

Revision version October 23rd 2010

BYLAWS

OF THE IMPERIAL COURT OF ALL OKLAHOMA, INC.

ARTICLE I NAME

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

SECTION 1.1 – BARONY STATUS: The ICAO shall be known publicly as "THE ROYAL BARONY OF ALL OKLAHOMA" 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 non profit organization.

SECTION 2.2 – ARTICLES OF GOVERNANCE: The Articles of Incorporation, Bylaws, Policies and Procedures, and such other actions as the Board of Directors 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 shall be considered property of the Imperial Court of All Oklahoma, Inc.

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

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 Board of Directors. 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 Board 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 known as the State of Oklahoma.

Section 3.1.a. Court Recognition: The ICAO has the prestige and honor of being recognized National and International 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. 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 Board Members of the ICAO.

SECTION 3.3 – GEOGRAPHICAL REGINS: For the purpose of administration, the 77 counties of the Stated 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 community to benefit those in need. To that end the ICAO embraces people of all genders, ages, lifestyles, sexual orientation, and ethnicities. As an organization, the ICAO strives to build bridges between organizations/businesses and individuals 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:

- **Furthering Relationships with businesses and organizations within their local communities.**
- **Holding fundraisers and functions to benefits their local communities.**

- **Helping those in the community who are in need of assistance.**

SECTION 4.2 – LAWFUL ACTIVITIES: The ICAO shall engage in any activity approval by the Board 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 BOARD OF DIRECTORS

SECTION 5.1 – BOARD GOVERNANCE: The affairs and management of the ICAO, to include daily operations, shall be under the control of the Board of Directors, consisting of a President, Vice President, Treasurer, Secretary, Dean of College, Reigning Monarchs and no more than three (3) Members-at-Large as inducted per 5.6

SECTION 5.2 – BOARD TERMS: The Board of Directors shall serve a two (2) year term. Board Members may be elected to a second term. However, any further terms may only be served after a two year break in service

SECTION 5.3 – BOARD ELECTION: At the end of an officer's or Directors term, nominations shall be accepted in writing during a combined meeting of the Board of Directors and General Membership at the last meeting before the annual Coronation. Nominations for these officers and/or directors will be accepted from any active, dues paid member of the ICAO. The election will take place during the first combined meet of the Board of Directors 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 BOARD: The officers of the Board of Directors shall consist of the President, Vice President, Treasurer, and Secretary. The officers of the Board shall have responsibility for acting on behalf of the Board on administrative matters and organizational operations, under guidelines set by the Board.

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 is only four (4) months or less remaining in the officer's term the President or Ranking board member shall appoint an acting officer from the current board membership with majority approval of the board.

Section 5.4.b. President: The President shall preside at all Board and General Membership meetings and subject to the general direction and control of the Board, 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 Board, 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 Board from time to time. The President may vote only in the case of a tie as prescribed in Robert's Rule of Order.

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 Board.

Section 5.4.d. Treasurer: The Treasurer shall be the principal finance 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 Board. He/She reviews financial data including books of accounts including all check books, hand records or financial transactions and reports to the Board of Directors; regarding the condition of the organization. With the approval of the Board, the Treasurer will be authorized to engage in any firm or certified public accountants to assist in the performance of any of the duties incident to the office. The Treasurer will perform additional duties as may be assigned by the Board.

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 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 Board 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 Board of Directors.

SECTION 5.5 – MEMBERS-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.

SECTION 5.6 – REIGNING MONARCHS: 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 Board for the year of their reign.

Section 5.6.a. 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 Monarchs shall be based on the popular vote of the residence of Oklahoma who wish to participate in the vote.

Section 5.6.b. 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 5.7 – MEETINGS AND NOTICE: The Board shall meet at least ten (10) times per year, at an agreed upon time and place. An official Board meeting requires that each Board Member have 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 Board may be called upon the request of the President or an Officer of the Board. Notice of meetings shall be given to each Director 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 Board, even without notice, shall be legal and validly held if all members of the Board are present.

Section 5.7.a. – Virtual Meetings: Members of the Board of Directors or of any Committee thereof, may participate in a meeting of such Board 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 Board of Directors shall constitute a quorum for the transaction of business or of any other specified item of business.

Section 5.7.c. – Voting: The Board of Directors 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 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 need for an emergency decision and all Board members can not be contacted, the President and two (2) other Board members may consent to action. However, the action must be approved according to regular procedure at the next regular or special Board 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 Board at any scheduled or special meeting called for that purposed 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 Board must be in writing and received by the Secretary.

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

SECTION 5.10 – COURT AUTHORITY: The Board of Directors and they alone shall be the highest Court in the land with reference to the eternal matters concerning the Imperial Monarch(s).

ARTICLE VI OPERATIONS

SECTION 6.1 – COMMITTEE FORATION: The Board may create committees as needed. The Board President shall have the authority to appoint all committees with guidance from the Officers of the Board. Committee members need not be Board members. However, all committees shall be chaired by a member of the corporation’s Board.

SECTION 6.2 – AUDIT COMMITTEE: The Treasurer of the Board 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 experts, and two members. The primary function of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by:

Reviewing the annual budget of the corporation;
Reviewing financial reports and other financial information;
Reviewing and assessing compliance of 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 Board.

Section 6.3 – EMPLOYEES: The Board may not hire employees.

Section 6.4 – AUTHORIZED AGENT: The Board may authorize and officer of agent of the corporation to enter into any contract or execute and deliver and 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. The name and location of said bank will be determined by the Board of Directors. The Corporation shall require at least two (2) signatures 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 Board, will be conducted of all accounts and financial records of the ICAO. The auditor will be selected by the Officers of the Board and approved by the Board. The auditor may not be a member of the Board of Directors but may be a member of the ICAO.

SECTION 7.5 – DESIGNATED ACCOUNTS: The Board of Directors will ensure 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 FINACIAL REPORTS: The Treasurer shall provide monthly written financial reports to the Board of Directors and the General Membership. A summary of

general information and fundraising efforts will be posted on the ICAO website following the monthly Board and General Membership meeting.

SECTION 7.7 – ANNUAL REPORT: The Board of Directors will publish an annual report no later than March 31 of each year. 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 Board of Directors, who shall also revise it as necessary. This manual and any changes to it must be approved but the ICAO Board of Directors. 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 election of the Board of Directors.
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 Board of Directors with said Policies and Procedures presented to the Board 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 on the 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 of membership dues. Membership dues may be waived if financial hardship is proven with majority vote of the Board of Directors.

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 there from.

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 by email 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 update 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 Board of Directors 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 Board or Directors.

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 or 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 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, as such 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 Board, of the organization. Members in good standing may vote upon 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 Board 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 DISPOSTION: Upon the dissolution of the ICAO, the Board of Directors 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 set forth 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 Board, 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 Board 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/him 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 contributions to which are deductible under Code Section 170(c)(2).

CERTIFICATION

These Bylaws and amendments were approved by a majority vote of the Board of Directors of the Imperial Court of All Oklahoma, Inc on October 27, 2009.