

SOVEREIGN IMPERIAL COURT OF INDIANA, INC.

ARTICLE I: NAME

The official and only name of the organization will be:

"Sovereign Imperial Court of Indiana, Inc."

ARTICLE II: STATUS

A. The Organization will be incorporated according to the laws of the state of Indiana, not for pecuniary profit and will otherwise be known as a non-profit corporation. It will adhere to all Federal, State, and Local Laws, including those of the Internal Revenue Code, and of the State of Indiana, as a 501(c)(3) organization. To represent the gay, lesbian, bisexual and transgender communities, and all concerned individuals, in support of community functions.

B. The Corporation and all trade names and trademarks owned by it will be considered the property of the Board of Directors. (This section is irrevocable.)

ARTICLE III: LOCATION AND BOUNDARIES

A. While The Sovereign Imperial Court of Indiana covers the below boundaries our empire proper is City of Indianapolis, County of Marion and surrounding counties. The Northern Boundary shall be Lake Michigan and the Michigan State line, while the Western Boundary shall be the Illinois State line. The Eastern Boundary shall be the Ohio State line and our Southern boundary shall be the State of Kentucky, with the Empire encompassing some 35,867 square miles.

B. The registered office and physical address of the Sovereign Imperial Court of Indiana, Inc., will be P. O. Box 50092 Indianapolis, IN 46250, County of Marion.

ARTICLE IV: MISSION STATEMENT, GOALS AND OBJECTIVES

A. The Mission of this Corporation will be to conduct projects of a public service or charitable nature to benefit legitimate charities, and in so doing, to provide social activities for the express benefit and/or pleasure and entertainment for the community, [minimum 501(c)(3)] causes upon suggestion of the reigning monarchs and approval of the Board of Directors. To represent the gay, lesbian, bisexual and transgender communities, and all concerned individuals, in support of community functions.

B. The main purposes of the by-laws are as follows:

1. To serve as the governing document of the corporation.
2. To provide the Board of Directors guidance which to run the corporation's short-term and long-term operations.
3. To establish continuity and consistency in the corporation.
4. To protect the integrity of the corporation.
5. Answers to some questions and concerns will rely on tradition, common sense, good judgment and practicality in upholding and furthering the goals and objectives of the corporation. Therefore, incidents that arrive over issues not covered in the by- laws should be brought to the Board for determination and decision, as should matters of bylaws interpretation. In addition, the Board of Directors shall publish event-specific or topic specific guidelines/stipulations to supplement these by-laws and to ensure their continued integrity of the organization.

ARTICLE V: MEMBERSHIP

A. Membership is open to any resident of Indiana stating an interest in the SICII who fulfills membership requirements as specified by the Policies and Procedures Manual. This corporation will not discriminate against any person on the basis of race, color, religion, national origin, age, sex, sexual orientation, gender identity, gender expression, non-qualifying mental or physical disability (including HIV status) or veteran status.

B. Qualified members shall have the right to vote in the annual elections of the corporation and they shall have the right to seek and hold office within the corporation. Qualified members shall also have the right to ratify amendments to these by-laws.

C. No person who has ever been convicted by impeachment by the corporation shall be eligible for membership.

D. The members of the Sovereign Imperial Court of Indiana, Inc., will consist of two bodies: The Board of Directors and the College of Monarchs. These bodies shall remain constant. Additional bodies may be added to the organizational structure as the Board may deem appropriate and necessary.

E. Board of Directors is the governing body that has responsibility for all affairs and the management of the Corporation. The Board will have final approval of all amendments to the *"Policies and Procedures Manual "*. The duties and responsibilities of the Board are described in detail in the Policies and Procedure Manual.

1. The College of Monarchs consists of the past monarchs. They are responsible for performing the crowning ceremony at Coronations and acting as advisers to the Reigning Monarch and to the Corporation.
2. The College of Monarchs of the SICII is comprised of those past Emperors and Empresses who have successfully stepped down after their reign. (See policies and procedures.) Each living member of the College of Monarchs, who is a current member and is in good standing with the SICII, holds a fractional vote on the SICII's BOD for a total of ONE vote for the group. This vote is cast by the College of Monarchs Representative or the College of Monarchs official representative to the BOD.

ARTICLE VI: MANAGEMENT

A. The affairs and management of the Corporation, will be under the control of the Board of Directors, which, when there are no vacancies, consists of a President, a Vice President, a Secretary, a Treasurer, a Membership Chairperson, and two Reigning Monarchs. In the event of only one reigning monarch then a Regent may be appointed, if no Regent accepts the appointment then an Alternate Member at Large position will be available on the Board to make up for only one Monarch.

1. The Directors will serve one year elected term on a staggered schedule.
2. No Director may sit on any other executive body of an organization whose mission may create a conflict of interest with SICII, this at the discretion of the Board of Directors.

3. Because the charitable activities of the corporation often take place in establishments with an age requirement to enter, all eligible members of the Board of Directors shall have attained the age of 21 at the time of their submitted application.

C. The Board of Directors shall be elected at the annual elections of members by a plurality of qualified members. Each candidate for a seat on the Board, with the exception of the two seats held by the Monarchs, whose elections are detailed below, shall apply for the seat they wish to

fill and campaign for that seat according to the parameters set by the seated Board of Directors. Qualified members shall have the right to be candidates for the Board of Directors and may serve successive terms. Board elections will be held just prior to the annual Coronation Ball. The annual elections will take place by way of secret ballot and counted by the election oversight committee.

D. Qualifications for the Board of Directors

1. All applicants must submit a BOD application along with a qualified federal background check at their expense.

2. Must be a current member in good standing.

3. Must be at least 21 years of age at the time the application is submitted.

4. Must attend the following number of BOD meetings by office in which the candidate wishes to run at the time of application submittal (all in 1 year): President, 6 meetings, all other board 3 meetings. Anyone seeking a board position must be a member in good standing for no less than 90 days at the time application is submitted.

E. Should a vacancy occur on the Board before completion of a term, such vacancy may be filled by a simple majority vote of a majority of the remaining Board of Directors. Nominees shall be selected from qualified members of the corporation.

F. Members of the Board of Directors may be removed by one of two means.

1. A member of the Board may resign his/her position at any time by submitting a letter of resignation in writing to the Board at its official address and having said resignation voted on and accepted by the Board of Directors.

2. The Board of Directors may accept recommendations at any time from any of the four membership bodies (as described in Article V) of the Corporation regarding discontent with, and recommended removal, of any Director. In the event any Director is judged incompetent or negligent of his/her duties, or is guilty of misappropriation of funds or behavior unbecoming their position, the Director may be expelled by a three-quarters (3/4) vote of the remaining Directors.

ARTICLE VII: MONARCHS

A. In the first year of the corporation, the Monarchs shall be known as the Czar and Czarina. The Board shall submit qualified members as candidates to the Executive Director of the International Court Council, Nicole Murray-Ramirez, who shall have the power to appoint the Monarchs. These Monarchs shall have the same rights granted herein to duly elected and appointed Monarchs going forward, including enfranchised seats on the Board of Directors. At

the first annual election of the corporation, known hereafter as Coronation, the monarchs shall be known as Emperor and Empress, and shall be elected by the general membership.

B. Qualified members shall have the right to seek and hold the office of Emperor and Empress. The candidates will be required to fill out their campaign packet, pass the interview session, attend at least 1 out of state coronation, attend 8 of the 12 boards meetings within a one year period, must have and will attend all court functions.

C. The Emperor and Empress shall be elected for a period of one (1) term. Persons may not hold the position of Emperor or Empress for successive terms; provided, that nothing in this section shall be construed to prevent a person from holding the position of Emperor or Empress for successive terms so long as one of the terms is served by virtue of appointment to the position.

D. The position of Emperor and Empress shall be elected each year by qualified members at the annual elections of the corporation. The election of the Emperor and Empress shall be separate from each other, separate from the election of the Board of Directors, and separate from any other race or referendum on the ballot. The Emperor and Empress shall be elected by a simple majority of qualified members or by plurality when more than two candidates seek the office of Emperor or Empress. In the instance where qualified candidates for Emperor or Empress run unopposed and do not receive an affirmative vote by simple majority of qualified members, the Board of Directors may appoint a Regent Emperor and/or Empress by a majority vote. In case of a tie in an opposed race for Emperor and Empress, the Board of Directors shall break the tie in a manner by a majority vote of the Board.

E. Persons running for Monarch may not run for the Board of Directors. Persons running for the Board of Directors may not run for Monarch.

F. The Emperor and the Empress shall each have an enfranchised seat on the Board of Directors, known as the Members at Large.

1. The Emperor and/or the Empress shall have all rights and privileges of the Board of Directors.

G. During their term of office, the Emperor and Empress shall have the right to appoint their respective lines of descent as prescribed by the College of Monarchs and may bestow Honorary titles for their reign only.

1. During their term of office, the Emperor and Empress shall have the right to rescind any title given by them.

2. During their term of office, the Emperor and Empress shall have the right to represent the corporation in any public forum, except when designated otherwise by the Board of Directors.

3. Monarchs may have any other rights and duties and prescribed by the Board of Directors. Monarch Elections, Duties and Responsibilities will all be outlined In the Policy and Procedures Manual.

I. Crowns/Tiaras

1 Monarchs (reigning or past) are the only title holders who may wear full crowns Other line members may wear ½-crowns or tiaras as outlined in the policy and procedures manual.

ARTICLE VIII: FINANCES

A. Appropriation of Funds

1. The Corporation is empowered to accept, deposit and acknowledge any and all donations.
2. The Corporation has the power to engage in any fundraising that is not in violation of Indiana non-profit Corporation Laws.

B. Administration of Funds

1. The Corporation will maintain a checking account using duplicate checks at an Indiana Bank. The name and location of said bank will be determined by the Board of Directors.
2. The Corporation will require at least two (2) signatures on all disbursements of corporate funds. The Board President and Treasurer, so long as they do not reside in the same household, shall be the co-signatories. Should the Board President and Treasurer reside in the same household, the Vice President or other Board member shall be appointed by majority vote of the Board to be the co-signatory.
3. An Annual audit at the end of each reign will be conducted of all accounts and financial records of the Corporation. The auditor will be selected by the approved by the Board of Directors. The auditor may not be a member of the Board of Directors but may be a member of the Corporation.
4. The Board of Directors will cause all income to be routed into the corporate checking account first and then to the various other designated accounts. Upon receipt of the funds the treasurer will have 2 business days to deposit to the corporate account.
5. The Board of Directors will require monthly financial reports from the Treasurer as well as copies of all bank statements. The Board will publish an annual report for the members, as well as make financial records available to the public upon request.

ARTICLE IX: MEETINGS

A. Robert's Rules of Order (newly revised) will be the basis by which SICII meetings will function. See the "**Policies and Procedures Manual**" for additional information.

B. Regular monthly meetings of the Board and the Court will be open to the general public. "Open" means that anyone may attend a regular meeting of the governing bodies of the organization. However, at the discretion of the Board, may go into "executive session" to discuss certain sensitive issues at which time only Board members respectively are part of the meeting. At the discretion of the President or by majority vote of the Board, past Monarchs may be included in their respective executive sessions. Only current members may vote upon issues at general assembly. At Board meeting any individual listed on the agenda and any past Monarch may participate in discussions, but only members of the BOD or the Parliament, respectively, may vote. A Board member may always participate in any discussion or bring forth business for discussion before the Court meeting of the general membership or committee or other special body of SICII.

C. Meeting of the Board, the Court, the Parliament, and committees of SICII will be held monthly, or as necessary, at a location, time, and date set by the convener of each group, with special meetings as necessary.

D. Minutes of all Board, Court, and other membership meetings shall be typewritten and submitted by Secretary within ten (10) days after the minutes are officially approved.

E. A majority for any regularly scheduled meeting of the SICII governing bodies, with the exception of the Court Meetings, is a majority of those members serving on those respective bodies at the time of the meeting.

F. If two-thirds (2/3) of the Directors are present at any time or place, within the State of Indiana and if they consent to the holding of a meeting at such time and place, such meeting shall be valid with 1 week notice and at such meeting any corporate action may be taken.

G. Voting on any question or in any election may be by voice vote or show of hands unless the presiding officer shall order or any Director shall demand that voting be done by ballot.

ARTICLE X: RULES AND REGULATIONS

A. A "**Policies and Procedures Manual**" and Board Minutes will be kept as addendum to these By Laws. It will contain the detailed duties, responsibilities, formulas and qualifications for the various offices and positions held within this organization.

B. The "**Policies and Procedures Manual**" may only be changed by a two-thirds (2/3) vote of the members of the board in attendance and voting at a given meeting and with the final approval of two-thirds (2/3) of the members of the Board of Directors in attendance and voting at any Board meeting with said recommended changes of the "**Policies and Procedures Manual**" presented the Board in advance in writing.

C. In the event of conflict between the "**Policies and Procedures Manual**" and these bylaws, the bylaws shall be the controlling document.

ARTICLE XI BY-LAWS AND AMENDMENTS

A. Amendments to these by-laws may be introduced in writing to the Board of Directors by any member in good standing.

B. The Board of Directors shall accept any introduced amendment to these by-laws which has been seconded by the qualified members for ratification by three- quarter (3/4) vote of the Board of Directors at a lawfully called meeting of the Board with a majority present.

C. Ratification of any proposed amendment to these by-laws shall require a simple majority affirmative vote of qualified members.

D. For the purpose of ratification of referred by-law amendments, the President of the Board shall call a meeting of the general membership pursuant to guidelines as may be prescribed by the Board of Directors from time to time.

E. The initial by-laws of the corporation shall be adopted by the Board of Directors.

F. The Board of Directors reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the laws of the State of Indiana and federal law.

G. The Board of Directors reserves the right to adopt Articles of Dissolution in any manner now or hereafter permitted by the laws of the State of Indiana and federal law.

H. These by-laws shall be retroactive in their application at the discretion of the Board of Directors, except that amendments to these by-laws shall only be retroactive in application when the amendment specifically provides for retroactive application as ratified.

ARTICLE XII – INDEMNIFICATION

The Board of Directors shall provide for the indemnification of the Board of Directors, Officers 566 and Members of The Corporation, including volunteers, employees and agents of The Corporation.

I. Any business not covered by these by-laws shall be handled solely by the Board of Directors.

I hereby certify that the foregoing By Laws, consisting of eleven (12) pages, including this page, constitute By Laws of the SOVEREIGN IMPERIAL COURT OF INDIANA, INC. adopted by the Board of Directors of the Corporation as of May 10th, 2015 and revised this date May 22, 2016.

Mike Harney
President of the BOD

Dated: