



Bylaws of the Imperial Royal Sovereign Court of the Desert Empire

PREAMBLE

We, the members of the Imperial Royal Sovereign Court of the Desert Empire, Inc., join together knowing there exists in the world a true need for serendipitous acts of goodness, kindness, love and charity. It is to these purposes that we shall dedicate those resources, which will enable us to act as a focal point for channeling needed monies to eleemosynary organizations. During these endeavors we shall be ever mindful that goodness, kindness, love, and charity are virtues beyond measure, and that our means to these ends are to have fun, receive donations and disperse those assets for the betterment of those people that need our help.

ARTICLE I: NAME AND AUTHORIZATION FOR GOVERNANCE

SECTION I: NAME

The legal name of the organization shall be the Imperial Royal Sovereign Court of the Desert Empire, Inc., and hereafter referred to as 'The Corporation'. For advertising purposes this organization maybe referred to as 'Imperial Royal Sovereign Court of the Desert Empire, Inc' or 'The IRSDEI'.

The social branch of The Corporation may hereafter be referred to as 'The Court.'

SECTION II: GOVERNANCE

The Charter, Articles of Incorporation, Bylaws, Policies and Procedures, the Chronicles of Traditions and Imperial Proclamations (hereafter known as "The Chronicles"), and such other actions as the Board of Directors, and membership shall govern The Corporation.

ARTICLE II: OFFICES

The registered office of The Corporation will be at the LGBTQ Center of Southern Nevada located at 401 S. Maryland Parkway, Las Vegas, NV89101 and may be moved at the discretion of the Board of Directors.

ARTICLE III: SEAL

The Corporation will have a corporate seal, which will be circular in shape and upon which will be inscribed some board approved version of "Imperial Royal Sovereign Court of the Desert Empire, Inc. The Board of Directors may alter the seal.

ARTICLE IV: COURT PROPERTY

Court Property or Property of the Corporation shall be defined as any product donated to The Corporation or acquired/purchased using corporate funds. Court Property will only be used by court members at court functions. Persons requesting to use Court Property for non-court functions must have approval from the Board of Directors.

ARTICLE V: CORPORATION YEAR, DUES & FEES, AND MEMBERSHIP

The Bylaws of The Corporation were approved by a majority vote of the Active Membership on June 7th, 2023. These bylaws will take effect on June 8th, 2023, with the Board of Directors' ratification.



SECTION I: CORPORATION YEAR

The Corporation Year shall begin January first (1st) and end on December thirty-first (31st).

SECTION II: Dues & Fees

The Board of Directors shall determine all annual membership dues and other associated fees.

SECTION III: MEMBERSHIP

There shall be three (3) classes of membership within The Corporation.

They are:

1. Active – memberships expire at the first general membership meeting following coronation.
2. Associate -- memberships expire at the first general membership meeting following coronation.
3. Honorary – Honorary membership status does not prohibit an individual from being an active member.

All classes of members, including past titles holders of The Corporation, will adhere and be subject to the Code of Conduct as stated in the Bylaws.

ARTICLE VI: CODE OF CONDUCT

All past and current titles holders of The Corporation including Emperors, Empresses, Emprexxes, ICPRs, IGDs, Board of Directors, competition title holders, Lifetime titleholders, and/or current dues paying members shall be automatically bound by this Code of Conduct

In all matters, all representatives of The Court as indicated above shall conduct their actions with the utmost respect to all people as they are the visible representatives of The Corporation and International Court System while in and out of town.

Any person as indicated above who commits an infraction that is considered to be fraudulent, dishonest, unlawful, morally, willfully malicious, or ethically damaging to The Court, another party, person, or organization will be subject to disciplinary action by the executive committee of the Board of Directors.

- a. The Reigning Emperor, Empress, and Emprexx may sit in on any disciplinary hearing, so long as he/she/they are not the accused party.
- b. Any executive committee board member facing a disciplinary action may not be on the committee to investigate, review, or impose disciplinary actions or the events leading up to disciplinary actions.

Additional examples of violations of the code of conduct include: theft, abusive language, actual or threatened violence, harassment (verbal, physical or visual), conduct endangering the life, safety, health and wellbeing of others, failure to follow Bylaws, P&Ps, and The Chronicles or endangering the good name of The Corporation.

Any person who is found to have specifically committed an act of fraudulent behavior, violence of any kind, or harassment will be subject to termination of membership pursuant to NRS 82.251of and dissolution of any and all

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past or current titles following a hearing by the executive committee of the Board of Directors.

Disciplinary action may include but is not limited to, probation, censure, title removal, immediate expulsion and permanent ban from The Corporation.

Felonious Acts (Applies to Reigning Monarchs and Board of Directors only)

Any prior or current criminal behavior resulting in a felony conviction will cause your membership, titles, and/or application fees to be immediately forfeited.

The Corporation has a zero-tolerance policy for sexual offenders and prohibits membership to anyone convicted of a sexual offense. If you are found to have been convicted of a sexual offense in the past seven (7) years, you will be immediately removed from membership and all titles granted will be removed.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors shall comprise of four (4) executive members, up to six (6) reigning members, four (4) members at large, and a Council representative member.

SECTION I: EXECUTIVE OFFICERS

The Executive Officers of The Corporation shall consist of: President, Vice-President, Secretary, and Treasurer, all of whom shall be voting members of the Board of Directors.

SECTION II: REIGNING MEMBERS

The Elected Emperor, Empress, and Emprex shall be voting members of the Board of Directors and each shall have no more than one appointed ICPR (Prince, Princess, Princet) designated as a voting member of the Board of Directors. These seats do not need to be filled, if a/the title(s) remain vacant.

SECTION III: MEMBERS AT LARGE (MAL)

There shall be four (4) members at large, elected from the Active Membership as voting members of the Board of Directors.

SECTION IV: COUNCIL REPRESENTATIVE

The Dean of the Council of Monarchs, as appointed by the Council, shall be a voting member of the Board of Directors.

SECTION V: TERMS

1. The terms for President and Secretary shall be two (2) years and will commence from the first board meeting following coronation in which they are elected. These positions will be up for election every odd year.
2. The terms for Vice President and Treasurer shall be two years and will commence from the first board meeting following coronation in which they are elected. These positions will be up for election every even

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year.

3. No Executive board member shall run for a second consecutive term in the same position.
4. Member-at-Large (MAL) positions shall be for a term of one (1) year.

SECTION VI: VACANCY

In the case of a vacancy of a board seat, the President shall follow the guidelines set forth in the Policies and Procedures. The successor shall fill the seat until the original term is complete. The successor of an executive seat shall not be eligible for another executive seat until two years has passed from his/her/their term completion.

SECTION VII: ORDER OF SUCCESSION

In the event of the absence of the President, the order of succession for conducting a meeting shall be Vice President, Secretary, Treasurer, Emperor, Empress, Emperx

ARTICLE VIII: MEETINGS

SECTION I: MEMBERSHIP MEETINGS

There shall be at least two (2) General Membership meeting per year and must be announced to the public and active membership with no less than a two (2) week notice. The President shall reside over all membership meetings and may call a special General Membership meeting with a five (5) day notice to the active membership.

SECTION II: BOARD OF DIRECTORS MEETINGS

A. BOARD MEETINGS

1. Board Meetings are open to the public for viewing and transparency purposes.
2. There shall be a minimum of nine (9) scheduled Board of Directors meetings per year with no less than a two (2) week notice to the public and active membership.
3. The president shall preside over all Board of Directors meetings and.
4. May call a non-scheduled board meeting with a forty-eight (48) hour notice to all board members and active membership.

B. CLOSED BOARD MEETINGS

1. Closed Board Meetings are special, limited meetings, restricted to the Board of Directors and any persons specifically invited by the members of the board
2. Any board member may motion to move to a closed meeting. The motion, the subject of the closed board meeting, and the vote on the motion to move to a closed board meeting shall be public record.
3. The details of a closed board meeting shall only be made public upon the approval of the Board of Directors.

C. EXECUTIVE BOARD MEETINGS

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1. Executive Board Meetings are special meetings reserved for issues concerning private, confidential, or legal matters and are restricted to only the members of the Executive Committee and reigning monarchs.
2. Any Executive Director or reigning monarch may motion for an executive committee meeting.
3. All Executive Board Directors and Reigning Monarchs must be notified of an approved motion to move to /open an Executive Board Meeting prior to the commencing of the Executive Board Meeting.

ARTICLE IX: AFFILIATIONS

The Corporation is of affiliation with the International Court System, while remaining an independently ran and organized 501c-3 business entity, registered in the State of Nevada.

ARTICLE X: POLICIES AND PROCEDURES

SECTION I: ESTABLISHMENT

The Board of Directors will establish a set of Policies and Procedures to provide rules and information on the day-to-day operations of The Corporation. This document will be governed by the Bylaws first and then by the Chronicles. All applicable local, state, and federal laws must be adhered to by all documents, members, and directors.

SECTION II: AMENDMENT

1. Any member, active, associate, or honorary, may submit changes to the Vice-President at any time.
2. The Vice-President will submit all amendment proposals to the Board of Directors at the scheduled April Board Meeting.
3. A quorum of $\frac{3}{4}$ of the Board of Directors must be obtained by the President before the amendments may be discussed and/or voted on.
4. To approve any amendments, $\frac{3}{4}$ of the present directors must provide an affirmative vote.
5. Amendments may also be made by motion by any active board member during an official meeting of the Board of Directors. Any amendments must include an effect date for the amendment, but not less than 30 days from the day the motion passes.
6. Any other changes to the policy and procedures will go into effect beginning at the first General Membership Meeting following coronation.

ARTICLE XI: AMENDMENT of BYLAWS

SECTION I: SUBMISSION

As may be required by the normal business of The Corporation, the Active, Associate, and Honorary Memberships, may submit amendments of the By-laws to any Executive Board Member, at any time. The amendment process shall follow the rules set forth as follows and, in the Policy and Procedures.

SECTION II: QUORUM

The Bylaws of The Corporation were approved by a majority vote of the Active Membership on June 7th, 2023. These bylaws will take effect on June 8th, 2023, with the Board of Directors' ratification.



1. For the purpose of amending the by-laws, a quorum exists when 2/3rds of the Active Membership is in attendance at a General Membership meeting which was called by the President for a review of the amendments.
 - a. Two attempts shall be made to obtain a quorum of the general membership, if the quorum cannot be obtained, the vote will pass to the Board of Directors.
 - b. The Board of Directors must obtain a $\frac{3}{4}$ quorum of the directors in order to open a vote.
 - c. The amendments must receive an affirmative vote by 3/4s of the present directors in order to pass.
2. Amendments of the by-laws can be conducted electronically as follows:
 - a. The amendments to the bylaws must be submitted to the active membership no less than 30 days prior to voting.
 - b. A secure means of voting needs to be in place prior to voting to ensure the integrity of the voting process and to ensure that only one vote is cast by the active members.
 - c. All provision of the Policy and Procedures and NRS will govern electronics voting.

SECTION III: APPROVAL

1. Approval of amending the by-laws must pass by $\frac{3}{4}$ of the present active membership.
2. In an instance when approval has been passed to the Board of Directors as outlined in the By-laws, $\frac{3}{4}$ of the present directors must vote in the affirmative to pass the amendments.
3. New, approved amendments will go into effect at the first General Membership meeting following Coronation.

ARTICLE XII: INDEMNIFICATION

The Board of Directors shall provide for the indemnification of the Board of Directors, Officers and Members of The Corporation, including volunteers, employees and agents of The Corporation, as provided in N.R.S. 82.541. The Corporation shall maintain in effect General Liability and Directors & Officers (D&O) insurance at all times.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern The Corporation in all cases to which there are none and not inconsistent with these Bylaws and any special rules of order The Corporation may adopt. The chair of the Bylaws and P&P Committee shall be the parliamentarian for any questions of order as may be requested from the Board of Directors.

ARTICLE XIV: QUORUM

Unless otherwise identified within these By-Laws and/or the Policies and Procedures, a quorum is established when a simple majority is present.

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ARTICLE XV: NOTICE

Unless otherwise identified within these By-Laws and/or the Policies and Procedures, or dictated by local, state, or federal law, notice shall be defined as written communication via certified letter, email, text, or direct message whereas a receipt and date/time stamp can be provided to the Board of Directors proving communication was accurately and timely provided. All copies of written notices and receipts will be kept in the record by the Secretary.

ARTICLE XVI: DISSOLUTION

The Corporation may be dissolved by a three-fourths (3/4th) vote of active members present at a duly called general membership meeting. Notice of such meeting shall be mailed and/ or emailed to all members of record at least thirty (30) days prior. In the event of dissolution, the Board of Directors, after reconciling all debts will distribute the remaining assets to the Las Vegas Community.

ARTICLE XVII: RATIFICATION

The Bylaws of The Corporation were approved by a super majority vote of the General Membership on June 7th, 2023, via electronic vote a quorum was met with 31 of 37 active members (84%) submitting a vote. The vote passed with 90.32% approval of the submitted votes and are duly ratified by the Board of Directors in the city of Las Vegas, the county of Clark, and the State of Nevada on June 8th, 2023, and shall go into effect immediately.

Executive Committee Signatures:

President of the Board

Secretary of the Board

Vice President of the Board

Treasurer of the Board

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