

BYLAWS
IMPERIAL COURT OF ALL OKLAHOMA, INC.
Revision 2023 Reign 15 – Active 05/01/23

ARTICLE I - NAME

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

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 other actions of the Board of Directors (henceforth BOD) and/or membership shall govern the Corporation.

SECTION 2.3 – OWNERSHIP OF PROPERTY: All trade names, trademarks, 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 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 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 BOD 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 shall be an all-inclusive organization that strives to build bridges between organizations, businesses and individuals of the LGBTQ+ communities 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 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 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 activities 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 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. Non-Executive members are annual positions.

SECTION 5.3 – BOARD ELECTION: At the end of an Officer's term, nominations shall be

accepted 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 member of the ICAO in 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.

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 ICAO on administrative matters and organizational operations.

Section 5.4.a. Vacancy: If a vacancy should occur, 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 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 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 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. 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. 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 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 shall`

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.

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.

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. 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 member of the BOD as specified herein. However, any Director may, either before, 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.

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 shall have the final say and be considered the highest Court in the land with reference to internal and external matters concerning 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 need not be a BOD member. However, all committees must contain a member of the 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.

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 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 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 and approved by the BOD. The auditor may not be a member of the BOD but may be a member of the ICAO.

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 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.
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.

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.

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 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. Robert’s Rule of Order shall be used as a guide for the conduction of meetings. Rules may be revised from time to time, insofar as such rules are not inconsistent with or in 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 manner 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 manner 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 manner 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 foregoing, 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, suits, 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.

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 04/15/23.