

**IMPERIAL COURT
OF IOWA, INC.**



BY LAWS

EFFECTIVE SEPTEMBER 18, 2016

| Table of Contents | | Page |
|-------------------|--|------|
| Article I | Name, Mission Statement, Logo, Affiliation | 3 |
| Article II | Membership | 3 |
| Article III | Governance | 3 |
| Article IV | Reigning Monarchs | 4 |
| Article V | Designated Permanent Titles | 5 |
| Article VI | Discipline | 5 |
| Article VII | Meetings | 6 |
| Article VIII | Amending the By Laws | 6 |
| Article IX | Corporate Responsibility | 7 |
| Article X | Grandfather Clause | 8 |
| Article XI | Dissolution | 8 |

Article I – Name/Mission Statement/Logo/Affiliation

Section 1.01 Name: The name of the organization shall be known as I.C.IA, Inc., doing business as (d.b.a.) The Imperial Court of Iowa.

Section 1.02 Mission Statement: Our Mission is to make a difference to the People of Iowa through fundraising and social consciousness, one dollar at a time.

Section 1.03 Corporate Logos: The Corporation will have three (3) logos. The logos are illustrated in the Corporation's book of Standard Operation Procedures (SOP).

Section 1.04 Affiliation: I.C.IA, Inc. is a charter member of the International Court System (ICS).

Section II - Membership

Section 2.01 Membership in I.C.IA, Inc. is open to all persons who fulfill membership requirements as specified by the Standard Operating Procedures (SOP). This corporation will not discriminate against any person because of age, race, sex, marital status, national origin, religion, gender identification and expression, sexual orientation, or handicap. All members are considered Citizens of the Empire.

Article III – Governance

Section 3.01 Board of Directors: The Corporation will be governed by a Board of Directors (BOD) consisting of nine members selected through a process outlined in the Standard Operation Procedures. The Board is the highest authority with reference to internal matters concerning the Imperial Court of Iowa. The qualifications, duties, and selection process for the Board of Directors are outlined in the Standard Operating Procedures.

Section 3.02 Officers of the Corporation: The Board of Directors, at its first meeting of the new fiscal year will elect a President, Vice President, Secretary, and Treasurer. The qualifications, duties, and selection process are outlined in the Standard Operating Procedures. The officers of the organization are responsible for the leadership and direction of the Corporation.

Section 3.03 Standing Committees: The Corporation will have seven (7) standing committees. The Committees' duties are defined in the Standard Operating Procedures and consist of the following:

- a. Executive Committee
- b. Standards and Practices Committee
- c. Finance Committee
- d. Membership Committee
- e. Communications Committee
- f. State Function Committee
- g. Community Investment and Fundraising Committee

Ad Hoc Committees: The Board of Directors can appoint Ad Hoc Committees as deemed prudent and necessary in order to fulfill the Corporation's business and interests.

Section 3.04 Leaves of Absence: Federal 501(c) 3 guidelines require that I.C.IA, Inc. have a complete and operating Board of Directors. Therefore, Leaves of Absence are not acceptable for any Board of Director member. If any Board of Director member feels that they cannot fulfill their requirements to our court for any period of time they must resign their position. The guidelines for replacing a vacant seat are outlined in the Standard Operating Procedures.

Article IV – Reigning Monarchs

Section 4.01 Emperor and/or Empress: The Corporation will have, as its titular head(s) of state, an Emperor and/or Empress. The Emperor and/or Empress shall also be known as the Reigning Monarch(s). The qualifications, selection, and duties of the Reigning Monarch(s) are outlined in the Standard Operating Procedures.

Section 4.02 Authority: The Reigning Monarch(s) shall enjoy all the influence, rights and responsibilities as vested in them by the Board of Directors, for the people of Iowa and surrounding regions. The Reigning Monarch(s) will sit on the Board of Directors as voting members, but will hold no office therein. Their authority, rights, and responsibilities are outlined in the Standard Operating Procedures.

Section 4.03 Proclamations, Permanent Titles, and Lifetime Titles of the Reigning Monarch(s): At the end of their reign, each Reigning Monarch is entitled to grant one Permanent Title and grant one Lifetime Title. The Board of Directors must approve the Permanent Title, and Lifetime Title as outlined by the Standard Operating Procedures. The Monarchs must name their Permanent title upon their step down. They have until their 5-year anniversary to name a Lifetime Title.

Article V – Designated Permanent Titles

- Article 5.01 Titles: The Corporation will have three categories of Permanent Titles: the College of Monarchs, the Academe of Permanent Titleholders and the Society of Lifetime Titleholders. All permanent titles are subject to approval and ratification by the Board of Directors.
- Section 5.02 College of Monarchs: The College of Monarchs (COM) will consist of qualified past Monarchs. The College of Monarchs will be represented on the Board of Directors as outlined in the Standard Operating Procedures. The qualifications, selection, and duties of the College of Monarchs are also outlined in the Standard Operating Procedures.
- Section 5.03 The Academe of Permanent Titleholders: The Academe of Permanent Titleholders (APT) shall consist of past qualified Princes Royal(e), Princesses Royal(e), and individuals granted title and favor by past monarchs as outlined in the Standard Operating Procedures. The Academe of Permanent Titleholders will be represented on the Board of Directors as outlined in the Standard Operating Procedures. The qualifications, selection, and duties of the Academe of Permanent Titleholders are also outlined in the Standard Operating Procedures.
- Section 5.04 The Society of Lifetime Titleholders: The Society of Lifetime Titleholders (SLT) shall consist of all qualified Lifetime titleholders granted title and favor by past monarchs as outlined in the Standard Operating Procedures. The Society of Lifetime Titleholders shall not be represented on the Board of Directors. The qualifications, selection and duties of the Society of Lifetime Titleholders are also outlined in the Standard Operating Procedures.
- Section 5.05 Heirs Apparent: The Board of Directors of I.C.IA., Inc., shall recognize the validity and guidance of the Imperial Court System, and more specifically the Imperial Court Council, its Heads, i.e. Queen Mother and/or King Father or Chief Executive Officer, and the members of that council, the Heirs Apparent. An Heir Apparent, resident in Iowa, whose duties are outlined in the Standard Operating Procedures, will consult and advise the Board of Directors and the Court in general.

Article VI – Discipline

- Section 6.01 Code of Ethical Behavior: Members of the corporation shall follow a Code of Ethical Behavior as outlined in the Standard Operating Procedures.

Section 6.02 Disciplinary action: The Board of Directors shall have the ultimate responsibility for disciplinary and corrective actions for all members of I.C.IA., Inc. The disciplinary actions, grounds for same, filing of grievances and possible outcomes are outlined in the Standard Operating Procedures.

Article VII – Meetings

Section 7.01 Board of Directors: The Board of Directors of the Corporation shall meet no less than six (6) times per fiscal year (October 1 through September 30) to conduct the affairs and business of the Corporation. A quorum of the Board of Directors (two-thirds or at least 6 members) must be present for any business to be done. All meetings of the Board of Directors are open to the general public. Open is to mean non-board members will be allowed to observe all regular scheduled board meetings. This does not imply that they may participate in any discussions or voting but may do so at the board's request or approval. Certain portions of the regularly scheduled meetings may be declared closed to all but the Board of Directors, as defined in the Standard Operating Procedures.

The first meeting in the month of October shall be designated as the Annual Meeting of the Corporation. At said meeting the previous reign will conclude any final old business of the reign and hand off to the newly elected or appointed board members. Officers will be elected, possible budgets approved and any other new business before the Corporation will be discussed and acted upon. Procedures for special and emergency meetings are outlined in the Standard Operating Procedures.

Section 7.02 College of Monarchs: The College of Monarchs shall meet no less than once per year, that meeting to be held the morning following Coronation, for the purpose of selecting representative(s) to the Board of Directors and any other business of the College of Monarchs. Other meetings may be called by the Deans of the College, defined as the most senior members present by reign, one (1) Emperor and one (1) Empress. Minutes will be kept and presented to the Secretary of the Board of Directors within ten (10) working days before the next scheduled meeting.

Section 7.03 The Academe of Permanent Titleholders: The Academe of Permanent Titleholders shall meet no less than once per year, that meeting to be held the morning following Coronation, for purposes of selecting representative(s) to the Board of Directors and any other business of the Academe of Permanent Titleholders. Other meetings may be called by the Chair of the Academe. Minutes will be kept and presented to the Secretary of the Board of Directors within ten (10) days before the next scheduled meeting.

Article VIII – Amending the By Laws

Section 8.01 Amendment of the By Laws: The By Laws of the Corporation may be amended, repealed, suspended or new By Laws adopted by a two-thirds (2/3) vote of the Board of Directors. Major changes to the By Laws must be submitted to the Standards and Practices Committee in writing. The Standards and Practices Committee will review proposed changes and recommend approval or disapproval to the Board of Directors. By Laws should be reviewed no less than every five (5) years and the Standard Operating Procedures should be reviewed no less than every three (3) years, unless there are major changes than need enacted. By Laws and Standard Operating Procedures may be reviewed and changed on an “as needed” basis as approved by the seated Board of Directors. The committee will submit recommendations to the Board for review by the May meeting. All approved recommendations will become effective at sunrise, the morning after Coronation.

Section 8.02 Reciprocal Actions: All previous actions (final proclamations, permanent titles, lifetime titles, disciplinary actions and Board of Director rulings) pertaining to the By Laws cannot be revoked, revised or repealed. Any new Amendments made to the By Laws only affect the new and future reigns in reference to past actions.

Article IX – Corporate Responsibility

Section 9.01 Fiduciary Responsibility:

- a. The Board of Directors of the Corporation is vested with all rights and privileges to conduct the financial affairs of the Corporation, in accordance with Generally Accepted Accounting Principles and standards.
- b. The Corporation will maintain banking account(s) at a FDIC insured institution.
- c. All disbursements of the Corporation’s funds will require a minimum of two (2) signatures of any five (5) authorized signatories. The members of the Executive Committee and the Registered Agent will be the authorized signatories on the banking accounts.
- d. All income generated under the auspices of the Corporation will be deposited and accounted for in existing Corporation bank account(s).
- e. Twenty-five (25) % of all funds raised for charity will go into the Corporation’s Account. Upon Board of Directors approval, this may be waived or changed on an individual basis.
- f. Encumbered Funds are by definition Operating Expenses and, therefore, are exempt from the I.C.I.A., Inc. percentage as described in 9.01(e) above.

Section 9.02 Records: The Secretary of the Board of Directors is responsible for maintaining the official records of the Corporation. All Corporate records must be maintained for a minimum of seven (7) years (i.e. Financial records, meeting minutes, etc.).

Section 9.03 Fiscal Year: The fiscal period of the Corporation shall run from October 1 through September 30.

Section 9.04 Standard Operating Procedures: The Board of Directors and any approved subgroup of the Corporation, shall conduct their affairs and business in accordance with the current Standard Operating Procedures. The Board of Directors shall maintain the Standard Operating Procedures of the Corporation.

Section 9.05 Location: The Corporation shall be domiciled in the city of Des Moines, County of Polk, State of Iowa.

Article X – Grandfather Clause

Section 10.01 Grandfather Clause: I.C.IA., Inc. was incorporated on May 21, 2002. All past monarchs, Permanent Titleholders and Lifetime Titleholders prior to this date will be recognized by their reign numbers and/or titles given.

Article XI – Dissolution

Section 11.01 Dissolution: The Corporation can be dissolved by a unanimous decision of the sitting Board of Directors.

Section 11.02 Allocation of Assets: Should the Corporation become insolvent or be dissolved, the entire assets of the Corporation, after paying all liabilities, will be distributed at the choice and discretion of the Registered Agent to any legitimate charitable organization, as defined in Section 1.02 of these by-laws. The Registered Agent, at the time of dissolution, shall be responsible for filing the final Corporate Annual Statement, as required by Federal and State Law.