



BYLAWS
OF
IMPERIAL WINDY CITY COURT OF THE PRAIRIE STATE
EMPIRE, INC., NFP

A corporation governed by the
not-for-profit corporation laws of the State of Illinois
Amended September 30, 2007

ARTICLE I
NAME

Section 1. Name. The name of the corporation is IMPERIAL WINDY CITY COURT OF THE PRAIRIE STATE EMPIRE, Inc., NFP (the "corporation"). The activities of the corporation may be conducted under the name The Windy City Empire, Empire of Chicago, or Imperial Court of Chicago

ARTICLE II
MEMBERS

Section 1. Membership. The membership of the corporation shall consist of those persons who shall have an interest in the goals of the corporation, shall have demonstrated a commitment to the corporation by sustained participation in its activities and who have paid the membership dues prescribed for members by the Board of Directors as well as fill requirements set within Member Qualifications. Notwithstanding the foregoing, the board of director's reserves to itself the right to reject any candidate for membership based upon criteria reasonably established by the board. Any individual twenty-one (21) years of age or older who resides in the State of Illinois **or** the counties of Jasper, Lake, La Porte, Newton, and Porter in the State of Indiana may apply for membership. Upon acceptance of an application for membership by the board of directors, the applicant shall become a member.

Section 2. Evidence of Membership. Membership in the corporation shall be evidenced by the inclusion of the member's name in a list of members to be maintained under the direction of the Secretary. In addition, the board of directors may authorize the Vice-President of the corporation to issue an annual membership card to each member.

Section 3. Membership Dues and Other Assessments. Whenever the board of directors shall find it necessary or advisable for the support and maintenance of the corporation, the board may require dues or other charges or assessments to be payable by the members as a condition to continuing membership. Members who wish to have voting rights shall be assessed an annual membership fee as determined by the board of directors, which is due on the anniversary date of membership to the corporation.

Section 4. Removal. The board of directors shall have the sole and exclusive right to terminate the membership of any member. Membership may be terminated by a two-thirds vote of the entire board of directors for failure to meet the requirements of membership or for cause. For purposes of this section, cause shall be deemed to mean a willful breach by the member of these bylaws or the corporation's Protocol Manual; gross negligence or willful misconduct; dishonesty, theft, fraudulent activity, acts of violence to other persons or to themselves, or the prosecution and conviction of a crime during their membership that may bring disrepute upon the corporation and its other members. Further any breach of any anti-discrimination laws addressed in these By-laws will also result in a removal from the membership body.

ARTICLE III
MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of the corporation, for the election of directors and officers and for the transaction of such other business as may be set forth in the notice of meeting, shall be held each year in September, at such time and at such place as the President or Vice President shall determine and the notice of the meeting shall specify.

- A. **Notice of the Annual Meeting of the Corporation.** Written notice of ~~each~~ the annual-meeting of the members shall be given, by mail, not less than 10 or more than 50 days before the date of the meeting to each member. Mail is defined as physical paper mailings utilizing the United States Postal System. If mailed, such notice shall be deposited in the United States mail, with postage prepaid, directed addressed to the member at their address as it appears on the record of members. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business, which is related to the purpose or purposes set forth in the notice. Notifications of said meeting may also be sent via electronic mailing in concurrence with postal mailings but not in lieu. All meetings will be presided over by at least one Executive Member of the Board

Section 2. Special Meetings. Special meetings of the members of the corporation may be called by the board of directors, or by the President or Vice President, and shall be called by the President or Vice President at the request in writing of a majority of the directors of the corporation, or at the request in writing of at least 10% of the voting members of the corporation. Such requests shall state the purpose or purposes for having the meeting to be called. Each special meeting of the members shall be held at such time and at such place as the board of directors or the person calling the meeting shall determine and the notice of the meeting shall specify.

- A. **Notice of Special Meetings.** Written notice of each meeting of the members shall be given by the President, the Vice-President, or the Secretary to each member of the organization not less than 10 or more than 50 days before the date of the meeting, to each member. Mail is defined as physical paper mailings utilizing the United States Postal System. If mailed, such notice shall be deposited in the United States mail, with first class postage prepaid, addressed to each record of members not less than ten [10] days before the meeting, or by delivering the notice to each member personally by telegram, facsimile, telephone, or electronic mail. The notice shall state the place, date and hour of the meeting as well as the purpose of having the meeting called. All meetings will be presided over by at least one Executive Member of the Board

Section 3. Waiver of Notice. Whenever under any provision of these by-laws, the certificate of incorporation, the terms of any agreement or instrument, or law, the corporation, the board of directors or any committee thereof or the members are authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, at any time before or after such action is completed, the person or persons entitled to such notice or entitled to participate in the action to be taken, or by his or her duly authorized attorney-in-fact, may submit a signed waiver of such notice or time requirements.

Section 4. Quorum. At each meeting of members for the transaction of any business, a quorum for the transaction of business shall consist of not less than 30 percent a majority of the total number of eligible votes entitled to be cast

Section 5. Procedure. The presiding officer may determine the order of business and all other matters of procedure at every meeting of members.

Section 6. Voting. Each member who has paid their ~~voting~~ membership dues and is in good standing at the time of the membership meeting shall be entitled at every meeting of members to one vote on all matters appropriate for consideration by the corporation's membership. Directors and officers elected at any meeting of the members shall, except as otherwise provided by law or the certificate of incorporation, be elected by a

plurality of the votes cast. All other corporate action to be taken by vote of the members shall, except as otherwise provided by law, the certificate of incorporation or these by-laws, be authorized a majority of the votes cast. The vote for directors or officers, or upon any question before a meeting of the members, shall not be by ballot unless the presiding officer at such meeting shall so direct or any members shall so demand. Immediately prior to the annual membership meeting or any special membership meeting, the Membership chair will deliver a report of eligible voting members to the President, or the presiding officer of the meeting. This report will contain solely eligible members based on membership requirements in regards to voting eligibility.

Section 7. Written Consent of the Voting Members Without a Meeting. Whenever by law members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members. Written consent thus given by all of the members shall have the same effect as a unanimous vote of the members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs. The Board of Directors shall manage property and affairs of the corporation. Any and all members of the Board of Directors shall hold information deemed to be private and personal in nature in the strictest of confidence, except as prescribed by law, or the certificate of incorporation.

Section 2. Number and Qualifications. The board of directors shall consist of not less than three (3) nor more than ten [10] members.. Each of the directors shall be a member of the corporation. The directors may increase or decrease the number of directors of the corporation by a vote of the majority of the entire board, but the number of directors constituting the entire board shall at no time be less than three (3). No decrease in the number of directors shall shorten the term of any incumbent director. All of the directors shall be at least twenty-one years old and must remain a voting member in good standing for the entire term of office.

Section 3. Election and Term of Office. Except as otherwise provided by law or these by-laws, each director of the corporation shall be elected at the annual meeting of members or at any meeting of the members held in lieu of such annual-meeting, and shall hold office until the next annual meeting of members and until his or her successor has been elected. No member of the corporation shall be permitted to serve as an officer of the corporation for more than three (3) consecutive annual terms. Approximately six (6) weeks prior to the annual meeting of members or at a meeting of the members held in lieu of such annual-meeting, a report will be issued to all members of the corporation. This report will consist of persons eligible for nomination to an elected Board of Directors positions as well as those positions that will become vacant.

Section 4. Honorary Directors. The board of directors may elect honorary directors for such periods and in such numbers as the board may determine. Honorary directors shall be given notice of all board meetings but shall not be required to attend, shall not be counted for the purpose of a quorum, and shall not vote or have any liability with respect to any action taken by the board of directors.

Section 5. Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board of directors for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, or any such newly created directorships and vacancies occurring in the board of directors for any reason may be filled by vote of the members at any meeting of members, notice of which shall have referred to the proposed election. If any such newly created directorships or vacancies occurring in the board of directors for any reason shall not be filled prior to the next annual

meeting of members, they shall be filled by vote of the members at the annual meeting. A director elected to fill a vacancy, unless elected by the members, shall hold office until the next meeting of members at which the election of directors is in the regular order of business, and until his or her successor has been elected.

Section 6. Resignation or Leave of Absence. Any director of the corporation may resign at any time by giving his or her resignation to the President, the Vice President or the Secretary in a written signed letter postmarked to the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective and is counted as a completed annual term. Any director of the corporation may take a leave absence at any time by giving his or her notification of such intent to the President, the Vice President or the Secretary in a written signed letter. Such leave shall take effect at the time specified therein and must include an approximate time of return to post. The acceptance of such notice of leave shall not be necessary to make it effective but will be reviewed privately with the board of directors and if necessary delegation of duties be addressed at that time. During such leave, the director is still responsible for maintaining his or her membership. If at the completion of the leave, that director cannot return to duty, a vote can be called by the Board of Directors as to remove said person from position and create a vacancy. The removal of a director in this instance is not to be construed as a removal from membership, unless membership has expired, and is counted as a completed annual term

Section 7. Removal. Any director may be removed with or without cause by the affirmative vote of the majority of the board of directors at any meeting of the board, notice of which shall have referred to the proposed action and is to be counted as a completed annual term. Unexcused absence from three (3) regular meetings from any elected term of office shall, without limitation, be cause for removal. An unexcused absence is an absence when the director did not notify as least two officers of the corporation two hours prior to said meeting time. Notification of absence must be made by telephone notification or electronic mailing. In the case of telephone notification or in person notification- two individuals must be notified whereas the use of electronic mailing- all members of the board must be notified.

Section 8. Contracts with Corporation. No directors shall be interested, directly or indirectly, in any contract relating to the corporation, nor in any contract for furnishing supplies thereto, unless authorized by the concurring vote of a majority of the entire board not including the vote(s) of the interested directors(s) after full disclosure by such directors in good faith of the material facts as to such interest or as otherwise provided by law.

Section 9. Compensation. No director of the corporation shall receive, directly or indirectly, salary, or compensation from the corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the corporation.

Section 10. Special Advisors. From time to time, the board of directors may designate as special advisors a chosen number of outstanding persons from the community who are interested in the objectives of the corporation to assist the corporation in its operations. Selection as a special advisor shall not confer upon those selected any right to vote or to participate in the management of the corporation, nor any liability with respect thereto.

ARTICLE V
MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the board of directors of the corporation, for the transaction of such business as may be set forth in the notice of the meeting, shall be held each month at such time and place as shall be determined by the board of directors and the notice of meeting shall specify.

Section 2. Special Meetings. Special meetings of the board of directors may be called at any time by the President, or in his or her absence or disability, the Vice President, and must be called by such officer on written request by a majority of the directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the board of directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Annual Meeting. The annual meeting of the board of directors shall be the regular meeting held during the month of September of each year, or such other regular meeting as the board of directors shall designate.

Section 4. Notice of Meetings. Notice of each regular or special meeting of the board of directors stating the time and place thereof shall be given by the President, the Vice-President or the Secretary to each member of the board not less than three (3) days before the meeting, by mailing the notice, postage prepaid, addressed to each member of the board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice, postage prepaid, addressed to each member of the board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice to each member of the board personally, by telegraph, facsimile, telephone, or electronic mail. Notifications of meetings shall be released to the general membership ten (10) days prior to the meeting stating the time and place thereof via electronic mailing. This information will also be included in the monthly newsletter, as well as be posted on any consistent advertisement i.e. website.

Section 5. Quorum and Action by Board. At all meetings of the board of directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire board, and the vote of a majority of the directors present shall decide any question that may come before the meeting. At the beginning of the meeting a roll call must be performed and a determination of quorum made before any order of business may take place. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the board to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting to the other directors.

Section 6. Procedure. The person presiding at the meeting may determine the order of business and all other matters of procedure at every meeting of the directors.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee.

Section 8. Presence at the Meeting by Telephone. Members of the board of directors or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar

communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting and include any voting privileges determined by membership qualification.

ARTICLE VI COMMITTEES OF DIRECTORS

Section 1. Designation of Committees.

- (a) Executive Committee: The Board of Directors, by resolution and adopted by the consent of the entire Board, may designate an Executive Committee, which would act on behalf of the corporation in the absence of quorum of the Board.
- (b) Standing Committees: Standing committees shall consist of three or more members of the organization, including at least one Board member. Each committee designated shall be named as provided by resolution(s) of the Board of Directors. Said Committees will have the authority to act within the limits of the resolution of the Board, except as otherwise provided by law.
- (c) Other Committees: The Board of Directors from time to time may appoint a committee to oversee a particular function of the organization's business. These committees shall consist of no less than four (4) members of the organization. The presiding officer of the Board shall appoint the chairperson. The Board of Directors may dismiss the committee upon completion of its task or resolution of a majority vote of the Board of Directors as they see fit.

Section 2. Acts and Proceedings. All committees shall act under the authority of the Board to the limit of the scope of said committee. The Committees shall report their actions to the Board of Directors when required and regular minutes shall be kept of all their proceedings.

Section 3. Meetings of Committees. Committees of directors shall meet at such times and places as the chairpersons of the committees shall determine and the notice of the meeting shall specify. Meetings of committees of directors shall be governed by the provisions of Sections 4, 5, 6, 7 and 8 of Article IV of these bylaws, which govern meetings of the entire board of directors.

Section 4. College of Monarchs. The Corporation shall have a separate independent committee designated as the College of Monarchs. The College of Monarchs shall be responsible for maintaining a Protocol Manual for operation of the Windy City Empire [Standard Operating Procedures]. By standing resolution of the board, the elected chair [Dean] of the College shall sit as a full member of the Board and include all voting privileges determined by membership qualifications.

ARTICLE VII OFFICERS

Section 1. Officers. Except as otherwise provided by law or these by-laws, a President, Vice-President, Secretary, and Treasurer, each of whom shall be chosen from among the directors of the corporation, shall be elected at the annual meeting of members or at any meeting of the members held in lieu of such annual meeting, and shall hold office until the next annual meeting of members and until his or her successor has been elected and qualified. The members of the corporation may from time to time elect or appoint such additional officers as they may determine. Such additional officers shall have such authority and perform such duties as the members of the corporation may from time to time prescribe. In the interim between meetings of the members,

the officers of the corporation shall be accountable to and shall act pursuant to the direction of the board of directors. Officers of the corporation must be members in good standing at time of election to office and must remain as such throughout their elected term.

Section 2. Term of Office. The President, Vice President, the Secretary and the Treasurer shall hold office until the next annual meeting of the members and until their successors have been elected or appointed and qualified. Each additional officer appointed or elected by the members of the corporation shall hold office for such term as shall be determined from time to time by the members of the corporation and until his or her successor has been elected or appointed and qualified. Any officer, however, may be removed or have his or her authority suspended by the members of the corporation or the board of directors at any time, with or without cause by the affirmative vote of the majority of the board of directors at any meeting of the board, notice of which shall have referred to the proposed action and is to be counted as a completed annual term

Section 3. Vacancies. If the office of any officer becomes vacant for any reason, the board of directors shall have the power to fill such vacancy. If any vacancy occurring in an office of the corporation for any reason shall not be filled prior to the next annual meeting of members, it shall be filled by vote of the members at the annual meeting. An officer elected to fill a vacancy, unless elected by the members, shall hold office until the next meeting of members at which the election of officers is in the regular order of business, and until his or her successor has been elected. The founding Board of Directors will arrange themselves in two “classes”. One half of the Board of Directors will serve a one year term and one half serving a two year term, to provide for continuity from the founding Board of Directors. The terms will be decided by the Directors by drawing one or two years terms.

Section 4. Resignation or Leave of Absence. Any director of the corporation may resign at any time by giving his or her resignation to the President, the Vice President or the Secretary in a written signed letter postmarked to the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective and is counted as a completed annual term. Any director of the corporation may take a leave absence at any time by giving his or her notification of such intent to the President, the Vice President or the Secretary in a written signed letter. Such leave shall take effect at the time specified therein and must include an approximate time of return to post. The acceptance of such notice of leave shall not be necessary to make it effective but will be reviewed privately with the board of directors and if necessary delegation of duties be addressed at that time. During such leave, the director is still responsible for maintaining his or her membership. If at the completion of the leave, that director cannot return to duty, a vote can be called by the Board of Directors as to remove said person from position and create a vacancy. The removal of a director in this instance is not to be construed as a removal from membership, unless membership has expired, and is counted as a completed annual term

Section 5. Duties of Officers May Be Delegated. In case of the absence or disability of an officer of the corporation, or for any other reason that the board may deem sufficient, the board, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any member of the board. Record of the delegation of duties must be entered into the notes of the meeting or into the notes of the meeting immediately following this action, if such action was not made during a normal assembly of directors.

Section 6. The President. The President shall be the chief executive and administrative officer of the corporation and shall have the general powers and duties of supervision and management of the corporation and shall perform all such other duties as usually pertain to the office or are properly required by the board of directors. The President shall preside at all meetings of the board of directors.

Section 7. The Vice-President. The Vice-President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice-President shall also have such powers and perform such duties as usually pertain to the office or are properly required by the board of directors. Included in which are maintenance of membership records as Membership Chair and a timely release of information to members in form of a newsletter.

Section 8. The Secretary. The Secretary shall issue notices of all meetings of directors and members where notices of such meetings are required by law or these by-laws. The Secretary shall attend all meetings of the board of directors and keep minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature and shall perform such other duties as usually pertain to the office or are properly required by the board of directors.

Section 9. The Treasurer. The Treasurer shall have the care and custody of all the monies, and securities of the corporation. The Treasurer shall have cause to entered in the books of the corporation so to keep for the purpose of full and accurate accounts of all monies received and paid on account of the corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the board of directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the office or are properly required of the Treasurer by the board of directors.

Section 10. Officers Holding Two Offices. Any two offices, except those of President and Secretary, may be held by the same person, but no officer shall hold more than two offices and no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers. In instances where sufficient quantity of directors are not available to hold these positions, the delegation of duties may occur with out acceptance of title.

Section 11. Compensation. No officer of the corporation shall receive, directly or indirectly, salary or compensation from the corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the corporation.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each director and officer of the corporation, whether or not then in Office, and any person whose testator or in testate was such director or officer, shall be indemnified by the corporation for the defense of or in connection with any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of Illinois and the reciprocal agreements established with bordering states, or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the board of directors.

Section 2. Advancement of Expenses. Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VIII may be paid by the corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VIII and (b)

approval by the board of directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable then approval by the members. To the extent permitted by law, the board of directors or if applicable, the members, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VIII (a) shall be available with respect to events occurring prior to the adoption of this Article VIII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VIII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer, (or, if applicable, at the sole discretion of the testator or in testate of such director or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the director or officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any other rights to which any director or officer of the corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the members, a resolution of the board of directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If a court of competent jurisdiction hereof shall hold this Article VIII or any part unenforceable in any respect, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VIII shall remain fully enforceable. Any payments made pursuant to this Article VIII shall be made only out of funds legally available therefore.

ARTICLE IX CORPORATE FINANCE

Section 1. Corporate Funds. The funds of the corporation shall be deposited in its name with such banks, trust companies or other depositories as the board of directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the corporation shall be signed by such officer or, officers, agent or agents, employee or employees as the board of directors from time to time may designate. No officers, agents or employees of the corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the corporation or to bind the corporation thereby, except as provided in this section.

Section 2. Fiscal Year. The fiscal year of the corporation shall be January 1 to December 31 unless otherwise provided by the board of directors.

Section 3. Loans to Directors and Officers. The corporation shall make no loans to its directors and officers.

Section 4. Gifts. The board of directors, the Executive Committee or any authorized officer, employee or agent of the corporation may accept on behalf of the corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the corporation.

Section 5. Voting of Securities Held by the Corporation. Stocks or other securities owned by the corporation may be voted in person or by proxy as the board of directors or the Executive Committee shall specify. In the absence of any direction by the board of directors or Executive Committee, the President shall vote such stocks or securities, as he or she shall determine.

Section 6. Income from Corporation Activities. All income from activities of the corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the corporation.

Section 7. Budget Procedure. At each annual meeting of the board of directors, the directors shall consider and adopt a prospective budget that reflects the anticipated income and expenses of the corporation for the next twelve- (12) month period. Such budget shall also reflect the restrictions on spending authority to which the officers of the corporation shall be subject. No officer of the corporation shall have the right without the prior written consent of the board of directors to exceed that officer's spending authority or to expend the funds of the corporation by an amount in excess of the amount budgeted for such category of expense.

Section 8. Budget Constraints. At no time shall any member, director or representative of the organization create any sort of amendment that may create undue hardship on the organization including the division, disbursement or cataloging of restricted assets.

Section 9. Scholarship Maintenance. The maintenance of the Sierra Montana Memorial Scholarship shall be held as a responsibility of the Treasurer as well as an appointed committee overseeing its rules and regulations as well as its timely distribution to qualified candidates. General budgetary funds are affected by this scholarship. Actions accepted by the 2006 Board of Directors and the College of Monarchs have determined that 10% of all monies raised on behalf of the organization are restricted to this scholarship. This stipend includes all monies raised on behalf of all committees of this organization. In cases in which actions of the organization to fund raise are to benefit a charitable organization outside the guideline of this organization, there will be no contribution of funds to the scholarship program.

ARTICLE X
CORPORATE SEAL

Section 1. Form. The seal of the corporation shall be in such form as may be determined from time to time by the board of directors.

ARTICLE XI
AMENDMENTS

Section 1. Procedures for Amending By-Laws. By-laws of the Corporation may be adopted, amended or repealed at the Annual Meeting of the Membership in September, notice of which shall have included

specifications of the proposed action, by the vote of two-thirds of the membership present, providing quorum has been met.

a) Suggestions for changes to the By-laws are to be given in writing to the President, Secretary, and By-laws Chair and received before August 1 to be considered.

b) Approved By-law changes will become effective at the beginning of the new Reign

c) By-laws of the corporation may be adopted, amended or repealed without vote of the membership to be in accordance with City, County, State or Federal laws.