



Royal Commonwealth Society, Inc.

Imperial Court of Massachusetts Bylaws

ARTICLE I GENERAL PROVISIONS

1.1 Name and Purposes. The name and purposes of the corporation shall be outlined in the Articles of Organization of the corporation.

1.2 Location. The principal office of the corporation shall initially be located at the place outlined in the Articles of Organization of the corporation. The Directors may establish other offices and places of business in Massachusetts or elsewhere in the United States.

1.3 No Members. The corporation shall have no members as that term is understood under Massachusetts law. No person hereafter designated by the corporation as a “member” for any purposes shall be deemed to be a member for the Articles of Organization or by-laws of the corporation, or purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the Directors of the corporation.

1.4 Voting by Secret Ballot. Votes for all offices, including, but limited to, Directors, Officers, and Monarchs shall be by secret written ballot. The anonymity of the identities of voters shall be maintained by the Clerk, who is charged with the administration of the voting procedure.

1.5 Priority of Documents. If there is any conflict between the provision of these Bylaws and the Articles, the Articles shall govern. If there is any conflict between any membership manual or protocol handbook or similar rulebook for Courtiers and these Bylaws, the Bylaws govern.

1.6 Unenforceability of Provisions. If any provision of these Bylaws is held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding.

1.7 “Code” defined. Any reference in these Bylaws to a section or sections of the “Code” shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or corresponding provisions of any future federal tax code.

ARTICLE II DIRECTORS

2.1 Powers. The business and property of the corporation shall be managed by the Board of Directors (hereinafter referred to as the “Board”, the “Board of Directors” or the “Directors”) who may exercise all the powers of the corporation.

2.2 Election and Number. The Board of Directors shall be of such number (no less than one, no more than seven, and always of an odd number) as the Directors shall determine at their annual meeting or special meeting in place of an annual meeting. A majority of Directors then in office shall fix the number of Directors and shall elect the Board of Directors at the annual meeting of the Directors, or at a special meeting in place of an annual meeting, to complete the number so fixed by the majority of the Directors, provided that such number so fixed shall not be two or

four or six. All Directors shall hold office until the next annual meeting or special meeting in place of an annual meeting or until their respective successors are chosen and qualified. Any vacancy in the Board may be filled by the Directors. A Director may serve an unlimited number of terms.

2.3 Resignation and Removal. A Director may resign by delivering a written resignation to the President or the Clerk of the corporation. Such resignation shall be effective immediately (unless otherwise specified), and acceptance of the resignation is not necessary to make it effective unless the writing so states. A Director may be removed with or without cause by an affirmative vote of the majority of the Directors then in office, and ratified by an affirmative vote of the Courtiers in Good Standing, at any special, regular or annual meeting, provided that: (1) the Director so removed has been notified reasonably and in good faith of such pending action forty-eight hours in advance of such meeting, and (2) that the Director is then allowed to respond to those who are propounding his or her removal with due process. This response must be communicated to the board within forty-eight hours of being notified of the action(s) against them.

2.4 Vacancies. Any vacancies in the Board of Directors (notwithstanding such vacancy, the Directors then in office shall not be impaired in the exercise of their powers), shall be filled per the provisions of these Bylaws, and such successor shall hold office for the unexpired term or until he or she becomes disqualified, dies, retires or is forcibly removed.

2.5 Non-Voting Directors. The Directors may create classes of non-voting Directors and elect such non-voting Directors according to such terms and conditions as the voting Directors shall establish, except that non-voting Directors shall not be “Directors” for these Bylaws and shall not have votes at any meetings of the Board of Directors.

2.6 Annual Meetings. The annual meeting of the Directors of the Corporation shall be held on the first day of November each year at such time and place, within or without the Commonwealth of Massachusetts, as the Directors may determine. If an annual meeting is not held on such date, a special meeting may be held with all the force and effect of the annual meeting, provided that the Directors so designate. Notice of the date, time and place of any such meeting shall be sent in any reasonable manner to all Directors by the Clerk no less than seventy-two hours before the special meeting.

2.7 Regular Meetings. Regular meetings of the Directors may be held without call or notice at such places and times within or without the Commonwealth of Massachusetts as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice in any reasonable manner thereof.

2.8.1 Special Meetings. Special meetings of the Directors may be called from time to time and may occur within or without the Commonwealth of Massachusetts. Notice and the purpose of such meetings shall be given to all Directors in any reasonable manner twenty-four hours in advance of such meetings. Provisions for attendance for Directors who are unable to attend such meetings must be arranged for a special meeting of the Directors to constitute a quorum unless a written waiver is executed by such absentee Directors.

2.8.2 Quorum. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. Any meeting may be adjourned by a majority of the votes cast upon the question, of whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.9 Presence through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of such Board utilizing a conference telephone or similar communications equipment, through which all persons participating in the meeting can hear and communicate with each other at the same time, and participation by such means shall constitute presence in person at a meeting.

2.10 Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if such Director has executed a waiver of notice, unless otherwise specified by the waiver.

2.11 Action by Consent. Any action by the Directors or any committee may be taken without a meeting if a written consent thereto is agreed upon in writing by all Directors or committee members and filed with the records of the meetings of the Directors for that Reign. Such consent shall be treated for all purposes as a vote at a meeting.

2.12 Committees. The Directors may elect committees from time to time and delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent of the law. At any meeting of a committee, a quorum shall consist of a majority of the elected members of the committee.

2.13 Chairman of the Board of Directors. If a chairman of the Board of Directors is elected, he or she shall preside at all meetings of the Directors except as otherwise determined, and shall have such duties and powers as may be determined by the Directors.

2.14 Vote of Interested Directors. A Director who is a member, stockholder, trustee, Director, Officer, or employee of any firm, corporation, or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon or about such contract or transaction. No Director so interested shall vote on such contract or transaction, but he or she may be counted for purposes of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the corporation may enter into such contract or transaction. In case the corporation enters into a contract or transacts any business with any firm, corporation, or association of which one or more of its Directors is a member, stockholder, trustee, Director, Officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the corporation. No Directors having disclosed such adverse interest shall be liable to the corporation or any creditor of the corporation or any other person

for any loss incurred by it under or by any reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits to be realized thereon.

2.15 Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, employee or other agents of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE III OFFICERS AND AGENTS

3.1 Number and Qualification. The Officers of the corporation shall be a President, Treasurer, and Clerk as well as other Officers as the Directors may determine from time to time. Any two or more offices may be held by the same person pending approval by the Directors. The clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the Articles of Organization. All Officers shall hold their offices until the annual meeting of the Board of Directors or special meeting in lieu thereof.

3.2 Resignation and Removal. Resignation and removal of an Officer are under the provision of Article 2.3.

3.3 President. The president shall be the Chief Executive Officer of the Corporation and shall exercise control of the Corporation subject to the supervision of the Board of Directors. The president shall have such powers as are usually incident to that office and as may be vested in that office by the Board of Directors.

3.4 Treasurer. The Treasurer of the corporation shall, subject to the control and supervision of the Board of Directors, have general charge of all financial affairs of the corporation. The treasurer shall keep full and accurate books of account, be in charge of the corporation's financial affairs, funds, securities and valuable papers, and shall have such other duties and powers as the Board of Directors shall designate or are usually incident to that office.

3.5 Clerk. The Clerk of the Corporation shall give notices of meetings under the provisions of these Bylaws or as required by law and keep and maintain records of all such meetings. The Clerk shall exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Directors of the corporation, and, in general, perform all duties incident to the office of Clerk and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. The Clerk shall act as Overseer for elections according to the processes and rules defined elsewhere herein unless disqualified according to those rules. The Clerk shall have all other duties enumerated elsewhere in these Bylaws and shall have other such powers and duties as are

usually incident to that office or as may be vested by the Board of Directors. In the absence of the Clerk, the Board of Directors may designate a temporary clerk and such person shall perform the duties of the clerk.

3.6 Reigning Monarch(s). Both of the reigning monarchs shall hold a seat on the Board. If only one Monarch is reigning, a special election to elect a director at large from the Courtiers or College shall be held at the next regular, or special, meeting.

ARTICLE IV AMENDMENT OF THE BYLAWS

4.1 Amendment. These bylaws may at any time be amended or repealed, in whole in part, by a majority vote by the Board of Directors then in office and ratified by a majority vote of the Courtiers in Good Standing in attendance at a regularly scheduled general membership meeting.

ARTICLE V PERSONAL LIABILITY AND INDEMNIFICATION

5.1 Director and Officer Liability for Corporate Debts. Directors, Officers and Monarchs of the corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All corporations, persons, and other entities extending credit, contracting with or having a claim against, the corporation, may look only to the corporate funds and property of the corporation for payment, damages, judgments or any other money that may become due to them by the Corporation.

No Officer or Director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such Officer or Director as an Officer or Director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an Officer or Director (1) for breach of the Officer's or Director's duty of loyalty to the Corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an Officer or Director of the benefits hereof concerning any act or omission occurring before such amendment or repeal.

5.2 Indemnification. The Corporation shall, to the extent legally possible, indemnify each person who may serve as or who has served at any time as a trustee, Director, Monarch or Officer of the Corporation or any of its subsidiaries, or who, at the request of the corporation, may serve (or at any time has served) as a trustee, Director, Monarch or Officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses or liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceedings, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person

unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct);

PROVIDED THAT no indemnification shall be provided for any such person concerning any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent such matter relates to service concerning any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan;

AND PROVIDED, FURTHER, that as to any matter disposed of by a compromise payment by such person, according to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not be reasonably withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary concerning a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case, where a Director of the corporation approves the payment of indemnification, such Director shall be wholly protected, if:

- (1) the payment has been approved or ratified (a) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding, or (b) by a majority vote of a committee of one or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or
- (2) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (a) or (b)

Any indemnification or advance of expenses under this section shall be paid promptly and in any event within 30 days, after the receipt by the corporation of a written request therefor from the person to be indemnified, unless concerning a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this section shall be a contract right inuring to the benefit of the trustees, Directors, Officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such trustee, Director, Officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a trustee, Director, Officer and other persons entitled to be indemnified hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to any trustee, Director, Officer and other person associated with the constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such trustee, Director, Officer or other people may be entitled. Nothing contained in this section shall affect any rights to indemnification to which corporation employees or agents, other than trustees, Directors, Officers and other persons entitled to indemnification hereunder, may be entitled to by contract or otherwise by law.

ARTICLE VI BRANDING

6.1 Branding. Any creations of files, records or profiles on or for the Internet for both members-only internal use and external public viewing done with and/or in the name of the Imperial Court of Massachusetts, or in the name of the Royal Commonwealth Society, Inc., must be considered as properties of the Corporation/ICMA. Any passwords or protocols for accessing such files, records or profiles must be made available to the Corporation's officers and the reigning Monarch(s). The Corporation's officers, Board of Directors and reigning Monarch(s), or their single designee, have final editorial approval of the contents of any such materials to protect the Imperial Court of Massachusetts from loss of integrity and/or goodwill.

ARTICLE VII COURTIER STATUS AND TITLES

7.1. Court Titles. All titles to Courtiers are issued by the Reigning Monarchs with Board approval. Titles shall be granted for service to the court or the community. Other than the elevation to Lord/Lady, the Monarchs and Board shall document the reasons and achievements which suggest the elevation and a short synopsis thereof shall be publicly proclaimed at the event during which the elevation occurs, or in the document of elevation if a public investment does not occur. All titles are for life. All new members enter the peerage of the organization as Ambassador, Dame or Knight and are elevated to Lord or Lady, as appropriate, at the next investiture or induction, as may be scheduled from time to time. This is the only automatic progression of titles.

7.1.1 Honorary Titles. Honorary titles may be bestowed by the reigning Monarch(s) to individuals outside the organization for exemplary contributions to the community and must be approved by the Board of Directors.

7.1.2 List of Titles. A complete list of all title members and non-members of the Imperial Court, both permanent and honorary, will be documented by the Clerk of the organization.

7.1.3 Courtier Status. The status of “Courtier” denotes someone who has joined the organization. Good Standing status denotes a Courtier who (1) has paid the annual dues set by the organization, (2) who participates as possible in the works and events sponsored by the organization, and (3) who has not incurred any outstanding monetary debts to the organization.

7.1.4 Annual Dues. Annual dues are assessed on an annual basis corresponding to the date of the reign. The amount for dues is set by the decision of the Board with the ratification of the Courtiers during the first meeting of each annual reign. Dues must be paid no later than 30 days following the date of the first meeting of the Reign, and notice thereof shall be delivered to all Courtiers by the Clerk within seven days following the first meeting of the reign.

7.1.5 Late Dues. Courtiers who are in arrears on dues or any other financial obligation to the organization may not represent the organization in any capacity – including performing, hosting shows, walking at events and using any title from the organization – until such dues are paid. Exceptions for extenuating circumstances may be made by the approval of a majority of the Board upon recommendation of one or both Monarchs, who shall arrange for terms of repayment of any such sum with the individual concerned.

7.1.6 Special Assessments. The Courtiers may make extraordinary assessments for reasons not inconsistent with the Articles of the organization upon a majority vote at any meeting. The Clerk shall record the reason and amount of such assessment and notify all Courtiers of the assessment.

7.1.7 Removal of Title. Notwithstanding the foregoing, a Courtier's title may be demoted or removed, by recommendation of the reigning Monarch(s) and with the approval of the Board, or upon vote of the Board, for good cause shown. Discretion is to be shown in all such cases and this severe sanction shall be reserved for serious actions.

ARTICLE VIII MONARCHS

8.1 Date and Minimum Eligibility Requirements for Annual Monarch Election. Courtiers shall elect persons to serve as Reigning Monarch(s) (Emperor and /or Empress) annually. To be eligible for election as Reigning Monarch, a person must have completed the following:

1. Two complete reigns as a courtier in good standing. To be a courtier for a ‘complete reign’ for purpose of this section, a person must have paid dues and been invested at the first Investiture ceremony of each given reign.

(2). No letters of censure or other pending disciplinary actions within six months before the final due date of Monarch applications.

The date for the annual election of Monarchs shall be set annually by the Board of Directors by a supermajority vote of at least seventy-five per cent (75%) of the current Directors based on several factors including community schedule, holiday schedules, the regular meeting schedule of the Court, the International Court System schedule, and other factors the Board may in its sole discretion deem relevant. Wherever possible, the Election meeting should be conducted on the date, time and place of the current Court meetings.

The date for Monarch Elections shall be no earlier than June 1 of that year and no later than July 31 of that year.

The Board shall announce the date of the election and the deadline for application submission, the date of applicant screening, and the date of the election, **no later than April 1 for the current year**. Only Courtiers in Good Standing as defined herein may attend or vote at the election meeting.

8.2 Notice Publication. The Clerk shall give notice to all Courtiers of the date selected by the Board no later than May 7. The Clerk shall deliver notice to all Courtiers no later than seven calendar days before the election date of the location date and time of the election meeting by internet mailing and by first class mail.

8.3 Overseer for the Election. The College of Monarchs shall select a representative to serve as the overseer of the application acceptance, applicant screening and election meeting. If no member of the College of Monarchs is ready, willing and able to serve as Overseer, the Board shall select an Overseer, who may not be an applicant or candidate.

8.4 Application Process. The processing of applications for monarch positions shall proceed as follows:

a. **Application Form and Availability.** At the business or planning meeting closest to a period of 14 days before the date of the election, nominations and applications for the positions of Emperor and Empress shall be received by the Clerk. Applications shall be made according to the form prescribed by the joint approval of the College of Monarchs and the Board of Directors. The application form and any accompanying instructions shall be available annually as of the first day of the month which is two calendar months earlier than the month of the Monarch election. The Clerk and the Overseer shall make provision for the timely reproduction of all applications. These shall be distributed to the Board and the College before Screening. The applications of approved Candidates shall be made available to all Courtiers in good standing no less than 4 days before the date of the election, including distribution by email and US mail, first-class, and copies of all approved applications shall be available during the election meeting itself.

b. **Date for Submission of Applications.** Based on the election date set according to Section 7.1 of this Article, the Board shall simultaneously set a schedule of dates for the submission of applications and the screening of applicants. The date for submission of applications shall be no less than 14 days and no more than 21 days before the date of the

election. The date of the screening of applicants shall be no less than 7 days and no more than 14 days before the date of the election. This schedule shall also be announced and publicized in the same manner as the date of the election, according to Section 7.2 of this Article.

c. **Timeliness and Completeness of Applications.** It is the sole responsibility of applicants to submit complete and timely applications, and the organization, its officers and directors shall not be responsible for any failures to complete or deliver said materials promptly. The Overseer shall initially review all applications for completeness, and certify them as such to the Board and College. In case of any dispute, a joint committee of the College and the Board shall determine the acceptability and completeness of any documents submitted by an applicant. This shall occur as soon as possible following the deadline for submission.

Exceptions to the schedule for submission of applications and/or applicant screening may be made by majority votes of both the Board and the College, upon petition presented by the applicant, for documents medical or personal emergencies only, in the sole discretion of the majority of the Board and the College.

8.5 Applicant Screening Process. At the date, time, and place as set from year to year according to this Article, the Board and the College of Monarchs shall meet to conduct the screening interviews for monarch applicants. Only persons whose applications were complete and timely according to section 7.4 may be permitted to participate or attend the screening meeting, along with the College of Monarchs and the Board of Directors.

The Overseer of the Election shall preside at the Applicant Screening, or if absent, the President shall preside.

Each Director and member from the College of Monarchs is permitted to present one question, which shall be posted to all candidates so that all candidates shall answer the same questions.

The questions may not be revealed to any application before the actual meeting.

The overseer shall determine and facilitate the order of question by seniority or office.

Follow-up and dialogue between the applicants and the members of the College and Board are permitted but shall be monitored by the Overseer to provide all parties adequate time to discourse but not become burdensome to the applicant or the Committee.

When all questions have been answered by the applicants, the Overseer shall remove them to another place. Thereafter, deliberation may take place. When deliberations have concluded, the Overseer shall conduct a secret ballot vote for each applicant. When all votes have been tallied by the Overseer, the President and the Clerk, the applicants shall be reconvened and the announcement of applicant approval made to the applicants. At this time the Overseer may allow written or verbal suggestions or comments to be made to applicants, whether approved or not.

Upon approval by this screening committee, an approved applicant may publicly or privately use the moniker “Candidate for Emperor” or “Candidate for Empress” in official letters or emails or similar relevant communications.

The Overseer and the Clerk shall publish the results of the screening immediately by first class mail and/or internet list posting.

8.6 Election Meeting Process:

- a. After reviewing the rolls of Courtiers and excusing anyone who is not a Courtier in Good Standing as defined in these Bylaws, the Overseer shall open the election meeting with pertinent introductory remarks upon the nature of the office of Emperor and Empress within the organization and shall counsel all to vote with appropriate consideration. The President of the Board may make similar remarks at this point.
- b. Next, the Overseer shall invite each Candidate to address the group for no more than two minutes each, which timeframe shall be strictly adhered to. The Overseer may appoint an Assistant to help with the accurate and fair allotment of timing for speeches.
- c. After the last Candidate speech occurs, all Candidates shall be given ballots, shall be removed from within earshot of the meeting, room and shall be allowed to place their vote at that time.
- d. While the Candidates are being removed, all other Courtiers shall be given ballots. After the Candidates are sequestered, the Overseer shall invite all Courtiers to cast their ballots in silence.
- e. If there is more than one candidate for an office, the ballot shall allow electors to vote for one candidate for each office. If only one person is standing as a candidate for an office, the ballot must ask Yes or No for that Candidate. The Overseer, the President and another non-interested Officer, Director or Courtier shall confirm the count. A Candidate with no opponent must attain a simple affirmative majority of ballots cast to be duly elected. In an election with more than one Candidate, the Candidate with the highest number of ballots cast is considered duly elected. Any controversies which cannot be resolved by the Overseer shall be reviewed and decided upon by the College of Monarchs and the Board, after appropriate investigation.
- f. After the ballots have been tallied, the Candidates shall be brought into the meeting room and the election results shall be announced.

8.7 Responsibilities of Candidates Elected Before Elevation to Monarchial Office. Persons elected Monarchs for the upcoming reign are expected to devote their energies to the promotion of the organization, to assist in the preparations for their elevation ball, and other intervening events both at home and abroad, and to behave with dignity appropriate to the role of future Monarch.

8.8.1 Monarch-Elect Pledges. Monarch(s)-Elect are required to sign a pledge for travel, representation, development, and attendance. This pledge is viewed as the minimum requirement of the position of Monarch for the corporation and is considered a vehicle by which a Monarch may be declared as completing a reign year. A Monarch who is unable to fulfil any part of the pledges enumerated below shall fund the attendance of a personal delegate to conspicuously represent said Monarch unless specifically exempted from this provision by a vote of the Board upon written petition of the Monarch stating the reasons for the inability to fulfil the promise, as determined by the Board's sole discretion. Excuse from the duties under this section shall be granted only for grave reasons.

8.8.2 Travel Pledge. Monarchs-Elect is required to sign a personal pledge to travel to the annual coronations for the Imperial Court of Rhode Island, The Imperial Court of New York, the Imperial Sovereign Court of All Connecticut, and the Barony of Vermont, during their reign year, along with one other coronation of the Monarch's choice, during which they conspicuously represent themselves as the reigning Monarch of the corporation. This travel pledge is to be viewed as a minimum acceptable level of coronation travel to other realms; a primary duty of Monarchs is to establish and build relationships with Imperial Court Chapters near and far. On a case-by-case basis, the Board may choose to purchase a reigning monarch's ICNY ball ticket (or a portion thereof).

8.8.3 Representation Pledge. Monarchs-Elect is required to sign a personal pledge to attend a minimum number of events, during which they conspicuously represent themselves as the reigning Monarch of the corporation, during their reign year, as follows:

- A total of four (4) events, separate from coronations, are hosted, presented, or otherwise produced by any of the following neighbouring chapters: the Imperial Court of Rhode Island (ICRI), the Imperial Court of New York (ICNY) or the Imperial Sovereign Court of All Connecticut, Inc. (ISCAC),.
- A total of three (3) events are hosted, presented, or otherwise produced within the State of Massachusetts by a non-profit (as may be defined under IRS chapter 501 regulations) entity.

8.8.4 Development Pledge. Monarchs-Elect is required to sign a personal pledge to be involved in a minimum number of activities as enumerated below during which they conspicuously represent themselves as the reigning Monarch of the corporation, during their reign year, as follows:

- Host/Co-Host, present, or otherwise produce, a minimum of six events (defined within this section as including, but not being limited to, shows or other entertainments, raffles, auctions, sales, requests for grants, requests for sponsorship, or other activities designed to gather and collect receipts for the corporation) in venues within the State of Massachusetts expressly designed to promote and further the interests of the corporation.

8.8.5 Attendance Pledge. Monarchs-Elect is required to sign a personal pledge to attend and be present at their “step-up” coronation, their “step-down” coronation, as well as any event being presented as “investitures.”

8.9 Significant Other Disqualification. Domestic partners/spouses/significant others/lovers are not both eligible for nomination to monarch positions during the same reign unless approved by a unanimous vote of both the Board and a two-thirds vote of the Courtiers present at the election meeting. In such a case, the Board shall reserve the right to make specific stipulations and conditions under which permission is granted. The provisions of this article shall be used only to further the best interests of the organization and shall be administered in an unbiased fashion.

8.10.1 Resignation. A Monarch may resign by delivering a written resignation to the President or the Clerk of the corporation. Such resignation shall be effective immediately (unless otherwise specified), and acceptance of the resignation is not necessary to make it effective unless the writing so states.

8.10.2 Removal. A reigning Monarch may be removed from office only as follows:

a. The majority vote of the Directors must vote in favour of removal (a “No Confidence” vote). The Monarch in question shall receive prior notice of such meeting, shall be requested to attend the meeting, and shall have an opportunity to address the Board regarding the reasons for the proposed action, provided that the failure or refusal of a monarch to appear at such meeting shall not limit the ability of the Board to cast a valid No Confidence vote;

b. If the Board returns a No Confidence vote, then a meeting (the “Removal Meeting”) of all Courtiers shall be held no sooner than 72 hours and no later than 7 days following the date on which the No Confidence vote occurred;

c. The Clerk shall provide notice to all Courtiers in Good Standing of the Removal Meeting and shall state the subject matter of such meeting, namely, the No Confidence vote and the motion by the Board for removal of a monarch;

d. Only Courtiers in Good Standing may participate in or vote at such a meeting;

e. Any Director who is not a current reigning monarch and is not a spouse of the monarch at issue is eligible to serve as Special Chair for the Removal Meeting and shall be chosen by the Directors prior thereto, but if no Director is available, then all those in attendance shall elect a Special Chair from among attendants who are disinterested;

f. Board members, the monarch at issue, and all Courtiers in Good Standing who are present shall be given a reasonable opportunity to speak at such meeting;

g. After discussion, the motion shall be moved on the issue of whether to remove the monarch at issue. The Special Chair should caution and remind those present about the severity of the sanction of removing a reigning monarch from office and shall encourage all present to cast their vote for the good of the organization only.

h. A simple majority must ratify the Board's "No Confidence" for a monarch to be removed from office, which is effective immediately.

i. The failure or refusal of a monarch at issue to attend shall in no way invalidate the actions of the Courtiers at a valid Removal Meeting.

8.10.3 Regency. Upon the death, resignation or and removal of a monarch, the following process shall occur:

a. The Board and remaining Monarch shall convene as soon as possible to discuss the appointment of a regent for the remainder of the reign.

b. Any Monarch left without a corresponding Monarch has the right to ask for a Regent in any case. The Board may vote in favour of a Regent where the interests of the organization are in its majority opinion best served by the appointment of a Regent.

c. Where it is determined that a Regent is desired or needed, a Regent will be appointed by a majority vote of the Board then in Office first considering members of the College of Monarchs and then the Board of Directors. In their vote, the Board will consider any recommendation made by the remaining Monarch

8.11 Courtier Addresses. The responsibility for the maintenance of accurate postal addresses, telephone numbers, email addresses and the like lies with each Courtier, not with the Clerk. Proof that the mailed notice reached the PO Box of the organization shall establish the presumption of mailing the notice to all Courtiers.

8.12.1 Recognition of the College of Monarchs. After successfully meeting the monarch pledge requirements and completing a full year as monarch, a member becomes a member of the College of Monarchs, contingent on maintaining "Good Standing" membership within the Royal Commonwealth Society.

8.12.2 Self-governance of the College of Monarchs. The College of Monarchs is empowered to set its bylaws and governance procedures.

ARTICLE IX CORPORATE RECORDS, REPORTS AND SEAL

9.1 Maintenance of Corporate Records. The corporation shall keep:

a. Minutes of all meetings of Directors and committees of the Board, indicating the time and place, the attendance, how called and noticed, and the content of the meeting.

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

c. A copy of the corporation's Articles and Bylaws as amended to date;

d. All other records required by law.

9.2 Corporate Seal. The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept in the custody of the Clerk or either of the Monarchs or at the office of the corporation, as the Board may from time to time determine. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instruments.

9.3 Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of the corporation as may be required under the Articles, other provisions of these Bylaws, and provisions of law. Any inspection or copying right hereunder may be exercised in person or by an attorney or agent.

9.4 Fiscal Year. Except as otherwise determined by the Directors from time to time, the fiscal year of the corporation shall end on the last day of October.

9.5 Periodic Reports. The Board shall cause any annual or periodic report required under law to be prepared and delivered to the office of the Secretary of the Commonwealth and to any other office required by law, to be so prepared and delivered within the time limits set by law.

ARTICLE X PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

10.1 Requirements and Restrictions. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code (the "Code"), the corporation:

- a. Shall distribute its income for a said period at such time and manner as not to subject it to tax under Section 4942 of the Code;
- b. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- c. Shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- d. Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; and
- e. Shall not make any taxable expenditures as defined in Section 4045 (d) of the Code.

ARTICLE X EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

10.1 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

10.2. Checks, Notes and Securities. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, other evidence of indebtedness and securities of the corporation shall be signed by the Treasurer and countersigned by another Director of the corporation.

10.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

10.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE XI
SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS,
& FRIENDS OF THE CORPORATION

11.1 Designation. The Directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the corporation or such other titles as the Directors deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.