

THE IMPERIAL COURT OF ALL OKLAHOMA

MEETING MINUTES 03/05/2023

Combined Meeting

I. CALL TO ORDER

A. Quorum – Y

1. BoD

- a. Eight of eight (8/8) board members are present.
- b. Good Standing & Can Vote present – 7 (president cannot vote except to break a tie)
- c. Required to Conduct Business – 5 (50% + 1)

2. Membership

- a. Total members – Fifty-one (51)
- b. Twenty-seven (27) members present. All via Zoom
- c. Good Standing & Can Vote Present – 25
- d. Required to Conduct Business – 14 (50% + 1)

B. Agenda

1. Provided by President

C. Announcements

1. This meeting is being streamed on ZOOM and recorded. Please refrain from crosstalk and please speak loudly and clearly.
2. ICAO Members in attendance are asked not to interrupt the meeting with questions until the floor is opened or if they are asked a question.
3. Virtual Meeting attendance is being recorded. Those with the ability to vote were announced on FB Messenger group chat.

II. COURT 101

- A. None this month.

III. REPORTS

A. President (e) – Ray Wilkins aka Lottie Dah

1. Nothing to report.

B. Vice President (e) – Jim Scudder-Barfield aka Daddy Jim

1. Nothing to report.

C. Treasurer (e) – Lyn Kovacs aka PsychoSis

1. A lot of checks going out with Coronation coming.
2. Monarch travel fund has been depleted after the trip to San Francisco. Final receipts are needed.
3. Working on some fees with Square and storage fees.
4. Balance sheets for Jan & Feb – See ATTACHMENT 3

D. Secretary (e) – Vernon “Joey” Scudder-Barfield aka Keri Jo Scudder-Allan

1. Mail received.
 - a. Checks Received:
 - 1) Houston Ad \$125
 - 2) Houston Ad for 2022 \$50
 - 3) Dallas Ad \$125

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2. BoD Chat Discussion and Voting
 - a. Motion to shift unused award budget to assist with gift token budget for Coronation.
Motion passed.
 3. In lieu of a Dean Report, here is the breakdown of RF attendance/Requirements this Reign. See ATTACHMENT 1
- E. Member-at-Large – Ray Stephens aka Razer Wulf & Ian Williams (ne)
1. Razer
 - a. Nothing to report.
 2. Ian
 - a. Good job to the PRs on the Mardi Gras Ball.
 - b. Congrats to Lottie and Jim on becoming candidates.
- F. Dean of the College (ne)
1. Vacant (temporarily assigned to Secretary)
- G. Monarch(s) XIV (ne)
Emperor XIV – Paul McClure aka Eric’Shun Tarclure and
Empress XIV – Jeff Tarwater aka Morganna Pheeling
1. All members are doing amazing by keeping the momentum going with fundraisers and enjoying themselves while doing so. We appreciate all of you volunteering your time and talents for the court.
 2. Your Emperor and Empress attended The Emperor’s Red & White Ball in Ft. Worth on Feb 11th, it was an amazing time. Lottie, Jim, Ian, and Jarrod were there along with us to support their court and candidates for Monarch.
 3. We want to congratulate our own candidates announced on February 18th, Lottie Dah and Daddy Jim. Two great candidates that have been in the court system long enough to know what it takes. We wish them the best as they campaign until March 25th.
 4. We attended San Francisco coronation on Feb 25th, which was an amazing, with such rich history and traditions.
 5. Queen Mother Nicole informed us that she is sending a check from the ICC for our court to donate to the Oklahoma ACLU combating all the anti-drag laws being pushed in our state.
 6. Voting is on the 24th and 25th, both in Tulsa and OKC, so let's push to get people out to vote on if they think our candidates are whom they want as our next Monarch.
 7. The ICAO Coronation is less than a month away now, and we are so excited to celebrate our members accomplishments this Reign, without you it wouldn't be possible to do what we do.
- H. ICP / Candidate 15 Reports
1. Daddy Jim
 - a. Nothing to report.
 2. Lottie Dah
 - a. Nothing to report.
- I. Standing Committees
1. PNP
 - a. Bylaw/PNP Updates for BOD Approval (See Bylaws & PNP ATTACHMENT 2)
 2. PRIDE
 - a. Inactive Until 04/23
 3. Coronation Committee

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- a. Voting Dates Vote
 - 1) 03/24/2023 5 pm – 7 pm → 18+ Venue
 - Tulsa – OKEQ (Scotty & Ian)
 - 2) 03/25/2023 10 am – 12 pm → 18+ Venue
 - OKC – Other Options (Razer & Izzy)
 - 3) 03/25/2023 7 pm – 9 pm → Bar Venues
 - Tulsa – Tulsa Eagle (Ian, Jarrod, Brooke Lyn)
 - OKC – District Hotel Lobby (Razer & Izzy)
- b. Final Coronation Meeting on March 26th in-person. @ 12pm.
- c. Get your coronation tickets if you have not bought them.
- d. Coronation is all hands-on deck. Everyone is expected to make sure our guests are taken care of.

IV. OLD BUSINESS

- A. Vote for The PRIDE Award the James Murray Award.
 1. Google Form vote will be put into Membership chat today and it will stay open through tomorrow.
- B. Entertainer of the Year is nominated by the Monarchs (however many people they choose) and voted on by membership the night of Coronation.
- C. ICAO Hotspot – Request rescinded.

V. NEW BUSINESS

- A. Bylaws/PNP Vote By BOD
 1. Motion to accept by Morganna/Jeff. Seconded by Jim. Motion passes unanimously. Will be presented for vote by the membership at the April close-out meeting.
 2. PNP Committee is on hiatus until next reign.
- B. Nominations for VP
 1. Lyn – under consideration
- C. Nominations for Treasurer
 1. Ian – nomination accepted.
 2. Razer – nomination accepted.
- D. Nominations for Member-at-Large
 1. Jarrod – nomination accepted.
 2. Izzy – nomination accepted.
 3. Brooke Lynn/Alex – nomination accepted.
- E. PRIDE Committee needs to form and have a chair selected. No definitive answer was reached this meeting.
- F. In-person meetings will resume next Reign. Zoom option will be available for those unable to travel and request use of ZOOM. But it must be requested. Zoom will not automatically be set up if not asked for.
 1. Meetings will potentially be split with a quarterly meeting in OKC, but a location must be secured in order to have it in OKC.
 2. District is not an option for meetings because the property is 21+ only.
- G. The ICAO is not a political organization. We can individually have our own opinions on politics, but we may not endorse political candidates or political agendas while representing the ICAO. The same goes for religion.

VI. EVENTS & PROPOSALS

- A. ICAO Events

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1. 03/10 – WTF Show @ Eagle
2. 03/18 – Candidate show @ Mojitos

B. Non-ICAO Events

- 1.

C. Proposals/Approvals

- 1.

VII. TABLED OLD & NEW BUSINESS/TOPICS FOR FUTURE MEETINGS

- A. Storage unit Upgrade.

VIII. EXECUTIVE SESSION

- A. BOD addressed by Franklin Thompson

- B. 5 proclamations presented.

IX. ADJOURNMENT

- A. Adjourned @ 155 pm.

- B. Coronation/Membership Meeting 03/26 @ noon.

- C. Next Meeting REIGN 14 CLOSEOUT 04/08/23 @ 1 pm in-person but Zoom will be available.

****LEGEND****

(e) – executive board member

(ne) – non-executive board member

(nv) – non-voting

BoD President Signature: Ray Wilkins

Bod Secretary Signature: Vernon “Joey” Scudder-Barfield

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ATTACHMENT 1

REIGN XIV Royal Family Requirements

<u>Monarchs</u>	<u>Emperor XIV</u>	<u>Empress XIV</u>
4 Individual 2 Joint	<u>Event Requirements</u> 1. 05/14/22 Investiture XIV (J) 2. 06/03/22 Together We Rise 3. 09/09/22 Viva La Vegas 4. 09/24/2022 Monarch's Ball (J) 5. 10/14/22 Bump in the Night	<u>Event Requirements</u> 1. 05/14/22 Investiture XIV (J) 2. 06/02/22 True Colors 3. 09/24/2022 Monarch's Ball (J) 4. 10/01/22 Welcome To the Jungle 5. 12/09/22 All That Glitters
Q1 Apr - June Q2 Jul - Sept Q3 Oct - Dec Q4 Jan - Mar	<u>Out-of-State STATE Events</u> 1. 04/16/22 Ft Worth Investiture 2. 05/28/22 San Antonio Coronation 3. 06/11/22 Waco Coronation 4. 08/13/22 Austin Coronation 5. 10/29/22 Dallas Coronation 6. 12/03/22 Dallas Investiture 7. 01/14/23 Houston Coronation 8. 02/25/23 SF Coronation	<u>Out-of-State STATE Events</u> 1. 04/16/22 Ft Worth Investiture 2. 05/28/22 San Antonio Coronation 3. 06/11/22 Waco Coronation 4. 08/13/22 Austin Coronation 5. 10/29/22 Dallas Coronation 6. 12/03/22 Dallas Investiture 7. 01/14/23 Houston Coronation 8. 02/25/23 SF Coronation
	<u>Quarterly Appearances</u> Q1 Apr/May/Jun 1. 04/30/22 Equality Gala 2. 05/16/22 OK Bearded Queen Pageant 3. 06/18/22 PRIDE Bingo Q2 Jul/Aug/Sep 1. 08/21/22 Miss Green Country Pageant 2. 09/10/22 Bartlesville PRIDE Q3 Oct/Nov/Dec 1. 11/13/22 Miss Gay Sooner State 2. 12/17/22 GPRA Royalty Show Q4 Jan/Feb/Mar 1. 01/15/23 Tulsa PRIDE Pageant 2. 01/22/22 Diva USA Pageant	<u>Quarterly Appearances</u> Q1 Apr/May/Jun 1. 04/30/22 Equality Gala 2. 05/16/22 OK Bearded Queen Pageant 3. 06/18/22 PRIDE Bingo Q2 Jul/Aug/Sep 1. 08/21/22 Miss Green Country Pageant 2. 09/10/22 Bartlesville PRIDE Q3 Oct/Nov/Dec 1. 11/13/22 Miss Gay Sooner State Q4 Jan/Feb/Mar 1. 01/15/23 Tulsa PRIDE Pageant 2. 01/22/22 Diva USA Pageant
Excused Absences For ICS or Community Events	05/27/22 - 80s Show @ SA Coronation 06/10/22 - 90s Show @ Waco Coronation 08/26/22 - Disney Show @ Grateful Day Ret.	05/27/22 - 80s Show @ SA Coronation 06/10/22 - 90s Show @ Waco Coronation
<u>Joint Event 1 - Investiture XIV - 05/14/22</u> <u>Joint Event 2 - Monarch's Ball - 09/24/22</u>		

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ICPs 2 Individual 1 Joint (ICP Ball) 3 Out-of-State	Imperial Crown Prince Daddy Jim	Imperial Crown Princess Lottie Dah
	<u>Event Requirements</u> 1. 05/27 Big 80's 2. 07/09 Float Trip 3. 11/12/22 ICP Ball (J) 4. 01/06/22 Turn About (J)	<u>Event Requirements</u> 1. 05/27 Big 80's 2. 07/01 Gospel Show 3. 11/12/22 ICP Ball (J) 4. 01/06/22 Turn About (J)
	<u>Out-of-State STATE Events</u> 1. 04/16/22 Ft Worth Investiture 2. 06/11/22 Waco Coronation 3. 08/13/22 Austin Coronation 4. 10/29/22 Dallas Coronation	<u>Out-of-State STATE Events</u> 1. 04/16/22 Ft Worth Investiture 2. 08/13/22 Austin Coronation 3. 10/29/22 Dallas Coronation
Joint Event - ICP BALL - 11/12/22		
PRs 1 Individual 1 Joint 1 Out-of-State	Prince(s) Royale Triton Scudder-Paige & Jay Gable	Princess Royale Kitty Quinn Scudder-Khrystian
	<u>Event Requirements - Triton</u> 1. 10/07/22 Shitkickers & Stilettos (Triton)	<u>Event Requirements</u> 1. 08/05/22 Off-the-Cuff
	<u>Event Requirements - Triton</u> 1. 11/24/22 Voices in my Head (Jay)	
	<u>Out-of-State STATE Events - Triton</u> 1. Austin Coronation 2. Dallas Coronation 3. Dallas Investiture	<u>Out-of-State STATE Events</u> 1. Austin Coronation
	<u>Out-of-State STATE Events - Jay</u> 1. Austin Coronation 2. Dallas Coronation 3. Dallas Investiture 4. Houston Coronation	
Joint Event - Mardi Gras Ball - 02/25/22 (Dispensation by BOD)		

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ATTACHMENT 2

BYLAWS IMPERIAL COURT OF ALL OKLAHOMA, INC.

Revision 2023 Reign 15

RED TEXT STRIKETHROUGH - denotes removals.

RED TEXT – denotes changes/corrections in working, grammar, and spelling.

BLUE TEXT – denotes additions.

ARTICLE I - NAME

The official name of the organization is: "IMPERIAL COURT OF ALL OKLAHOMA, INC." (henceforth the ICAO).

~~**SECTION 1.1 – BARONY STATUS:** The ICAO shall be known publicly as "THE ROYAL BARONY OF ALL OLAHOMA" until which time it is awarded empire status by the International Imperial Court System.~~

ARTICLE II - AUTHORIZATION FOR GOVERNANCE

SECTION 2.1 – INCORPORATION: The ICAO is incorporated according to the laws of the State of Oklahoma as a nonprofit organization.

SECTION 2.2 – ARTICLES OF GOVERNANCE: The Articles of Incorporation, Bylaws, Policies, and Procedures, and ~~such~~ other actions ~~as of~~ the Board of Directors (henceforth BOD) and/or membership ~~may take consistence therewith,~~ shall govern the Corporation.

SECTION 2.3 – OWNERSHIP OF PROPERTY: All trade names, trademarks, ~~tangible, intangible,~~ and intellectual property, ~~tangible and intangible,~~ shall be considered property of the Imperial Court of All Oklahoma, Inc.

Section 2.3.a. Trade Names and Trademarks: All trade names and trademarks may be used outside the empire by the majority approval of the BOD.

Section 2.3.b. Official Seal: The official seal of the Imperial Court of All Oklahoma, Inc. is not to be altered except by a $\frac{3}{4}$ majority vote of the BOD. Usage of the official seal is limited to official court business by the Emperor/Empress (~~Czar/Czarina~~) or corporation for promotional purposes. No candidate may use the seal in campaigning for a court title. The BOD may permit utilization of the seal for advertising, promotions, or public relations.

ARTICLE III LOCATION AND BOUNDARIES

SECTION 3.1 – GEOGRAPHICAL AREA: The ICAO shall serve the geographical area of the seventy-seven (77) counties known as the State of Oklahoma.

Section 3.1.a. Court Recognition: The ICAO has the prestige and honor of being recognized Nationally and Internationally as the only court in the State of Oklahoma.

SECTION 3.2 – REGISTERED OFFICE: The registered and physical office of the ICAO shall be the City of Tulsa, County, or Tulsa, Oklahoma.

Section 3.2.a. – Registered Agent: The Registered Agent of the ICAO on file with the Oklahoma Secretary of State Office shall be the President or the Secretary of the BOD. This must be changed

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whenever the current registered agent leaves the BOD or changes offices outside of President or Secretary.

Section 3.2.a. – Administrative Office: The administrative offices of the ICAO may be located in another city or town in the State of Oklahoma based upon the preference of the ~~elected Monarchs and~~ BOD of the ICAO.

~~**SECTION 3.3 – GEOGRAPHICAL REGIONS:** For the purpose of administration, the 77 counties of the State of Oklahoma may be divided into four geographical regions according to the Policies and Procedures Manual of the ICAO.~~

ARTICLE IV - MISSION STATEMENT, GOALS, AND OBJECTIVES

The mission of the ICAO shall be to provide educational, public service, and entertainment events that unify all aspects of the community to benefit those in need. To that end, the ICAO ~~embraces people of all genders, ages, lifestyles, sexual orientations, and ethnicities. As an~~ shall be an all-inclusive organization, ~~the ICAO~~ that strives to build bridges between organizations, businesses and individuals of the LGBTQ+ communities ~~and to bring together the Gay, Lesbian, Tran gendered, Bisexual, and Heterosexual communities in a common purpose-~~ to improve life for the people of Oklahoma.

SECTION 4.1 – GOALS OF THE ICS: The ICAO shares the goals and the objectives of the International Imperial Court System:

1. Furthering relationships with businesses and organizations within their local communities.
2. Holding fundraisers and functions to benefit their local communities.
3. Helping those in the community who in need of assistance.

SECTION 4.2 – LAWFUL ACTIVITIES: The ICAO shall engage in ~~any~~ activities approved by the BOD of Directors, which does not violate or interfere with the lawful acts of activities for which corporations may be organized under the general corporation law of Oklahoma.

SECTION 4.3 – PARTICIPATION WITH OTHER ORGANIZATIONS: In addition to providing and promoting the activities and events of the court, the ICAO shall, when possible, support the events and actives of other organizations as a means of unifying the community in the spirit of serving others.

ARTICLE V BOD OF DIRECTORS

SECTION 5.1 – BOD GOVERNANCE: The affairs and management of the ICAO, ~~including daily operations,~~ shall be under the control of the BOD. The BOD will consist of a President, Vice President, Treasurer, Secretary, Dean(s) of College, Reigning Monarchs(s), and no more than three Member(s)-at-Large as inducted per 5.6.

Section 5.1.a. Non-Voting Members: The Imperial Crown members of the current line of succession are to be considered non-voting members of the BOD and are subject to all rules of the BOD.

SECTION 5.2 – BOARD TERMS: The Executive BOD shall serve a two (2) year term. BOD members may be elected to a second term. ~~However, any further terms may only be served after a two-year break in service.~~ Non-Executive members are annual positions.

SECTION 5.3 – BOARD ELECTION: At the end of an Officer's term, nominations shall be accepted ~~in writing~~ during a combined meeting of the BOD and General Membership at the last meeting before the annual Coronation. Nominations for these Officers will be accepted from any ~~active, dues-paid~~ member of the ICAO in

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good standing. The election will take place during the first combined meeting of the BOD and General Membership following Coronation. Voting procedures shall be governed by the Policies and Procedures of the ICAO. ~~or in the absence of those procedures by Robert's Rules of Order.~~

SECTION 5.4 – OFFICERS OF THE BOD: The Executive Officers of the BOD shall consist of the President, Vice President, Treasure, and Secretary. The Non-Executive Officers of the BOD shall consist of the Dean(s) of College, Reigning Monarchs(s), and Member(s)-at-Large. The Executive Officers of the BOD shall have the responsibility of acting on behalf of the BOD ICAO on administrative matters and organizational operations. ~~under guidelines set by the BOD.~~

Section 5.4.a. Vacancy: If a vacancy should occur ~~in the Officers~~, the ranking Officer shall call a special meeting; or at the next regular meeting, nomination and election procedures as outlined in 5.3 shall apply. In the case that there are only ~~four (4)~~ three (3) months or less remaining in the Officer's term the President or ranking BOD member shall appoint an acting Officer from the current BOD members with the majority approval of the BOD.

Section 5.4.b. President: ~~The President shall preside at all BOD and General Membership meetings and subject to the general direction and control of the BOD, shall have the general supervision, direction, and control over the business and affairs of the ICAO and its Officers, agents, and members. The President may sign, with any other Officers of the ICAO designated by the BOD, any deeds, leases, mortgages, deeds of trusts, or other documents of conveyance or encumbrances of any real property owned by the ICAO. The President will also perform all duties incident to the office of President and such other duties as may be assigned by the BOD from time to time. The President may vote only in the case of a tie as prescribed in Robert's Rule of Order.~~

The duties of the President are to be performed as outlined in the Policies and Procedures. The President shall preside at all BOD and Combined meetings of the BOD and General membership. Holds one (1) vote.

Section 5.4.c. Vice President: ~~The Vice President is responsible for overseeing the flow and execution of all internal and external communications including seeking corporate sponsorship, and provides guidance and strategic input to the committee on public relations, advertising, development, event and activities, membership drives, and all other marketing-related activities in support of the ICAO. The Vice President serves as President in his/her absence or disability and when so acting shall have all the duties of, and be subject to all restrictions of the President. The Vice President shall also perform all duties as may be assigned to such person by the BOD.~~

The Vice President shall preside at all BOD and Combined meetings of the BOD and General membership in the absence of the President. The duties of the Vice President are to be performed as outlined in the Policies and Procedures. Holds one (1) vote.

Section 5.4.d. Treasurer: ~~The Treasurer shall be the principal financial Officer of the Corporation; will have the charge and custody of and be responsible for all funds and securities of the Corporation; will deposit such funds in the name of the ICAO in such depositories as designated by the BOD. They shall review financial data including books of accounts including all checkbooks, hand records, or financial transactions and reports to the BOD of Directors, regarding the condition of the organization. With the~~

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~~approval of the BOD, the Treasurer will be authorized to engage in any firm or certified public accountants to assist in the performance of any of the duty's incident to the office. The Treasurer will perform additional duties as may be assigned by the BOD.~~

The Treasurer shall be the principal financial Officer of the corporation. The duties of the Treasurer are to be performed as outlined in the Policies and Procedures. Holds one (1) vote.

~~**Section 5.4.e. Secretary:** The Secretary is responsible for maintaining the records of the organization and for overseeing the flow and execution of all external and internal communications with members and potential members, including ensuring that all notices of meetings are duly given in accordance with provisions of the Bylaws and Policies and Procedures, coordinating advertising, membership drives, and all other marketing related to activities in support of membership cultivation and growth. He/She maintains the membership records in accordance with the confidentiality policy of the ICAO and provides regular reports of membership growth to the general membership and BOD of Directors. He/She also coordinates with the recording Secretary to ensure that minutes of each meeting are completed on time and provided in a timely fashion to members of the BOD of Directors.~~

The Secretary is responsible for maintaining the records of the organization and for overseeing the flow and execution of all external and internal communications. The duties of the Secretary are to be performed as outlined in the Policies and Procedures. Holds one (1) vote.

~~**Section 5.4.f. Member(s)-at-Large:** The ICAO will elect one (1) Member At-Large per fifty (50) members of the ICAO. There will be no more than three (3) Members At-Large. Members At-Large shall assist in the recruitment of ICAO members, the general activities of the ICAO, and ongoing communication between members, the community, and the Court. Members-At-Large should represent the membership of the ICAO and the State of Oklahoma.~~

The General Membership will elect one (1) Member-At-Large per fifty (50) members of the ICAO. There will be no more than three (3) Members-At-Large. Member(s)-At-Large. The duties of the Member(s)-At-Large are to be performed as outlined in the Policies and Procedures. Holds one (1) vote each.

5.4.f-1 Membership Growth: Should the membership grow above the per fifty (50) member requirement at any point in the current reign, an election must take place for an additional Member-At-Large with a term ending at the end of the current reign. Should membership fall below the requirement for a seat, the Members-at-Large retain their seat(s) until the end of the current reign.

Section 5.4.g. Reigning Monarch(s): As the elected Heads of State of the ICAO the Monarch(s) known as Emperor and Empress ~~(Czar and Czarina)~~, shall automatically be on the BOD for the year of their reign and holds one (1) vote each. The duties of the Reigning Monarch(s) are to be performed as outlined in the Policies and Procedures.

5.4.g-1 Election of the Reigning Monarchs: The Reigning Monarchs shall be elected each year in accordance with the rules laid out in the Policies and Procedures manual of the ICAO. The selection of the Monarch(s) shall be based on the popular vote of the residents of Oklahoma who wish to participate in the vote.

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5.4.g-2. Term of the Reigning Monarchs: The term of the Reigning Monarchs and their court shall be for approximately one (1) year beginning the moment of crowning and ending the moment of the crowning of the successor(s) on the date of the next Coronation (~~Adornment~~).

Section 5.4.h. Dean(s) of the College of Monarchs: The Dean(s) of the College is responsible for serving as the liaison between the BOD and the E&E Council/College of Monarchs and holds one (1) vote each. The duties of the Dean(s) are to be performed as outlined in the Policies and Procedures.

Section 5.5.i Imperial Crown Prince/Princess/PriX: The Imperial Crown members of the current reign shall hold a non-voting seat on the BOD. They are nominated by the Reigning Monarchs and must be voted on by the BOD. These members will assist the BOD with executive and non-executive duties in preparation for future leadership roles in the ICAO.

SECTION 5.5 – MEETINGS AND NOTICE: The BOD shall meet at least ten (10) times per year, at an agreed-upon time and place. ~~An official BOD meeting requires that each BOD Member has written notice at least two (2) weeks in advance. Notice may be at the preceding meeting or by notice in the local bars and/or organizations.~~ Special meetings of the BOD may be called upon the request of the President or an Officer of the BOD. Notice of meetings shall be given to each ~~Director~~ member of the BOD as specified herein. However, any Director may, either be for, at, or after any meeting, waive notice thereof. Any Director, by such Director's presence at any meeting, shall be deemed to have waived notice of that meeting. Any meeting of the BOD, even without notice, shall be legal and validly held if all members of the BOD are present.

Section 5.7.a. – Virtual Meetings: Members of the BOD or of any Committee thereof, may participate in a meeting of such BOD or Committee by means of conference telephone, internet, or similar communication that enables all persons participating in the meeting to hear each other. Such participation shall constitute being in person at such meeting.

Section 5.7.b. – Quorum: A majority of the entire BOD shall constitute a quorum for the transaction of business or of any other specified item of business.

Section 5.7.c. – Voting: The BOD may vote on any matter either by mail, electronic means or in person according to the laws of the State of Oklahoma.

Section 5.7.d. – Consent to Action: The Directors may act without a meeting if all Directors consent to the action taken in writing in one (1) or more counterparts. Consent to an action by email message ~~or electronic means~~ does not constitute action taken in writing unless all Directors consenting to such action sign a copy of the email in one (1) or more counterparts and forward the signed copy of the email to the President, as evidence of their consent. If there is a need for an emergency decision and all BOD members cannot be contacted, the President and two (2) other BOD members may consent to the action. However, the action must be approved according to the regular procedure at the next regular or special BOD meeting.

SECTION 5.8 – REMOVAL FROM OFFICE/ RESIGNATION: A Director may be removed from office by the affirmative vote of two-thirds (2/3rd) of the voting members of the BOD at any scheduled or special meeting called for that purpose or by the affirmative vote of two-thirds (2/3rd) of the members of the ICAO at and regular or special meeting call for that purpose.

Resignation from the BOD must be in writing and received by the Secretary.

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SECTION 5.9 – VACANCIES: If any vacancies occur in the BOD caused by death, resignation, retirement, disqualification, or removal from office, the vacant position shall go through the election process again, unless there is a vacancy in the Reigning Monarch, then that BOD position will remain vacant.

SECTION 5.10 – COURT AUTHORITY: The BOD ~~and they alone~~ shall have the final say and be considered the highest Court in the land with reference to ~~internal and~~ external matters concerning ~~the~~ Imperial Monarch(s). ~~The only exception to this is if the disciplinary or judiciary process is in progress.~~

ARTICLE VI OPERATIONS

SECTION 6.1 – COMMITTEE FORMATION: The BOD may create committees as needed. The BOD President shall have the authority to appoint all committee ~~heads~~ with guidance from the Officers of the BOD. A committee ~~chair member~~ need not be a BOD member. However, all committees ~~shall be chaired by~~ must contain a member of the ~~corporation's~~ BOD.

SECTION 6.2 – AUDIT COMMITTEE: The Treasurer of the BOD shall chair the Audit Committee but shall not have voting rights. The Audit Committee shall be comprised of at least four members including the Treasurer, one outside financial expert, and two members. The primary function of the Audit Committee is to assist the BOD in fulfilling its oversight responsibilities by:

- Reviewing the annual budget of the corporation.
- Reviewing financial reports and other financial information.
- Reviewing and assessing compliance with the corporation's policies and procedures. Reviewing the independence and performance of the corporation's independent auditors and providing an open avenue of communication among the independent auditors, the ICAO members, and the BOD.

SECTION 6.3 – EMPLOYEES: The BOD may not hire employees.

SECTION 6.4 – AUTHORIZED AGENT: ~~Only~~ the ~~Executive~~ BOD may authorize an Officer or an agent of the corporation to enter into any contract or execute and deliver an instrument in the name of and on behalf of the corporation ~~excluding Reigning Monarchs.~~

ARTICLE VII FINANCES

SECTION 7.1 – APPROPRIATION OF FUNDS: The ICAO shall be empowered to accept, deposit, and acknowledge any and all donations.

SECTION 7.2 – FUNDRAISING ACTIVITIES: The ICAO has the power to engage in any fundraising that is not in violation of Oklahoma not-for-profit corporation laws.

SECTION 7.3 ADMINISTRATION OF FUNDS: The ICAO shall maintain a checking account using ~~duplicate checks~~ at an Oklahoma Bank ~~with two (2)~~ authorized signers. The name and location of the said bank will be determined by the BOD of Directors. The Corporation shall require at least ~~two (2)~~ one (1) signature on all disbursements of corporate funds. Authorized signatories may not reside together, be in a relationship or partnership, or be married.

SECTION 7.4 – AUDIT: A periodic audit, as determined by the BOD, will be conducted of all accounts and financial records of the ICAO. The auditor will be selected ~~by the Officers of the BOD~~ and approved by the BOD. The auditor may not be a member of the BOD but may be a member of the ICAO.

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SECTION 7.5 – DESIGNATED ACCOUNTS: The BOD will ensure the deposit of all income into one banking account. Chart of accounts or cost centers will be itemized with income/expense accounts reported monthly.

SECTION 7.6 – MONTHLY FINANCIAL REPORTS: The Treasurer shall provide monthly written financial reports to the BOD of Directors and the General Membership. A summary of general information and fundraising efforts will be in [the official minutes](#) posted on the ICAO website following the monthly BOD and General Membership meeting.

SECTION 7.7 – ANNUAL REPORT: The BOD will publish an annual report no later than ~~March 31 of each year~~ [30 days following the annual close-out meeting](#). The report will include a year-end financial statement and a report of all annual activities of the ICAO.

ARTICLE VIII POLICIES AND PROCEDURES

SECTION 8.1 – POLICIES AND PROCEDURES MANUAL: A procedures manual, not in conflict with these Bylaws, shall govern the details of the operation of the ICAO and the election of Monarchs and pageantry of the Court. This manual shall be prepared by the Officers of the BOD, who shall also revise it as necessary. This manual and any changes to it must be approved but the ICAO BOD. At a minimum it will contain:

1. Detailed duties, responsibilities, formulas, and qualifications for the various Offices and positions held within ICAO.
2. Details of the voting procedures for Emperor and Empress ~~(Czar and Czarina)~~.
3. Policies and Procedures related to events and activity planning.
4. Details of the voting procedures for the election of the BOD.
5. Detailed financial Policies and Procedures.
6. Grievance procedures.
7. Details of the annual Coronation.

SECTION 8.2 The Policies and Procedures manual may only be changed by a two-thirds (2/3rd) vote of the BOD with said Policies and Procedures presented to the BOD in advance in writing. Issues of procedure not governed by the Bylaws and/or the procedures manual shall be governed by Robert’s Rule of Order.

ARTICLE IX MEMBERSHIP

SECTION 9.1 – MEMBERSHIP IN THE ICAO: Membership is open to anyone stating an interest in the ICAO who fulfills membership requirements as specified by the Policies and Procedures manual. This corporation will not discriminate against [any person for any reason based upon marginalization](#). ~~basis of race, color, religion, national origin, age, sex, sexual orientation, gender identification, non-qualifying mental or physical disability (including HIV status) veteran status, or marital status.~~

SECTION 9.2 – ADMISSION OF MEMBERS: Applicants shall be admitted to membership by completing a membership application and paying membership dues. Membership dues may be waived if financial hardship is proven with a majority vote of the BOD.

[Section 9.2.a. Membership Denial – Membership may be denied to an applicant if just cause or complaint is brought forward by a member in good standing. A denial must be approved by a 2/3 vote of the BOD following review of the cause or complaint.](#)

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SECTION 9.3 – FEES AND DUES: The annual dues payable to the ICAO by individual members shall be twenty-five (25) dollars.

SECTION 9.4 – NUMBER OF MEMBERS: There is no limit on the number of members the ICAO may admit.

SECTION 9.5 – NON-LIABILITY OF MEMBERS: A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 9.6 – NON-TRANSFERABILITY OF MEMBERSHIP: No member may transfer a membership or any right arising therefrom.

SECTION 9.7 – TERMINATION OF MEMBERSHIP: The membership of a member shall terminate upon the following occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President or Secretary of the ICAO personally, by mail, or ~~email~~ **electronic means**. Such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. Failure to provide the ICAO with an updated address and phone number.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the BOD that the member has engaged in conduct materially and seriously prejudicial to the interest of the ICAO, as noted in the Policies and Procedures.
4. If the ICAO has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date.
5. As determined in the Policies and Procedures

All rights of a member in the ICAO shall cease on termination of membership as herein provided.

ARTICLE X MEETING OF MEMBERS

SECTION 10.1 – PLACE OF MEETINGS: Monthly meetings of members shall be held at a place or places as may be designated by the BOD.

SECTION 10.2 – QUORUM FOR MEETINGS: A quorum shall consist of one-fourth (1/4th) of the voting members of the ICAO. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the President shall entertain as such a meeting is a motion to adjourn.

SECTION 10.3 – MAJORITY ACTION AS MEMBERSHIP ACTION: Every act or

decision done or made by a majority of voting members present, in person, at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 10.4 – VOTING RIGHTS: Each member in good standing is entitled to one (1) vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be either a voice vote or a written ballot.

SECTION 10.5 – CONDUCT OF MEETINGS: General Membership meetings shall be presided over by the Reigning Heads of State. ~~Meetings shall be governed by~~ Robert's Rule of Order ~~shall be used as a guide for conduction of meetings.~~ ~~as such~~ Rules may be revised from time to time, insofar as such rules are not inconsistent with or in

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conflict with the Articles of Incorporation, these Bylaws, the Policies and Procedure manual, or with provisions of law.

SECTION 10.6 – OPEN MEETINGS: Regular monthly meetings of the ICAO will be open to the general public. “Open” means that anyone may attend a regular meeting of either body, excluding executive sessions of the BOD, of the organization. Members in good standing may vote upon the issue at ICAO meetings.

ARTICLE XI DISSOLUTION

SECTION 11.1 – DISSOLUTION: The ICAO may be dissolved by a unanimous vote of all members of the BOD of Directors provided that notice of such intent to dissolve is mailed to each such director and to each member of the ICAO with notice of the meeting, at least thirty (30) days prior to the date of the meeting.

SECTION 11.2 – ASSET DISPOSITION: Upon the dissolution of the ICAO, the BOD shall, after paying or making provision for the payment of all of the liabilities, dispose of all the remaining assets of the ICAO in the manor outlined in the Certificate of Incorporation.

ARTICLE XII INDEMNIFICATION

Every Director and Officer of the ICAO, including of all committees of the ICAO in their performance of their duties, shall be indemnified by the ICAO, and any other person may be indemnified upon the express approval thereof by the BOD, to the extent and in the manor permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of the Oklahoma General Corporation Act, against all reasonable expenses and liabilities, including counsel fees, necessarily incurred by or imposed upon such indemnity in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation), to which such indemnity may be made a party or in which such person may become involved by reason of being or having been a Director or Officer or Committee member or any settlement thereof, whether or not such person is a Director, Officer, Committee member at the time such expenses are incurred, if such person acted in good faith and in a manor such person reasonably believed to be in or not opposed to the best interests of the ICAO. Indemnification shall not apply in such cases where the affected Director, Officer, or Committee member is found not to have acted in good faith or in a manor reasonably believed to be in or not opposed to the best interest of the ICAO or where such person is adjudged guilty of willful misfeasance or

malfeasance in the performance of such person’s duties. Notwithstanding the forgoing, in the event of a settlement, the indemnification herein shall apply only when the BOD approves such settlement as being in the best interest of the ICAO. The provision of this Article XII shall be applicable to all actions, suites, and proceedings pending at the adoption hereof or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and shall inure to the benefit of the Heirs, Executors, and Administrators of indemnities referred to in this Article XII. The indemnification provisions set forth in this Article XII shall not inure to the benefit of any indemnitor, insurer, surety, or bonding company.

ARTICLE XIII INSURANCE

The ICAO may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the ICAO against any liability asserted against such person any incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the ICAO would have the power to indemnify her/her against such liability under the provisions of Article X above.

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ARTICLE XIV GENERAL PROVISIONS

SECTION 14.2 – FISCAL YEAR: The fiscal year of the ICAO shall be April 1 through March 31.

SECTION 14.3 – SEAL: The Corporate seal shall have inscribed thereon the name of the ICAO and the words “Corporate Seal, Oklahoma.” Said seal may be used by causing it, or a facsimile thereof, to be impressed or reproduced.

ARTICLE XV AMENDMENTS

These Bylaws may be amended by a majority vote of the Directors and approval by the members of the ICAO, provided that notice of any proposed amendment shall have been given to all Directors and members two (2) weeks prior to the meeting of the Directors and general membership meeting at which it is voted.

ARTICLE XVI EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member Director, Officer, Employee, or representative of this ICAO shall take any action or carry on any activity by or on behalf of the ICAO not permitted to be taken or carried on by any organization exempt under Code Section 501(c)(3) or by an organization contribution to which are deductible under Code Section 170(c)(2).

CERTIFICATION

These Bylaws and amendments were approved by a majority vote of the BOD of the ICAO and the membership on ???.

PNP CHANGES

Executive Board – President Vote

3.1.A.7 Holds one vote. ~~Will only vote to break a tie.~~

Section 5 - Crowns

- 5.12.C No Reigning Monarchs may wear a crown of yellow gold unless they have successfully completed a reign within the ICAO or another Court. **The only exception is on the night of crowning and in the official photography to follow. This is to only be an exception so long as the current State crowns of yellow gold are being used.**
- 5.14.C ICPs with the lifetime title “ICP for Life” may wear a crown of yellow gold. This crown must be gifted by the bestowing monarch or personally purchased. The ICAO is in no way responsible for these crowns.
- 5.17 A Reigning Monarch may bestow a crown to the Prince and Princess Royale at their own expense. Said crowns must smaller than those of the station above not exceeding a height of 3 inches.
- A. **These crowns may only be worn during the reign bestowed except in the case of a lifetime title.**
 - B. **PRs may not wear crowns beyond the reign they served as PR unless they have received the lifetime title of “CPR or PR for Life.”**
 - C. **PRs with the lifetime title “CPR or PR for Life” may wear a crown of yellow gold. This crown must be gifted by the bestowing monarch or personally purchased. The ICAO is in no way responsible for these crowns.**

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Section 8 – Court Meetings

- 8.3.A BOD minutes will be taken by the elected Secretary of the Court. Minutes from this meeting are approved by the BOD through email or electronic means and then posted to the website within ~~five (5)~~ **days ten (10) business days** after the meeting.
- 8.3.B General Membership minutes will be taken by the Reign Secretary. Minutes from this meeting are approved at the next following General Membership meeting and posted to the website within ~~five (5)~~ **days ten (10) business days** after the approval.

Section 10 – Monarch Applications and Qualifications

- 10.3.C Applicant must have actually attended 75% of the meetings (combined or membership) during the current reign from Investiture through January 31. **Only two excused absences are allowed to be used in determination of eligibility. Excused absences must have been approved by the next monthly meeting. Retroactive excuses are not allowed.**
- 10.3.D Applicants must have attended and participated in 75% of all ICAO events during the current reign from Investiture through January 31. **Only two excused absences are allowed to be used in determination of eligibility. Excused absences must have been approved by the next monthly meeting. Retroactive excuses are not allowed.**
- 10.3.D Applicants must have attended a minimum of one (1) Out-of-State, **State** function.
- 10.3.G Applicants must be able to ~~prove~~ **explain how** they can afford in both time and finances the position they seek.
- 10.3.I Any Application and Qualification requirement may be waived if extenuating circumstances exist beyond the applicant's control, **if requested**, with a two-third (2/3) vote of the BOD and E&E Council.

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ATTACHMENT 3



The Imperial Court of All Oklahoma

Treasury Report

Month Ending: January 2023
Reign XIV



Account Balances

Operations:	\$4,651.43	
Charity:	\$4,925.89	
Coronation:	\$3,725.00	-\$1000 deposit + \$1725 coronation tickets
Monarch Travel	\$163.00	
CBFLE Fund	\$3,153.57	

Financial Activity

	Inbound		Outbound	
Received:	\$2,442.00	Expenses:	\$225.00	ads \$53.58 storage
Dues / Applications:	\$0.00	Fees:	\$50.58	
Interest Earned:	\$3.31	Reimbursed:	\$0.00	
Refunded:	\$0.00	Refunded:	\$0.00	
		Disbursed:		

\$ On Hand

14 Coronation Tickets Sold to date - No ADS paid for	Cash	\$500.00
Still need copies of event forms since start of reign	Paypal	\$0.00
	Square	\$0.00
Houston / Ft Worth Ads outstanding - need to look into sending checks with tracking, or going ahead and changing banks with card capabilities before next reign.	Venmo	\$0.00
	CashApp	\$15.00

If you are on Coronation Committee and need funds for Anything Coronation related, remember it must be approved and quote / invoice must be provided before funds considered. Will not reimburse based on non Pre-approved items.



\$250 check pending to be sent to Ft Worth.

Tax letters have been requested for 2022 and are about to be sent. If you still need a tax letter, I need a request by the end of the week.

If you are seriously interested in Treasurer position that will be coming open for voting next reign, please get with me so we can start apprenticing, and I can answer any questions, etc...

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The Imperial Court of All Oklahoma

Treasury Report

Month Ending: January 2023

Reign XIV



Account Balances

Operations:	\$4,651.43
Charity:	\$5,785.00
Coronation:	\$6,729.88
Monarch Travel	\$0.00
CBFLE Fund	\$3,130.57

Financial Activity

Inbound		Outbound	
Received:	\$3,375.00	Expenses:	\$150.00 ads \$53.58 storage
Dues / Applications:	\$0.00	Fees:	\$63.82
Interest Earned:	\$0.00	Reimbursed:	\$0.00
Refunded:	\$0.00	Refunded:	\$0.00
		Disbursed:	

\$350.00	Jeff T.	Decor	
\$24.96	Trophies & Plaques Plus		
452.5	Jeff T.	Coronation Pins	
\$163.00	Jeff T.	Monarch Travel	San Fransisco
\$167.66	S.W. Tulsa Trophy		