directors for a period of two (2) years.
 - 1) The year they Reign
 - (a) Host one function each benefiting the General Fund.
 - (b) Please see the following sections for additional duties:
 - Resolutions Section 10
 - (E) The Crystal Rose Proclamation
 - (G) The Sterling Silver Ruby Eyed Dragon Proclamation
 - Proclamations
 - The Majestic Fire Shining Proclamation
 - The Kaleidoscopic Proclamation of Unity
 - The Premier Super Woman Proclamation
 - The Baby Blue Eyed Green Diamond Mohawk Gladiator of the North Proclamation.
 - The Nautical Star Proclamation
 - (c) Commit to attend, at a minimum, three out of area coronations
Note- The Reign must have representation from at least two of the top 4 at the Royal Court of the Golden Spike Empire's Coronation.
 - 2) The Following Reign
 - a. Sit on the board as College of ICP Co-President(s)
 - b. Sit on the Emerald & Ruby Ball Committee (See 13.05)

- (F) Once Imperial Crown Prince and/or Imperial Crown Princess has completed the duties of their reign, they will be eligible to run for Emperor or Empress one year after they have stepped down.

Section 11.05 Secretary

Nominated by the newly elected Co-President(s) and appointed upon approval of the Board of Directors. Their duties include, but not limited to the following:

- (A) Keep the minutes of all General and Board meetings.
- (B) See that all notices are duly given in accordance with the provision of these Bylaws or as required by law.
- (C) Be custodian for the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized. At the expiration of the term of office, the outgoing Secretary will deliver to the succeeding Secretary at transition meeting, all books, papers, and other property of the Corporation as are in his or her possession.
- (D) Provide copies of the minutes to the President of the Board, and perform such duties as assigned by the President of the Board of Directors.
(Refer to Section 12.10 in regard to responsibilities concerning execution of Phone Votes.)

Section 11.06 Attendance Secretary

Nominated by the newly elected Co-President(s) and appointed upon approval of the Board of Directors. Their duties include, but not limited to the following:

- (A) Keep the attendance of the General and Board meetings.
- (B) Keep the attendance records regarding voting eligibility.
- (C) Keep the records regarding submitted proxies.
- (D) Keep the records regarding submitted excused absences.
- (E) Keep the attendance records regarding candidate eligibility for elected offices.
- (F) Provide a copy of attendance 48 hours after all meetings to the President of the Board and perform such duties as assigned by the President of the Board of Directors.
- (G) Keep a register of the mailing address of each member.
- (H) At the expiration of the term of office, the Attendance Secretary will transfer all records, papers and/or other property of the Corporation in his or her possession to the succeeding Attendance Secretary at the transition meeting.

Section 11.07 Treasurer

Nominated by the newly elected Co-President(s) and appointed upon approval of the Board of Directors. Their duties include, but not limited to the following:

- (A) Must have custody of the corporate funds and financial records. At the expiration of the term of office, the Treasurer will transfer all funds, records, papers and/or other property of the Corporation in his or her possession to the succeeding Treasurer at the transition meeting.
- (B) Must deposit all monies and other valuable effects designated by the Board of Directors. (Refer to Section 6.04)
- (C) Must disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and will render to the Co-President(s), the Board of Directors, and the members at regular meetings, or when the Board of Directors so requires, an account of all of his or her transactions as Treasurer and of financial condition of the Corporation. Refer to Section 6.06 for

payout procedures.

- (D) Must keep full and accurate accounts of receipts and disbursements
- (E) Must obtain the required two signatures per check. (Refer to Section 6.03)
- (F) Provide monthly statements to the President of the Board and the Co-President(s).
- (G) Maintain all records in accordance with Internal Revenue Service Requirements.
- (H) In general, perform all duties incident to the office of the Treasurer and such duties as assigned by the Co-President(s) or President of the Board of Directors.
- (I) Upon request, must release financial records to the President of the Board within 10 days.
- (J) Collect monies due and payable to the Corporation and give receipts for said monies upon request.

Section 11.08 Historian

Nominated by the newly elected Co-President(s) and appointed upon approval of the Board of Directors. Their duties include, but not limited to the following:

- (A) Must keep the records of all previous reigns of the Barony and the Corporation, both hard copies and on electronic media backup.
- (B) Must compile a hard copy of the existing reign's membership, a list of the reign title-holders, correspondence, newsletters, and other pertinent and historical documentation. These must be presented to the succeeding Historian at the transition meeting.
- (C) Will be required to research previous reigns to obtain historical information and data to assist the current reign in performing its duties of the Corporation.

Section 11.09 President of the Board of Directors

Nominated by the newly elected Co-President(s) and appointed upon approval of the Board of Directors. Their duties include, but not limited to the following:

- (A) Must preside at all meetings of the Board of Directors of the Corporation and will vote only in the case of a tie.
- (B) Keep regular books of accounts and carefully preserve the same, and all vouchers for payment of the money. At the expiration of the term of office, the President of the Board of Directors must transfer all records, papers, or other property of the Corporation in their possession to the succeeding President of the Board of Directors at the transition meeting.
- (C) Provide monthly bank statements to the Board of Directors.
- (D) Keep one of the two keys for the Post Office Box and be responsible for distribution of mail.
- (E) Hold one of the two keys for any storage unit where Corporation property is kept. This will be utilized only if the Event Coordinator is not available. If this is passed on to any other board member for temporary use, when that purpose or need has been satisfied, it must be returned to the President of the Board.
- (F) In accordance with 50(C)(3) guidelines, financial records are open to the public and may be requested in writing. Records must be delivered within 30 days of any request. Requests must ensure the confidentiality of personal information and disbursement of funds for any financial aid application, as a result of an executive board session.
- (G) Once the President of the Board has completed their duties, they will be eligible to run for Emperor or Empress the following general election.

Note: This does not override section 11.03 (J)

Article XII. Officers of the Board of Directors

The Board of Directors will manage the affairs of the Corporation. The Directors, who will serve as initial officers are as follows: Co-President(s), President of the Board, Imperial Crown Prince, Imperial Crown Princess, Historian, Treasurer, Secretary, and Attendance Secretary.

Section 12.01 Terms of Office

- (A) All officers will serve for at least one year from appointment.
(Refer to Sections 11.03 and 11.04)
- (B) Two (2) confirmed as elected to the Board of Directors that will serve for two (2) years. In the event that an elected Board Member is selected as Imperial Crown Prince/Princess or Emperor/Empress Regent, the said elected seat to the Board will be forfeited.

Section 12.02 Function and Authority

The property, business, and affairs of the Corporation will be managed by the Board of Directors, which may exercise all such powers of the Corporation. The Directors must be resident members and be in good standing with the Corporation.

Section 12.03 Quorum

- (A) The quorum of the Board of Directors will only consist of current reign board seat(s) and will be determined as two-thirds (2/3) of the eligible voting board members in person or by proxy, at any meeting.
- (B) If a meeting doesn't have a quorum 15 minutes beyond the scheduled time, those in attendance may decide to have open discussion where no voting may take place, and/or opt to reschedule for a later date.
- (C) The President of the Board must notify the Board of Directors of the adjourned meeting and reschedule the meeting to be held within fourteen (14) days, if necessary.
- (D) All acts approved by a quorum of the Board of Directors will be considered the official act of the entire Board.

Section 12.04 Board Meetings & Executive Sessions

To uphold the importance of the Positions of the Board of Directors, these issues will be enforced.

(A) Transition Meeting

An annual meeting of the Board of Directors will be held within fourteen (14) days from the date of Coronation and all matters required by the Corporation will be done at this time (i.e., confirming the election of the Co-President(s) and elected board seats).

- 1) At this meeting, voting on all proposed officers and board members must be from both existing and newly approved board members. One vote per person.
- 2) Officers of the Corporation will be nominated and voted on first, followed by any appointed board members with the President of the Board being voted last. The Presidents vote concludes the previous reign and the new reign officially begins.
- 3) Board Confidentiality agreements and Code of Conduct forms must be signed by all board members. A membership application must also be submitted and paid for the new reign by the conclusion of the meeting.
- 4) Arrangements for transferring of Account Authority/Signature Cards and the transfer of any other Court Records necessary to run the business of the Corporation will be scheduled by the conclusion of the meeting.

(B) Board Meetings & Executive Sessions

- 1) All Board meetings are open to the public, but if you are not a member of the Board of Directors, you must contact the President of the Board in advance to be put on the agenda to address the Board with any issues of concern (Comments from the general public can be taken at the discretion of the President of the Board and/or if time permits.)
- 2) The President of the Board has the right to call an executive session in conjunction with any regularly scheduled board meeting. Outside of regularly scheduled meetings, the President of the Board must give at least 48 hours notice to all eligible voting board members. At these sessions, all Non-Board members will be dismissed, unless invited to attend by the President of the Board.

(C) Board Confidentiality

- 1) Any person(s) in attendance of any executive board session will be subjected to Board Confidentiality. Any issues discussed in Executive Board sessions will remain amongst those members in attendance. Any breach of board confidentiality may result in disciplinary sanctions being enforced, which may include removal from the Board of Directors.
- 2) Certain circumstances may arise in which board member(s) may not be present. They may need to be made aware of the pertinent information discussed in the meeting. Upon discussion and decision of the board, it is solely the President of the Boards responsibility to contact by phone call or in person, the board member(s) citing the sensitivity of the information and provide them the pertinent information.

(D) Requirements

- 1) All Board of Directors will be required to comply with the guidelines of the Bylaws, Resolutions, and Proclamations of the Corporation.
- 2) All Board members will need to uphold 70% attendance of all General Membership meetings and 70% of all board meetings.
 - a) Absences counting for full credit are times when any member is absent but away acting as a representative of the Corporation, hospitalization, work, illness, or family emergency. Any of the above absences should be in written form with date of absence and turned in no later than the next scheduled meeting to the President of the Board. These will be submitted and approved as excused and signed by the President of the Board and filed by the Attendance Secretary.

Section 12.05 Voting and Voting Privileges

- (A)** All members of the Board of Directors missing two (2) consecutive meetings (without excuse) will be placed on an inactive status, relinquishing all voting rights. Any member on inactive status may regain their vote by attending two (2) consecutive meetings and their voting rights will be reinstated. Remaining on inactive status could lead to consideration for removal of office and disciplinary sanctions as outlined in these Bylaws and Resolutions.
- (B)** At any meeting of the Board of Directors, a board member entitled to vote may vote by proxy executed in writing. Proxies will be submitted, and signed by the President of the Board and filed by the Attendance Secretary
- 1) A board member may carry only one proxy per meeting.
 - 2) A Board Member may only be represented by proxy four (4) times per reign, unless absence is excused counting for full credit in accordance with Section

12.04 (D) 2) a).

- (C) Any person presented for a possible position on the Board of Directors or referred for a suggested action will not vote (if applicable). They will be given the opportunity to speak before the board, but will be excused prior to discussion (if any) and vote. In the event, more than one person is suggested for the same position or is a part of the referral for action, none of the individuals involved will be allowed to be present for board discussion. If such vote(s) would be required to maintain a quorum, the vote(s) will be registered as abstain (no proxy allowed).

Section 12.06 Code of Conduct:

To ensure Board of Directors meetings are conducted in a professional manner the following Code of Conduct will be followed:

- (A) All Board of Directors will remain seated during the meeting unless excused.
- (B) There will be no profane language used at the meetings
- (C) There will be no alcoholic beverages consumed during the meetings.
- (D) There will be no outbursts during the meetings. A point of order will be used to recognize people wanting to speak.
- (E) Cell phones will be set to silent mode.
- (F) There will be no second party conversations taking place during the meetings
- (G) There will be no violence of any kind.

Note: Warnings will be enforced, one warning per meeting. If the warning is not adhered to, you will be excused from the meeting. If you are excused from a meeting, and your vote is needed to establish a quorum, it will carry as abstain for the duration of the meeting and any executive session that immediately follows. Refer to Section 12.03.

Section 12.07 Removal

Any officer elected or appointed by the Board of Directors may be removed at any time.
(Refer to Section 9.08 B)

Section 12.08 Removal of the Board of Directors by the Current General Membership

(A) Removal of Board Members:

At any special meeting called by the General Membership expressly for such purpose, any officer that is removed from the position with cause as determined in the disciplinary sanctions in these Bylaws, Resolutions, and Proclamations by a majority vote of the general membership. The board is to fill this position within 30 days.
(Refer to Section 12.09)

(B) Removal of the entire Board:

In the event the entire Board of Directors are removed, with cause as determined in the disciplinary sanctions in these Bylaws, Resolutions, and Proclamations by a majority vote of the General Membership, the General Membership has ninety (90) days to hold elections and fill all positions of the board, during this time the General Membership has the right to rewrite bylaws as they see fit under the majority vote.

(C) Lockout of General Membership:

In the event of the removal of the entire board, the current general membership will “lock out”; not allowing any new members until the process of re-elections is completed and the Corporation is back to normal operations.

Section 12.09 Vacancies on the Board of Directors

Any vacancies will be filled by the majority vote of a remaining quorum of the Board of Directors.

Section 12.10 Telephone Meetings and Action without a Meeting

To address emergency items that arise between official meetings, members of the Board of

Directors may pose motions to the Board President that they feel need immediate attention. If the Board President agrees these motions cannot wait until the next scheduled board meeting, he/she will pose a vote to the eligible voting board members as if present in person via communication equipment. A quorum (2/3 of eligible voting board members) must consent to this in order for business to be conducted in this manner. Before contacting the board, it will be the responsibility of the President of the Board to do the following; 1) Verify proposed motions do not violate any of the Corporation's Bylaws, Resolutions, and Proclamations and 2) Verify fund balances allow for proposal(s). It is a requirement that all eligible voting board members be contacted by their last known contact info registered with the Board President. If any member is not available at initial contact, they must be left a message to be notified they have an hour to respond or their vote will be counted as "abstention". In the event the contact device does not allow for a message, the Board President must make notation of such outcome. At the next meeting, this incapability should be addressed with each member in concern. The Board President will provide full details of the consent, outcome, and actions with the Corporation Secretary and such information is to be filed and included with the next official meeting's minutes.

Article XIII. Committees

Committees will be established by these Bylaws or by Resolutions, and/or Proclamations. Should any member of any of the following committees not be able to fulfill their position, it will be up to each committee Chair to submit a replacement for the seat. If that position becomes available happens to be the Chair, it will be up to the current Co-President(s) to submit a name for replacement. This selection may be an individual from the existing committee. These replacements will still require a board vote.

Section 13.01 Budget Committee

- (A) Within 14 days following Coronation, the Co-President(s) will nominate a member of the College of Monarchs to serve as Chairperson of the Budget Committee.
- (B) By the first official board meeting, the Chairperson will nominate two (2) additional members of the College of Monarchs, two (2) members of the current Board of Directors to serve on the committee. These appointments will require approval of the Board of Directors.
- (C) All members of the Budget committee must have Board of Directors approval.
- (D) The Budget committee will meet as often as deemed necessary by the Chairperson of the committee. The Chairperson is required to give a five (5) day advance notice to the committee members of scheduled meetings.
- (E) The purpose of the committee will be to establish:
 - 1) A budget proposal for Coronation
 - 2) Expected spending limits on expenditure during the current Reign.
- (F) All budget proposals will be submitted to the Board of Directors for final approval. The budget process for the reign is ongoing. However, the first board meeting in February must complete the budget proposal for Coronation.
- (G) The budget committee will produce an ongoing report every quarter (3 months). This report will be provided in conjunction with the Treasurer's report reflecting what has been accounted for in regards to all authorized expenditures for the reign.
- (H) Any person of the Community that has had a judgment that falls within the disciplinary sanctions will not be allowed to serve or chair this committee.

Section 13.02 Pageant/Event Committee

- (A) Within 14 days following Coronation, The Co-Presidents(s) will nominate a chair. The Chair must be a person with at least one (1) year experience on the Board of

- Directors. This appointment will require approval by the Board of Directors.
- (B) By the first official Board meeting, the chairperson will nominate three (3) other members of the Board of Directors for the committee. These appointments will require approval by the Board of Directors.
- (C) Act as Event Coordinator;
- Help to ensure all Imperial Court Event Guidelines are followed (see Resolutions section 5)
 - Act as main point of contact with venues where Corporation events are held.
 - Hold one of 2 keys for any storage unit where property is kept. If this is passed on to any other board member for temporary use, when that purpose of need has been satisfied, it must be returned to Event Coordinator.
- (D) Serve as Advisors to the current titleholders, and as a liaison between the titleholders and the Board of Directors.
- (E) Be Accountable for:
- 1) Procurement of Judges when needed.
 - 2) Applications, rules and regulations.
 - 3) Questions for “Question and Answer” category.
 - a) These questions will not be trivia type questions requiring a specific right or wrong answer. The current seated Board of Directors will provide the questions. Pageant chair will be responsible for obtaining the questions as well as reviewing/approving the use of the questions.
 - 4) Obtain the new Tiara and medallion for each required pageant and keep a back-stock of two (2) minimum, for each pageant title as set forth in Resolutions Section 7.

Section 13.03 Bylaw Committee

- (A) Within 14 days following Coronation, the Co-President(s), the Chairperson of the Bylaw Committee will be nominated within 14 days following Coronation from the College of Monarchs and approved by the Board of Directors.
- (B) By the first official Board meeting, the chairperson will nominate two (2) members of the Board of Directors and two (2) Community members (no Corporation membership required) for the committee. These appointments will require approval by the Board of Directors. Refer to Section 16.01 for responsibilities.

Section 13.04 Pride Committee

By January of each reign, the Gay Northern Lights title holder(s) will be responsible in forming this committee. The committee will help facilitate the events of various Utah-based Pride Festivals. This committee will consist of the reigning Mr. & Miss Gay Northern Lights, at least one (1) member of the Board of Directors and at least two (2) community members of the current general membership. If there is one (1) titleholder, then they will appoint three (3) members of the general membership for a total of five (5) committee members. The committee members will need to be approved by the Board of Directors. New titleholders each June will have the opportunity to form a new committee at that time and propose other Utah Pride events to the Board of Directors. Should this occur, they will have the option to keep this committee through their step-down. Due to the change in membership with each reign, this may require new nominations in January to replace committee members.

Section 13.05 Emerald & Ruby Ball Committee

By January of each reign, the reigning ICP(s) will be responsible to form this committee to help facilitate the events of Emerald & Ruby Ball. This committee will consist of the reigning ICPs, previous reign’s ICP(s), and at least two (2) community members of the current general

membership. The committee members will need to be approved by the Board of Directors.

Article XIV. General Elections

Elections will be held annually in the month of November to elect new officers; Co- President(s) and 2 Board Seat(s). All rules and regulations pertaining to the General Election campaign are to be governed by resolutions of the Board of Directors.

Section 14.01 Election Board

The election board will consist of all eligible voting members of the Board of Directors and will supervise all elections of Officers and Directors by:

- (A) Determining qualification of the electorate, this must be available by the first general meeting in October.
- (B) Screening and approving all candidates as to eligibility.
- (C) Determine the Date, place, and procedures for the general election
- (D) Selecting and employing an independent agent to tabulate votes.
- (E) Deciding any and all other matters relative to elections.

Section 14.02 General Election Campaign Rules

In order for an individual to seek an elected office in the Corporation, they must meet the following qualifications and attend a Candidate interview at which time they are required to pay a non-refundable \$50.00 candidate campaign fee and submit an 8x10 photo. Candidate campaign fees collected from all candidates will be placed in the fund of the candidate's choice.

- (A) Qualifications for running for an elected office in the Corporation.
 - 1) Any member aspiring to seek an office must attend 70% of all general membership court meetings and a minimum of three (3) Board meetings during the current reign prior to Candidate interviews.
 - 2) A candidate must be a resident member in good standing of the current reign at least nine (9) months prior to candidate interviews (October).
 - 3) A candidate must have been a resident within the boundaries of the Corporation twelve (12) months prior to application. The President of the Board will verify this information.
 - 4) Any candidate must not have any outstanding debts or bad checks with the Corporation.

Section 14.03 Candidate Interviews

- (A) Candidate interviews will be conducted by the Election Board 30 days or less prior to the candidate campaign announcement and campaign period.
- (B) Any candidate not able to attend at the scheduled interview time must make arrangements beforehand with the President of the Board to reschedule their interview.
- (C) Any active member of the Board of Directors of the Corporation that is a campaign manager of a candidate for an elected office may not participate in the interview process for all candidates seeking the same position.
- (D) Anyone attending candidate interviews as an aspirant to an elected office may be disqualified per Section 9.08 and 14.02 at the discretion of the Board of Directors.
- (E) All candidates will meet with a Candidate Liaison (Must be a board member selected/nominated by the candidates and approved by the Board of Directors) following candidate interviews and prior to campaign kick-off to decide how the campaigning will be ran; (A) together, (B) separately, or (C) a combination of both.
- (F) At interviews, if it is established there are no candidates or there is only one candidate for either title of Emperor or Empress, the President of the Board will begin the

process of determining Regent qualification/acceptance of title per line of succession (see By-Laws Section 14.10). This will be done to facilitate immediate action items determined at the meeting prior to Victory Brunch, Victory Brunch reign announcements & upcoming reign's corporation requirements.

Section 14.04 Campaign Rules

- (A) The candidate liaison (see section 14.03 (E)) will oversee and address questions, concerns, and conflicts. All candidate materials will be presented to the candidate liaison for review prior to public display. Following the Bylaws/Resolutions, the candidate liaison will approve all campaign materials and report concerns or violations of campaign or election rules to the President of the Board.
- (B) Candidates may not campaign prior to Kick-off, (advertising and requests for votes on any platform will not be permitted). Publicly discussing your intentions of seeking an elected office is not considered pre-campaigning.
- (C) The President of the Board and the reigning Co-President(s) may not openly endorse or campaign for any candidate(s) due to the tie-breaking authority.
- (D) The current Board of Directors will set the length of the campaign. However, the candidate(s) have priority for all scheduling during the campaign period with exception of prescheduled General Court or Board meetings.
- (E) Candidate(s) will not be allowed to accept any tips starting from Kickoff through close of voting.
- (F) The candidate(s) must contact each individual business regarding location and placement of advertising. A maximum of one poster will be allowed in each business. The size of each poster (not including frame) will not exceed 22" X 28" or equivalent thereof (50" total).
- (G) Candidates and their campaign managers are responsible for actions of their campaign and their entire campaign committee.
- (H) A campaign is defined as such: the candidate(s), candidate campaign manager(s), & candidate campaign committee(s).
- (I) No campaign will deface any business
- (J) Campaigns cannot buy votes.
- (K) Any campaign that is found in noncompliance with any campaign rules will be called to a meeting of the Board of Directors to review the situation. The Board candidate liaison must present any noncompliance issue before the Board. The Board of Directors will then decide if action should be taken, i.e., revocation of candidacy by silent majority vote.
- (L) In the voting room, Candidate(s) may have one picture or poster during voting and no other paraphernalia. Campaigning and/or loitering will not be allowed in or around the voting venue by anyone. The President of the Board will report any issues that may arise at the voting venue and notify the Candidate Liaison.

Section 14.05 Coronation Requirements for Candidates

- (A) A candidate will be responsible for at least six (6) hours of assistance for Coronation weekend; 3 hours in Hospitality and 3 hours for Coronation set up. This may be done either personally or by a representative of the candidate. The candidate or their representative is responsible to sign in. These hours must be completed and reported to the candidate liaison by the end of hospitality, on coronation day, and then reported to the President of the Board immediately.
- (B) Candidate(s) are responsible for helping clean up the Hospitality Suite.
- (C) Candidate(s) are responsible for the cleanup of all posted campaign paraphernalia 24

hours after Coronation.

- (D) If any of the above requirements are found to have not been met, the candidate liaison will report to the President of the Board, which may result in the Board of Directors deciding if actions should be taken, i.e., revocation of candidacy or loss of title, by silent majority.

Section 14.06 Voting Regulations

The following regulations for general elections voting will apply:

- (A) Voting date, voter eligibility and location(s) to be determined by the Board of Directors.
- (B) Guidelines for voting are to be posted in all appropriate areas as determined by resolution of the Board of Directors.
- (C) The President of the Board will have responsibility for preparation of the official “voting ballot”. A rough draft of the ballot will be shared with the candidate(s) immediately following candidate interviews and they will be afforded an opportunity to make any changes deemed appropriate prior to utilizing the ballot. The Board of Directors will approve the final ballot.
- (D) In the event that any candidate withdraws or is removed, the official ballots will remain unchanged and any vote for that withdrawn or removed candidate will void that candidate(s) race on that ballot.
- (E) Following candidate interviews, a special meeting must be held for the President of the Board and candidate(s) to do the following: review the ballots, separate out the tie-breaking ballots, separate and prepare the ‘Citizen for Life/Corporation Monarch’ ballots for mailing, and account for the ‘Citizen for Life/Corporation Monarch’ ballots in the voting registration book. The President of the Board will need to place the ‘Citizen for Life/Corporation Monarch’ ballots in the mail the day of candidate kick off. Included with the ‘Citizen for Life/Corporation Monarch’ ballots, the President of the Board will include instructions for voting and a postage prepaid return envelope. When the ‘Citizen for Life/Corporation Monarch’ ballots are received, the President of the Board will retain them until the opening of voting, at which time are to be included prior to the tie-breaking votes.

Note: Refer to the Silver Winged Eternal Flame Proclamation & the Delish Dedication Proclamation.

1. Ballots will not be mailed in the following situations:

- a.) A valid address cannot be determined for the recipient.

Note: Two failed attempts (returned mail) to deliver will require address clarification for the recipient to be added back to the mailing list.

- b.) Recipient requests to be removed from the mailing list.

Note: This may be reinstated by the recipient contacting the President of the Board, who will propose this to the Board of Directors for approval.

- (F) The President of the Board will prepare a “voting registration book” to utilize for recording pertinent data regarding voters. The data captured at a minimum will be:
 - 1) Name of voter
 - 2) Type of ID presented
 - 3) County where voter resides
 - 4) And any other data deemed necessary by the Board of Directors
 - 5) The number of the ballot

- (G) The following people will staff the voting venue: The President of the Board and the reigning Co-President(s). One set of keys to the ballot box will remain with the

President of the Board; the other set of keys will remain with the candidate liaison throughout the voting period. No other individuals will be allowed in the voting room.

- (H)** Candidates and their campaign staff will not be allowed in or around the voting venue(s) except to cast their votes.
- (I)** Voting will be in a neutral territory and not in a bar.
- (J)** In any category with only one candidate, they must secure the majority of the vote in order to be considered elected to that position.
- (K)** Prior to the opening of voting to the general public, it will be mandatory for the candidates or approved campaign managers to review the ballot box and review the ballots. This will be in witness to the Candidate Liaison and the President of the Board.
- (L)** At the closing of voting, it is mandatory for the candidates or approved campaign managers to participate in the closing of the ballot box. This will be in witness to the Candidate Liaison and the President of the Board.
- (M)** Tie Breaking Votes: At the beginning of the voting period, the Co-President(s) and the President of the Board must vote one ballot, each per race category. In the event there is more than one candidate for any position, then a vote for one candidate must be made on each tiebreaking ballot. In the event there is only one reigning Co-President, the President of the Board will relinquish their tie-breaking vote. Co-President(s) and President of the Board will each vote on a ballot for Emperor, then seal that envelope, then each will vote for Empress and so on and so forth until a tie-breaking vote has been cast in each race. Each of these sealed envelopes will be placed into one large manila envelope and placed into the bottom of the ballot box. The ballot box will then be locked and general elections can begin.
- (N)** All voting must be done using the official ballot provided. All legitimate votes must use the hole-punch provided with the ballot (i.e., no write-in votes or marks using pencil or ink). All punches must be in or on the line of the box nearest the name of the candidate being chosen. Each voting box must be ¼” to ½” square in size. The distance between these boxes must be at least 1 ½” times the size of the box. Each box is to be located close enough to the ballot’s edge to facilitate the hole-punch provided. Each ballot will be numbered at the bottom of the ballot; this perforated numbered portion to be removed and discarded before voting when the voter and ballot are registered. If the voting officials are presented with a damaged ballot (punched or written on in error), the ballot will be voided and replaced with another registered ballot. Voided ballots must be plainly marked VOID, then placed in the ballot box
- (O)** The Board of Directors will approve the Official Ballot Box before general elections begin.
- (P)** At the end of General Election voting, any remaining unused ballots are to be destroyed. The voting registration book and tabulation sheet are to be placed inside the ballot box and the box will be locked. The ballot box and keys are then to be presented to the individual(s) (predetermined by the Board of Directors) responsible for the official tabulation of the ballots.
- (Q)** During the General Election, from the opening of voting until the time of the announcement of the winners, (Coronation night) the ballot box and the key must not be in the possession of any one individual. The only exception being the party responsible for tabulation of the ballots.

- (R) The President of the Board will be responsible for the final determination regarding the discarding of the results after the candidates have been given the opportunity for a recount. (Refer to Section 14.08 (J))
- (S) The results from the election must be discarded no later than thirty (30) days after the newly elected officials have taken office.

Section 14.07 Voter Qualifications

- (A) Voting is open to anyone at least 16 years of age as long as they live within the boundaries of the Corporation.
- (B) All persons voting must show proof of residency within the boundaries of the Corporation. Forms of identification accepted would be a current and valid Utah Drivers License or Utah State ID. Passports or Military ID are not considered proof of residency.

Section 14.08 Post-voting Procedures

The following post voting procedures are to be followed:

- (A) An outside party or two non-Corporation affiliated individuals (determined by the President of the Board and candidate liaison) will count the ballots.
- (B) The ballot box will be presented at the close of the voting to this party along with the keys to the ballot box, a copy of the voting procedures will be provided and explained, with the applicable sections highlighted.
- (C) All envelopes marked 'Citizen for Life/Corporation Monarch' must be opened and ballots included in the total tally.
Note: Refer to the Silver Winged Eternal Flame Proclamation & the Delish Dedication Proclamation.
- (D) Ballots Marked "VOID" will be set aside to be included separately. No votes cast on such a ballot will be counted toward any race.
- (E) Multiple votes cast for the same race or category where not instructed would void ballots for that particular race. If the winner of a race has won by a margin of 5% or less, the race must be recounted until 2 counts are identical.
- (F) If the race being counted results in a tie, the manila envelopes will be opened. The envelope for the specific race will then be opened and those ballots will be added to the General Election Ballots, and these votes added to the race totals. This should result in a breaking of a tie.
- (G) After the winners of each race are determined, all tie-breaking envelopes (Sealed and Unsealed) will be returned to the manila envelope. This envelope will be permanently sealed and placed back into the ballot box along with the counted ballots.
- (H) The completed tabulation sheet will then be folded and placed on top of the ballots, manila envelope, registration book, key and the box locked. The President of the Board will be notified that the tabulation process has been completed and the ballot box will be given to the President of the Board.
- (I) At the designated time at Coronation, the ballot box should be brought before the College of Monarchs and the designated Co-President will release the key to the President of the Board, the box opened and the tabulation sheet reviewed by the President of the Board. The winners will be announced in a fashion to be determined by President of the Board of Directors.
- (J) Executive Session prior to Victory Brunch Coronation a meeting is to be held to announce the actual tabulation results. If any individual present requests a ballot recount for a particular race, a recount of that race will take place. The voting registration book will be destroyed along with the voting ballots during this meeting.

Should voting irregularities or discrepancies arise as a result of this ballot review that has NOT been satisfied, the ballot and registration book will not be destroyed until such time as the irregularities and/or discrepancies are satisfied. In the event of error in tabulation is discovered, the President of the Board will make an announcement and the correct Monarch will be crowned at Victory Brunch.

Section 14.09 Placement of Regent(s)

- (A) In the event that an election should name only one Co-President, and the elected Monarch has selected to have a Regent, the Oath of Office will be accepted during the meeting prior to Victory Brunch. This will be done before nomination of the Imperial Crown Prince and Imperial Crown Princess. The Co-President will perform the Oath of Office and Crowning Ceremony for the Regent at Victory Brunch. In the event that there are two Regents being placed, the previous reign Co-President(s) will perform this duty.
- (B) The Regent is given the title of Emperor and/or Empress Regent and fulfills the duties of the Co-President. Once duties are fulfilled, the 'Regent' title will be removed.

Section 14.10 Line of Succession

- (A) Any appointed Regent must meet IICS & Corporation eligibility, including being a resident in good standing.
- (B) Order of selection is as follows:
- Past Monarchs in reverse order of reign, excluding most recent reign
 - Past Imperial Crown Princes/Princesses, in reverse order of reign, excluding most recent reign
 - The most recent reign's Monarchs
 - The most recent reign's Imperial Crown Prince/Princess
- (C) Anytime regency is determined from this process, the President of the Board will announce this at coronation withholding specific name(s). Full unveiling, including the specific name(s), will occur at Victory Brunch. Also, anytime a Regent is placed, it is required the information be kept confidential between that individual(s), the sole elected Monarch (if applicable) and the President of the Board. Immediately following crowning, the President of the Board will give the Regent name to the solely elected Monarch. In the event of no Monarch named at Coronation, Regent information will be given to the Board of Directors at the meeting prior to Victory Brunch. This may require additional confidentiality sheet(s) to be completed. Any violation of this must be reported to the President of the Board, who will consult the Board of Directors to determine if action should be taken.
- (D) After reviewing the Line of Succession and no selection has been made to replace the vacant Co-President position, the candidate will again have the option to reign alone or have the Board of Directors call for a general membership meeting within fifteen (15) days after coronation and request of the voting members to choose a member, in good standing and meets the eligibility requirements for said office to reign as the Emperor and/or Empress for the reign.
- (E) In the event of a special election being held and no other candidate was selected to fulfill the position then the Board of Directors will become advisors to the solely elected Co-President.

Article XV. Coronation

Coronation will be held during the month of November. A coronation will be held for announcing and installing the newly elected Co-President(s) and newly elected member(s) to the

Board of Directors. If, by virtue of the unavailability of facilities, the coronation cannot be held during the month of November, an extension, not to exceed sixty (60) days, may be granted by the Board of Directors.

Article XVI. Amendments and Resolutions

Section 16.01 Amendments to Bylaws

The Bylaws may be altered, amended, or repealed, and the new Bylaws may be adopted by majority vote of all members in attendance. Thirty (30) days written notice of voting date on such changes must be given to entire membership of the intention to alter, amend, repeal, or adopt new Bylaws at such meeting, and the specific proposal or proposals are made available for examination. Bylaws should be reviewed at least every other year to keep up with society. All history of these changes should be kept with Historian records.

- (A) Within 6 months from the first board meeting of the reign, the committee is to present the proposed bylaw changes. All bylaw approvals, denials or corrections/rewrites will be done at this meeting in order to schedule the general membership vote by the following month. If the committee is not seated in enough time for proposals to be submitted to the Board of Directors and voted upon by the current general membership, bylaw review will be resumed by the following reign's board.

Section 16.02 Legal Advice

The Board of Directors may obtain legal advice as to the effect of the proposed change to the Bylaws before the vote.

Section 16.03 Resolutions Review and Adoption

The Board of Directors must review Resolutions annually. Resolutions may be deleted, invalidated, changed or revised by a majority vote of the Board of Directors. Said annual review must be completed within sixty (60) days from the date of coronation. Resolutions may be adopted at any time with a majority vote of the Board of Directors. All history of these changes should be kept with Historian records.

Article XVII. Indemnification

The Corporation will indemnify to the full extent authorized or permitted by general corporation law of the State of Utah any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative, including an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or serves or served any other enterprise as such at the request of the Corporation. This right of indemnification will not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article. The foregoing right of indemnification will continue as to a person who has ceased to be a director, officer, employee, or agent and will inure to the benefit of his or her heirs, executors, representatives, and administrators.