

Imperial Court of All of Oklahoma, Inc.
Reign XII General Membership Meeting
Equality Center, Tulsa
Saturday, Sept 7, 2019

I. Determination of Quorum, and Call to Order

Called to order at 5:00 pm by Vice President Ray
Sign-In Sheet passed out, No Agenda passes out

Meeting turned over to Monarch's: Emperor XII, Jeff and Empress XII, Keri Jo

II. Recap of the Board Meeting:

A. Meeting was held at 4 pm prior to this General Membership Meeting

- a. No Recap was made
- b. Copies of Treasurer Report were available for anyone interested

III. Monarch Reports:

A. Jeff:

- a. ICP Ball at Frankie's was very successful
- b. Beer Never Broke My Heart, last night at Frankie's was really good

B. Keri Jo/Jeff:

1. Code of Conduct:

- a. Discussed being on your best behavior at all court events in-state and out-of-State
- b. Discussed how they expect all members not just the royal family to go above and beyond during the reign

C. Keri Jo:

1. Coronation Planning:

- a. Worked on budget with George and Jeff
- b. Board approved at earlier meeting, getting Raffle Tickets and a USB Flash Drive pre-loaded with Coronation XIII Program and printed on drive, court and reign logos

2. Candidate Application due date:

- a. Board approved the waiving of the current date applications are due, from the 2nd week in February 2020 to February 1, 2020.
- b. Announcements will be at an event in mid- February not Follies like in the past
- c. PNP Committee will look at this issue and see about changing the date for the future

3. Money Raised this Reign:

- a. Almost \$8,700 has been raised the 1st 5 months of Reign XIII

IV. New Business:

A. Upcoming Events:

- a. Cowboys & Kilts show with the Court from Waco. Sept. 14th at Tulsa Eagle
- b. Underwear/Lingerie Auction & Shows Oct. 5th at Angles, OKC
- c. Head count is needed so shirts can be done in time for Dallas Coronation in October

B. October Meetings:

- a. Will be Oct 5th in OKC, Location/ Time TBA, Watch email
- b. Keri Jo will be out-of-town in Austin, Scotty will also be missing meeting

C. August General Membership Meeting Minutes:

- a. Minutes were sent out in emails to all members
- b. Members in attendance approved the minutes and they will be posted on the website

D. PNP Updates need approval:

Section 3

BOARD OF DIRECTORS OFFICERS AND DUTIES

Current Version

3.3 At the end of an Officer or Directors term(s):

- A) Nominations shall be accepted in writing during a combined meeting of the BOD and the General Membership at the last meeting before the annual Coronation. Nominations for these Officers/Directors will be accepted from any active dues paid member in good standing of the I.C.A.O.
- B) The election will take place during the Reign close out meeting of the BOD and General Membership following the annual Coronation Ball in April. BOD officers shall be elected by a majority vote of the membership in good standing present. The new BOD shall take office at the first meeting of the new reign in May.
- C) If a vacancy should occur in the BOD, the ranking officer shall call a meeting, or at the next regular meeting nominations and election procedures outlined herein shall apply. General Membership will be given a thirty (30) notice of BOD elections. 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 with majority BOD approval. The newly elected/appointed BOD member shall serve the remaining term of the vacated position.
- D) Should any Officers of the BOD not fulfill any of his/her duties: they shall be automatically considered in default of their office, with suspension procedures to begin immediately.

Suggested Amendments (IN RED)

Section 3

BOARD OF DIRECTORS OFFICERS AND DUTIES

3.3 At the end of an Officer or Directors term(s):

- A) Nominations shall be accepted **during the last General Membership meeting before the annual Coronation**. Nominations for these Officers/Directors will be accepted from any active dues paid member in good standing of the I.C.A.O.
- B) The election will take place during the Reign close out meeting of the BOD and General Membership following the annual Coronation Ball in April. BOD officers shall be elected by a majority vote of the membership in good standing present. The new BOD shall take office at the first meeting of the new reign in May.
- C) If a vacancy should occur in the BOD, the ranking officer shall call a meeting, or at the next regular meeting nominations and election procedures outlined herein shall apply. General Membership will be given a thirty (30) notice of BOD elections. 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 with majority BOD approval. The newly elected/appointed BOD member shall serve the remaining term of the vacated position.
- D) Should any Officers of the BOD not fulfill any of his/her duties: they shall be automatically considered in default of their office, with suspension procedures to begin immediately.

Current Version

Positions of the Executive Board

3.4 Duties of the Elected President of the BOD shall be:

- A) Be the primary spokesperson for the Corporation.
- B) Preside over all official meetings of the Corporation.
 - (a) Presides over the BOD General Membership
 - (b) Opens the meeting and gives the floor to the Reigning Monarch(s)
- C) Be responsible for appointing with BOD approval the following positions:
 - (a) Election Commissioner
 - (b) Chairperson for Standing Committees
- D) Be responsible for appointing with recommendation from the Reigning Monarch(s) and approval from the BOD.
 - (a) Candidate Chairperson

- E) Have a general supervision, direction and control over the business and affairs of the I.C.A.O. and its officers, agents, and members.
- F) Call for an election and vote to replace any BOD positions vacated or removed.
- G) Will only vote to break a tie.

Suggested Amendments (IN RED)

Positions of the Executive Board

3.4 Duties of the Elected President of the BOD shall be:

- A) Be the primary spokesperson for the Corporation.
- B) Presides over ~~all~~ official meetings of the Corporation.
 - (a) ~~The BOD Meeting~~
 - (b) Opens the ~~General Membership Meeting~~ and gives the floor to the Reigning Monarch(s)
- C) ~~Be responsible for appointing with BOD approval the Chairperson for Standing Committees.~~
- D) ~~Be responsible for appointing with recommendation from the Reigning Monarch(s) and approval from the BOD~~
 - (a) ~~Candidate Chairperson~~
- D) Have a general supervision, direction and control over the business and affairs of the I.C.A.O. and its officers, agents, and members.
- E) Call for an election and vote to replace any BOD positions vacated or removed.
- F) Will only vote to break a tie.

Current Version

3.5 Duties of the Elected Vice President of the BOD shall be:

- A) Be responsible for presiding over the official meeting in the absence of the President.
- B) Be responsible for public relations for the Corporation.
- C) Oversee the flow and execution of all internal and external communications including seeking corporate sponsorship, providing guidance and strategic input to the committee on public relations, advertising, development, events and activities, membership drives and all other marketing related activities in support of the I.C.A.O.
- D) Chairperson of the Public Relations Committee (PR).
- E) Holds one vote.

Suggested Amendments (IN RED)

3.5 Duties of the Elected Vice President of the BOD shall be:

- A) Be responsible for presiding over the official meeting in the absence of the President.
- B) Be responsible for public relations for the Corporation
- C) Oversees ~~the flow and execution of all internal and external communications including~~ seeking corporate sponsorship, providing guidance and strategic input to the committee on public relations, advertising, development, events and activities, membership drives and all other marketing related activities in support of the I.C.A.O.
- ~~D) Chairperson of the Public Relations Committee (PR).~~
- D) Holds one vote.

Current Version

3.6 Duties of the Elected Treasurer of the BOD shall be:

- A) To maintain in good order all the financial reports of the Court.
- B) To provide a financial report in a format prescribed by the BOD including actual bank statements.
- C) To provide quarterly, a written financial statement to the BOD.
- D) To be one of two (2) authorized signers of the Court checks.
 - (a) Treasurer
 - (b) President or Vice President
- E) To perform other appropriate duties as assigned by the BOD or Monarchs or stated herein these PNP's.
- F) Holds one vote.

Suggested Amendments (IN RED)

3.6 Duties of the Elected Treasurer of the BOD shall be:

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- B) To provide a financial report in a format prescribed by the BOD including actual bank statements.
- C) To provide quarterly, a written financial statement to the BOD.
- D) To be one (1) of ~~two (2)~~ the authorized signers of the Court checks.
 - ~~(a) Treasurer~~
 - ~~(b) President or Vice President~~
- E) To perform other appropriate duties as assigned by the BOD ~~or Monarchs~~ or stated herein these PNP's.
- F) Holds one vote.

Current Version

3.7 Duties of the Elected Secretary of the BOD shall be:

- A) To maintain in good, legible order - all minutes of the Court.
- B) To present all correspondence of the Court and answer the same.
- C) To maintain an accurate record of members and provide said record to the BOD quarterly.
- D) To post or send a notice of regular and special meetings to the membership of the Court in good standing or designate another person for this responsibility.
- E) To maintain a mailing list of other affiliated clubs, organizations, and individuals in and out of State.
- F) To conduct roll call or produce an attendance sign in sheet at the start of each Court meeting.
- G) To perform other appropriate duties as assigned by BOD ~~or Monarch(s)~~ or stated herein these PNP's.
- H) Holds one Vote.

Suggested Amendments (IN RED)

3.7 Duties of the Elected Secretary of the BOD shall be:

- A) To maintain in good, legible order - all minutes of the Court.
- B) ~~To present all correspondence and execution of all internal and external communications of the court.~~
- C) To maintain an accurate record of members and provide said record to the BOD quarterly.
- D) To post or send a notice of regular and special meetings to the membership of the Court in good standing or designate another person for this responsibility
- E) To maintain a mailing list of other affiliated clubs, organizations, and individuals in and out of State.
- F) To conduct roll call or produce an attendance sign in sheet at the start of each Court meeting.
- G) To perform other appropriate duties as assigned by BOD ~~or Monarch(s)~~ or stated herein these PNP's.
- H) Holds one Vote.

Current Version

3.11 Each Executive BOD and Non-Executive BOD member is required to attend ALL BOD meetings and give a report for the minutes. To be excused from attending a meeting – the BOD member must submit his/her request to the President in written form or by email 24 hours or more prior to the meeting date.

- A) All elected BOD members who do not attend three (3) consecutive BOD meetings without valid excuse (work, illness, funeral or Court related activity) given to the President of the BOD shall forfeit their seat on the BOD.
- B) In the event of a member holding two (2) seats on the BOD - he/she will have only one vote.
- C) No Member of the BOD shall participate in any discussion or vote on any matter which he/she or a member of his/her immediate family has potential conflict of interest due to having material involvement regarding the matter being discussed. When such a situation presents itself the member of the BOD must announce his/her conflict, disqualify him/her and be excused from the meeting until discussion is over. The Presiding Officer of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.
- D) Any member of the BOD may participate in a BOD Meeting by Phone or Internet, in compliance with the ICS regulations and is allowed to vote on any issue that occurs during that meeting.

Suggested Amendments (IN RED)

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- A) Any elected BOD members who do not attend three (3) consecutive BOD meetings without valid excuse (work, illness, funeral or Court related activity) given to the President of the BOD shall forfeit their seat on the BOD.
 - B) In the event of a member holding two (2) seats on the BOD - he/she will have only one vote.
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 - D) Any member of the BOD may participate in a BOD Meeting by Phone or Internet, ~~in compliance with the ICS regulations~~ and is allowed to vote on any issue that occurs during that meeting.

Motion to approve Section 3 changes by Scotty, 2nd George Approved

Section 4 MEMBERSHIP

Current Version

- 4.6 A member in “Good Standing”; is defined as: a member that has attended two (2) consecutive general membership meetings, membership dues are current, under no form of disciplinary action and is on track to uphold any and all requirements of said bestowed titles. If a general member misses three (3) general membership meetings, with the exception of excused absences approved by the Reigning Monarch(s), all voting rights will be suspended for a period of two (2) months. A member must attend two (2) consecutive general membership meetings following the meeting where voting rights were suspended to regain their voting rights.
- A) All past Monarchs who complete their reign in good standing shall be considered a member in “Good Standing” as long as they comply with the policy addressing a member in good standing.
 - B) Notwithstanding this stated provision, any member of the I.C.A.O. who shall become a member of another Court shall forfeit his/her membership within the I.C.A.O. This provision shall not include honorary titles, Emeritus titles, or ambassadorships granted by other Courts to members of the I.C.A.O.

Suggested Amendments (IN RED)

- 4.6 A member in “Good Standing” is defined as: a member that has attended two (2) consecutive general membership meetings, membership dues are current, under no form of disciplinary action and is on track to uphold any and all requirements of said bestowed titles. If a general member misses three (3) general membership meetings, with the exception of excused absences approved by the Reigning Monarch(s), all voting rights and line titles will be suspended. A member must attend two (2) consecutive general membership meetings following the meeting where voting rights ~~and line titles~~ were suspended to regain their voting rights and line titles.
- A) All past Monarchs ~~who complete their reign in good standing~~ shall be considered a member in “Good Standing” as long as they comply with the policy addressing a member in good standing.
 - B) Notwithstanding this stated provision, any member of the I.C.A.O. who shall become a member of another Court shall forfeit his/her membership within the I.C.A.O. This provision shall not include honorary titles, Emeritus titles, or ambassadorships granted by other Courts to members of the I.C.A.O.

Current Version

- 4.10 Members of the BOD who do not attend two (2) BOD meetings shall be considered members not in good standing.
- A) Any Monarch or member of the Royal Family who does not attend three (3) consecutive meetings or events, may at the discretion of the BOD be removed from office and forfeit their title, unless prior BOD notification has been made and the absence is excused. If a title is removed by the BOD - ALL – Court property must be returned to the BOD, upon request.

B) Any Monarch or Royal Family member who allows the lapse of membership dues will be asked to resign their position, at which point all Court property must be returned to the BOD.

Suggested Amendments (IN RED)

~~4.10 Members of the BOD who do not attend two (2) BOD meetings shall be considered members not in good standing.~~

New 4.10 Any Monarch or member of the Royal Family who does not attend three (3) consecutive meetings or events, may at the discretion of the BOD be removed from office and forfeit their title, unless prior BOD notification has been made and the absence is excused. If a title is removed by the BOD - ALL Court property must be returned to the BOD, upon request.

New 4.11 Any newly elected Monarch or Royal Family member who at the time of step-up hasn't paid membership dues will be asked to resign their position, at which point all Court property must be returned to the BOD.

Current 4.11 becomes 4.12

Motion to approve Section 4 changes by Mitch, 2nd Ray Approved

PNP Section 6 – Still Tabled

**Section 8
COURT AUTHORITY – FINANCIAL**

Current Version

8.7 The BOD shall receive quarterly from each Province (when applicable) the required financial records, minutes and other business records as outlined elsewhere herein these PNP's.

Suggested Amendments (IN RED)

~~8.7 The BOD shall receive quarterly from each Province (when applicable) the required financial records, minutes and other business records as outlined elsewhere herein these PNP's~~

Renumber Section

Motion to approve Section 8 changes by George, 2nd Mitch Approved

**Section 9
COURT MEETINGS**

Current Version

Quorums

9.8 A Quorum for a general membership meeting shall consist of 50%+1 (fifty percent plus one) of the membership in good standing of the Court present, including at least one (1) BOD member.

Suggested Amendments (IN RED)

~~Quorums~~

~~9.8 A Quorum for a general membership meeting shall consist of 25% (twenty five percent) of the membership in good standing of the Court present, including at least one (1) BOD member.~~

Motion made by George to remove this bullet as it is already in the Bylaws, 2nd James Approved

Section 12 & 14 – Still Tabled

Section 17
LEGACY ENDOWMENT FUND

Current Version

- 17.1 The I.C.A.O.'s Scholarship Fund that has been named after Bill Francisco (The 'Clogger' Bill Francisco Youth Scholarship Fund) will from now on be known as the as The 'Clogger' Bill Francisco Legacy Endowment Fund.
- A) Awards will be given for different areas of growth to a community youth organization in Oklahoma – centered on furthering the education in the Arts / Sciences and Community Growth of youth ages 4–25 years of age.
 - B) 100% of all proceeds raised at the annual Empresses Black and White Ball and the annual ICP Ball, go towards The 'Clogger' Bill Francisco Legacy Endowment Fund.
 - C) Award amounts will depend on the amount raised each reign.

Suggested Amendments (IN RED)

- 17.1 The I.C.A.O.'s Scholarship Fund that has been named after Bill Francisco (The 'Clogger' Bill Francisco Youth Scholarship Fund) will from now on be known as the as The 'Clogger' Bill Francisco Legacy Endowment Fund.
- A) Awards will be given for different areas of growth to a community youth organization in Oklahoma – centered on furthering the education in the Arts / Sciences and Community Growth of youth ages 4–25 years of age.
 - B) **Per Proclamations**, 100% of all proceeds raised at the annual **Monarch Ball (formerly the Empress's Black and White Ball)** and the annual ICP Ball, go towards The 'Clogger' Bill Francisco Legacy Endowment Fund.
 - C) Award amounts will depend on the amount raised each reign.

Motion to approve Section 17 changes by James, 2nd Jim Approved

E. President Vote:

- a. Nominated is Ray Wilkins aka Emperor XI Ray Roxstarr Stone
- b. Motion was made by George to elect Ray by acclamation 2nd by Keri Jo Approved

F. Nominations for now Vacant Vice President Position:

- a. Jim Scudder-Barfield aka Imperial Crown Prince, Daddy Jim
- b. Voting will take place at the meeting on Oct 5th in OKC

V. Announcements:

A. Next Meeting Dates & Times:

- a. **Board of Directors Meeting** – October 5, 2019 In OKC TBA
- b. **General Membership Meeting** – October 5, 2019 In OKC TBA
- c. Motion was made to adjourn by George, Approved,
- d. Meeting Adjourned @ 5:30 pm

Jeff Germany
Emperor XII

Joey Scudder-Barfield
Empress XII, Keir Jo Scudder-Allan

Scotty Dormont
Secretary, Board of Directors

Approved by Membership: October 5, 2019

Signed copy will be maintained with Reign XII Information