

**By-Laws of
Imperial Windy City Court of the
Prairie State Empire, Inc., NFP**

**As prepared by the Board of Directors
and General Membership
Adopted as of September 28, 2016
(with the proviso that these by-laws are subject to corrections
or revisions at all monthly Board of Directors meetings
for the period of one year from the date of adoption)**

**ARTICLE I
THE CORPORATION**

SECTION 1. NAME. The name of the Corporation is Imperial Windy City Court of the Prairie State Empire, Inc., NFP, (hereinafter referred to as “WCE” or 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.

SECTION 2. DURATION. The period of duration of the Corporation is perpetual. Upon the dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, distribute assets to a non-profit Corporation or Corporations having similar purposes which have been recognized as tax exempt under section 501(c)(3) of the Internal Revenue Code of 1954.

SECTION 3. PURPOSE. The purposes of the Corporation are to sponsor, support, and promote community charitable and educational programs and efforts; to promote and recognize community leaders; and to promote harmony among the people in the community. WCE is a non-profit 501(c)(3) organization chartered by the State of Illinois by Number 6169-841-8 on June 20, 2001, benefiting local 501(c)(3) organizations.

SECTION 4. REGISTERED AGENT. The President of the Board of Directors shall act as the Registered Agent and his/her residence shall be listed as the Registered Office. An appropriate Change of Registered Agent form will be filed with the State of Illinois immediately following the yearly elections for that position should the holder of that position change.

SECTION 5. JURISDICTION. The Corporation will serve and have jurisdiction over only the geographical area within the State of Illinois, that particular area being designated as the State of Illinois and the counties of Jasper, Lake, La Porte, Newton, and Porter of the State of Indiana. The Corporation will execute its duties and purpose as described in the Corporation’s Articles of Incorporation, any amendments thereto and Article 1, Section 3 of these By-Laws, on a worldwide basis. At the discretion of the Board of Directors, WCE may support the creation of

Baronies within or outside of its jurisdiction. Such Baronies will be subject to the rules and regulations determined by the Board of Directors and to the extent necessary to protect WCE's non-profit corporate status and good standing with the State of Illinois and the United States of America.

SECTION 6. OWNERSHIP. The Corporation, all trade names, website(s) and any electronic chat groups owned or operated by it will be considered the property of the elected Board of Directors and the general membership in good standing. The President of the Board shall be designated as an "owner/moderator" of all electronic chat groups and all websites.

SECTION 7. SEAL. The seal of the Corporation shall be designed as follows:



This seal may be redesigned as needed from time to time with the approval of the membership.

SECTION 8. STOCK. The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE II MEMBERSHIP

SECTION 1. MEMBERSHIP. Membership in WCE is open to all residents of Illinois and adjoining counties of Jasper, Lake, La Porte, Newton, and Porter in Northwest Indiana who support the efforts of the community and choose to be part of this organization.

SECTION 2. BOARD OF DIRECTORS. The Board of Directors shall govern WCE and have the rights, duties, privileges and responsibilities described in the By-laws. The Board of Directors shall have the responsibility to manage the property and affairs of the Corporation.

SECTION 3. COUNCIL OF MONARCHS. Council of Monarchs. The Corporation shall have a separate independent committee designated as the Council of Monarchs. The Council of Monarchs shall consist of all Emperors and Empresses who have completed their reign and satisfied all requirements as outlined in the Standard Operating Procedures. Any Monarch who does not complete his/her reign for any reason, or who does not complete all requirements, shall not be invited to join the Council of Monarchs. Dowager Monarch(s) who have completed all required acts shall be vested into the Council of Monarchs at Investiture of the newly Empire reign. The Council of Monarchs shall conduct the Coronation Crowning ceremony. Additionally, the Council of Monarchs will act as an Advisory Council to the Reigning Monarch(s), providing

advice, counsel, guidance, recommendations and suggestions throughout the reign. Each member of the Council of Monarchs will be entitled to be addressed as His/Her Imperial Sovereign Majesty followed by their Empire (Reign) number and shall be accorded all honors of protocol.

The Council of Monarchs shall be responsible for maintaining the Protocol Manual for Policies and Procedures of the WCE (Standard Operating Procedures). By standing resolution of the Board, the elected head of the Council of Monarchs shall be known as the Chancellor and shall be a full member of the Board of Directors and include all voting privileges determined by membership qualifications. The Chancellor will also chair the Candidate Review Board and the Election Committee.

SECTION 4. EMPEROR AND EMPRESS. The offices of Emperor and Empress are expressly created to serve as the official representatives of the Board of Directors and WCE, executing the expressed goals of the Corporation. The position of Emperor and Empress shall be filled by popular election as set forth in the By-Laws and Standard Operating Procedures. The position of Emperor and Empress cannot be filled by anyone not meeting the guidelines set forth by section 501(c)(3) of the Internal Revenue Code of 1954.

The Reigning Emperor OR Empress shall maintain the Court Calendar of events. All scheduling of events should be routed to and approved by the Monarch who takes on the Calendar duties.

SECTION 5. LINE OF SUCCESSION.

Line of Succession, which will be known as The Imperial Family. The Imperial Family is named at the sole discretion of the newly elected Reigning Monarch(s). The Imperial Family will consist an Imperial Upper House and the Imperial Lower House

The Imperial Upper House shall consist of the following Titles:

- (1) His Most Royal Imperial Sovereign Majesty, Emperor and Her Most Royal Imperial Sovereign Majesty, Empress;
- (2) His Royal Sovereign Highness Imperial Crown Prince and Her Royal Sovereign Highness Imperial Crown Princess;
- (3) His Royal Sovereign Highness Crown Prince and Her Royal Sovereign Highness Crown Princess;
- (4) His Royal Sovereign Excellency Prince Royale and Her Royal Sovereign Excellency Princess Royale;
- (5) His Royal Sovereign Excellency Prince and Her Royal Sovereign Excellency Princess.

The Imperial Lower House shall consist of the following Titles:

- (1) His Royal Grace Duke and Her Royal Grace Duchess;
- (2) His Royal Grace Marquis and Her Royal Grace Marquise;
- (3) His Royal Grace Count and Her Royal Grace Countess;
- (4) His Royal Grace Viscount and Her Royal Grace Viscountess.

Grand Duke and Grand Duchess are reserved as honorary titles that is bestowed upon an individual within our Kingdom by the reigning Monarchs, if they wish to do so.

All members of the Imperial Windy City Court of the Prairie State Empire who is not a member of the Imperial Family shall be known as Lord or Lady (or Dame).

- (a) Honorary titles may be bestowed at any time to members of the Line of Succession, members of the court and/or other persons as deemed appropriate by the Reigning Monarch(s) provided such titles are not in conflict with those titles in the Line of Succession.
- (b) The positions of King Father and Queen Mother must be held by members of the Council of Monarchs. The position of King Father and Queen Mother will be selected by the newly elected Monarchs and announced at Victory Brunch.
- (c) Regent Monarchs - In the event of the death, resignation, inability or refusal to serve, the Emperor or Empress shall be replaced and/or removed. The replacement of the Emperor or Empress shall be done in the following manner:
 1. The King Father shall replace the Emperor, and the Queen Mother shall replace the Empress.
 2. If the King Father or Queen Mother choose not to, or cannot, serve, then selection shall come from the Council of Monarchs within 15 days.
 3. In the event a member of the Council of Monarch is required to assume the position and duties of the reigning Monarchs, they shall be known as Emperor Regent or Empress Regent and shall preclude them from seeking the position of Emperor or Empress in the next general election.

SECTION 6. PERPETUAL AND HONORARY TITLES. All valid perpetual and honorary titles, honors and responsibilities granted by the WCE Council of Monarchs or Board of Directors to members of the court or community shall remain valid with all rights and privileges thereto within WCE.

SECTION 7. CODE OF CONDUCT. All members of WCE shall adhere to the Code of Conduct. As a community service organization, which raises thousands of dollars each year, we will be under scrutiny for our behavior in public. Therefore, the following guidelines and disciplinary actions will be in effect.

- (a) At no time shall a member of WCE be involved in a public outburst that would bring question or disgrace to the organization. All members, when at Court sponsored functions (whether in town or out of town), are under scrutiny and shall conduct themselves as ladies and gentleman at all times.
- (b) Alcohol and its effects will not serve as an excuse for any unbecoming behavior. A Monarch or member of the Board of Directors reserves the right to ask any member to leave an event if inappropriate behavior is displayed.
- (c) The membership shall have the right to file either an incident report or complaint.
- (d) This Code of Conduct applies to all members of WCE regardless of title.

ARTICLE III MEETINGS

SECTION 1. GENERAL MEMBERSHIP MEETINGS.

- (a) **Regular Meetings** – General Membership meetings shall be held once a month prior to the Board of Directors meeting. The Vice President and the Reigning Monarch(s) shall Co-Chair the Membership Meetings. The date, time and location for each monthly meeting will be determined by the Vice President and Reigning Monarch(s). The Reigning Monarch(s) shall take minutes of each meeting in which the Vice President will submit to the Board of Directors at its next monthly meeting. The meetings may be changed on a case by case basis by vote of the membership at the meeting immediately prior to the meeting change

By determination of the Vice President and/or the Reigning Monarch(s), the meeting may be moved, changed or cancelled in an emergency situation provided that notification is delivered to the members at least 72 hours in advance via email and/or other social media. In the case of cancellation, the Vice President of the Board of Directors and/or the Reigning Monarch(s) will determine the date, time and location of the next meeting.

Special Meeting can be called by either the Vice President of the Board of Directors or the Reigning Monarch(s).

- (b) **Rules of Meeting.** Meetings shall be conducted according to Roberts Rules of Order. Such rules are to be enforced by the Court Sergeant of Arms.

SECTION 2. MEMBER IN GOOD STANDING. A member in good standing will be defined as one of the following as applied on an individual basis:

- (a) A member who has fully paid dues for the entire reign; or
- (b) A member who has paid dues through the current month in question; or
- (c) A member whose dues have been waived for reasons of hardship by the Reigning Monarch(s); or
- (d) A Reigning Monarch; or
- (e) A newly enrolled member who has attended two (2) general membership meetings and fulfilled the requirements of Subsections A, B or C above.

The Vice President and Reigning Monarch(s) will be responsible for maintaining up-to-date records as to who qualifies as a “Member In Good Standing” for use in deciding a quorum at each monthly General Membership Meeting.

SECTION 3. ACTIVE MEMBER. An active member of WCE will be defined as a person who attends at least 50% of all WCE-sponsored events, which includes, but is not limited to, any WCE benefits or fundraisers, WCE general membership meetings, out-of-town coronation or ICC-sanctioned events, other WCE-sponsored functions (for example, cocktail parties or preparation of food items for other organizations), or other events as specified by the Reigning Monarch(s).

The Reigning Monarch(s)/Reign Secretary/Reign Treasurer will be responsible for maintaining up- to-date records as to who qualifies as an “active member” for use in deciding a quorum at each monthly general membership meeting.

SECTION 4. QUORUM. A quorum will be defined as 51% of the active members in good standing of WCE. The quorum will be determined at any General Membership meeting by those members present and all proxies received by the Reigning Monarch(s) as specified in Article III, Section 5.

SECTION 5. PROXIES. A member in good standing may issue his/her proxy to another member in good standing to vote in his/her absence. It may be presented in one of two forms:

Directed Proxy shall be defined as a proxy directing an authorized person to vote in such a manner on a particular issue as directed by the person issuing the proxy regardless of the recipient's opinions on that matter.

General Proxy shall be defined as a proxy allowing an authorized person to vote on any matter in the way his/her conscience dictates.

All proxies must be in writing, signed and delivered to the Reigning Monarch(s) prior to the start of any general membership meeting. If delivered to the Reigning Monarch(s) after the duly- called beginning of any meeting, the proxy will be null and void. Any proxy sent by email must be forwarded to the Reigning Monarch(s) at least 48 hours prior to the meeting in order to be valid. Submission from the member’s registered email address constitutes an electronic signature.

A Member In Good Standing cannot hold more than two (2) proxies from other members in good standing at any given time. At the beginning of each general membership meeting, the presiding conductor of the meeting shall notify the general membership as to who is holding proxies for which other members in good standing. Proxies will be valid for only one general membership meeting.

SECTION 6. VOTING PRIVILEGES. A member that is in good standing as stated in Article III, Section 2, and an Active Member as stated in Article III, Section 3, will have full voting privileges. If that is not met, the member will not be included in defining a quorum for that meeting and will not have voting privileges for that meeting. Voting privileges will be reestablished at the next general membership meeting after fulfilling the above requirements.

ARTICLE IV THE MANAGEMENT

SECTION 1. COMPOSITION. The legal affairs of the Corporation shall be under the control of the Board of Directors. The Board of Directors shall consist of not less than three (3) or more than six (6) elected positions, the Chancellor of the Council of Monarchs and up to two positions held by Reigning Monarch(s) as ex-officio members.

SECTION 2. TERM OF OFFICE. The term of office for the members of the Board of Directors will be from the adjournment of the first general membership meeting immediately following Coronation to the adjournment of the first general membership meeting following Coronation of the succeeding year.

A member can only serve two (2) consecutive terms as President, Vice President, Secretary or Treasurer. After the second term has been completed, the member serving that position may not be nominated for that same position but can be nominated for another position on the Board of Directors.

SECTION 3. VACANCIES. Vacancies on the Board of Directors resulting from resignation, removal from office or any other reason shall be filled by election at the first general membership meeting following the director's resignation or removal.

SECTION 4. OFFICERS. No member of the Board of Directors will hold more than one office on the Board of Directors. Officers will be elected by the sitting members of the Board of Directors. The officers of the Board of Directors and the duties and responsibilities shall be:

- (a) **President** -- The President of the Board of Directors shall preside over and set the agenda for all meetings of the Board of Directors. He/She will also act as the Ball Chairperson for the yearly Coronation ceremonies. The President, at his/her discretion, may appoint any other member of the WCE as Ball Chairperson and will serve on the Coronation Committee.

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 will publish a draft agenda for any upcoming meeting to the membership for review and comment at least seven (7) days prior to the meeting. The membership shall have the right to add an agenda item, provided he/she is available to present (or designate another member to present) such item in person at the time of the meeting.

- (b) Vice President** -- The Vice-President shall preside over meetings of the Board of Directors in the absence of the President of the Board of Directors. The Vice-President shall fulfill any additional duties assigned by the President of the Board of Directors. Duties included are maintenance of membership records as Membership Chair and a timely release of information to members in form of email or a newsletter in conjunction with the Reigning Monarch(s). The Vice-President shall be responsible for issuing notice of meetings of the members by the first of the month. Notice shall be given to the members of the Corporation by U.S. mail, electronic mail, printed or lettered signs, or notice in a local publication. Notice shall state the time and place of such meeting.
- (c) Secretary** -- The Secretary shall maintain the minutes of the meetings of the Board of Directors and all other such records as required by the laws of the State of Illinois and the United States of America. Such minutes, effective with the date of adoption of these By-laws, will become a permanent part of the records of the Corporation. The Secretary will publish the draft minutes of any meeting of the Board of Directors for the membership's review and comment within seven (7) days following such meeting.

In addition, the Secretary shall maintain a yearly collection of all 501(c)(3) status letters for any organization to/for which we give/raise funds. It is the responsibility of the individual member holding such fundraising effort to ensure the 501(c)(3) letter is on file with the Secretary.

- (d) Treasurer** - The Treasurer shall have responsibility for the custody and safekeeping of all funds of the Corporation and shall have charge of their collection, deposit and disbursement in accordance with these By-laws, the direction of the Board of Directors, and the Guidelines as developed by the general membership. The Treasurer shall maintain the financial records of the Corporation and shall provide monthly and annual reports on the income, expense, and financial condition of the Corporation to the Board of Directors and to the members of WCE. The Treasurer shall also file or make ready to be filed all financial reports as required by the laws of the State of Illinois and the United States of America. The Board Treasurer may not hold the office of Reign Treasurer.

As all financial publications are considered highly confidential, the Treasurer will publish to the membership the fact that approved Treasurer Reports are available by written or electronic request to the Treasurer within seven (7) days of the approval of such reports. The Treasurer will respond to such individual requests with the requested report and a reminder that these reports are considered to be confidential and members are not allowed to share this information with any non-members. Sharing of such information will be grounds for removal of all rights, titles, and privileges held by that member.

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 Council of Monarchs have determined that 25% 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 fundraise are to benefit a charitable organization outside the guideline of this organization, there will be no contribution of funds to the scholarship program.

SECTION 5. RESIGNATION OR LEAVE OF ABSENCE.

- (a) **Resignation** – Any Director of the Corporation may resign at any time by giving his or her resignation to the President, Vice President or the Secretary in a written letter, either via email or USPS. Such resignation shall take effective immediately at the time specified therein. If the Director holds an elected position such as President, Vice President, Secretary or Treasurer, the Director gives up his or her entire position on the Board of Directors.
- (b) **Leave of Absence** - Any Director of the Corporation may take a Leave of Absence at any time by giving his or her notification of such intent to the President, Vice President or 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 6. BOARD OF DIRECTORS MEETINGS.

- (a) Regular Board of Director Meetings** -- The Board of Directors shall meet on the Second Sunday of each month at a time and location determined by the President of the Board of Directors. All regular meetings of the Board of Directors are open to the general membership. Minutes of the Board of Directors meetings will be available to all members at the general court meeting.
- (b) Special Meetings** -- A special meeting of the Board of Directors may be called by the President of the Board of Directors. Such special meetings may be telephonic or electronic as long as a majority of the Board of Directors consent to such method and provided that immediate action is necessary.

Electronic meetings shall require a motion and a second in order for a vote to be taken. Further, all board members must respond within 48 hours of request so that all opinions can be voiced prior to a final vote on the matter.

Minutes of all special meetings will be maintained by the Secretary of the Corporation in accordance with Article IV, Section 4(c).

SECTION 7. ELIGIBILITY FOR POSITION ON BOARD OF DIRECTORS. Any member of WCE is eligible to hold a Board position provided they are a member in “good standing” as defined by Article III, Section 2, and have been a member of WCE for a period of six (6) months prior to date of election to the position.

ARTICLE V FINANCES

SECTION 1. CHECKING ACCOUNT. The WCE Board of Directors shall establish such financial institution accounts as appropriate with the approval of the general membership. Up to three members of the Board of Directors shall be signatories on the account(s), one of which will be an officer of the Board of Directors. The Board Treasurer shall not be a signor on the account.

SECTION 2. RECEIPTS AND DISBURSEMENTS.

- (a) Receipts** -- All funds raised, whether through dues, fundraisers, or benefits will be the responsibility of the Treasurer of the Board of Directors. All funds must be deposited in the checking account within 72 hours of receipt. Only the Treasurer of the Board of Directors may appoint person(s) to assist in counting funds at benefits, fundraisers and any other events.

- (b) **Disbursements** -- All expenses must be approved by the general membership at a regularly scheduled court meeting. It shall be the responsibility of the Board Treasurer to disburse all approved funds of WCE in an appropriate manner except for those funds which are specifically designated in the Standard Operating Procedures which are transferred to the next reign for continuance of business of the organization. All disbursements require two authorized signors on the account. At the conclusion of each fiscal year, all designated funds in the WCE treasury will be disbursed to any qualified 501(c)(3) organizations within the State of Illinois.

SECTION 3. DUES. Annual dues for members of WCE shall be established at the first meeting of WCE following coronation by vote of the general membership. Dues for any individual member may be waived by the Reigning Monarch(s) for those members deemed to have hardship with payment of said dues.

SECTION 4. BUDGETS. The Board of Directors shall submit an annual reign budget for approval by the general membership no later than 60 days after the first meeting of the newly elected Board of Directors. The Board of Directors shall submit a Coronation Budget for approval by the General Membership not less than 90 days prior to Coronation. The Board of Directors must present an actual accounting of Coronation no later than 60 days past Coronation.

SECTION 5. COURT FUNDRAISERS AND COURT BENEFITS.

- (a) The purpose of court fundraisers shall be to raise funds for the WCE Treasury. It shall be the responsibility of each member to assist in such fundraisers.
- (b) The purpose of court benefits is to raise funds for those organizations which have submitted proof of 501(c)(3) status in writing to the Board of Directors of the WCE.
- (c) Should any member incur expense on behalf of WCE prior to receiving approval from the general membership, reimbursement shall be at the discretion of the general membership.
- (d) 10% of all official court fundraisers throughout each reign will go into the General Operating fund for standard operating expenses in order to run the day-to-day operations of the corporation.

**ARTICLE VI
ELECTION OF MONARCHS**

SECTION 1. Election of Monarchs is by majority vote of the general membership. Elections are held annually on a date, time and location determined by the Council of Monarchs. The Chancellor of the Council of Monarchs will be the Chairperson of the Monarch(s) Election Committee.

**ARTICLE VII
CORONATION**

SECTION 1. Coronation is held annually at a date, time, and place determined by the Board of Directors.

**ARTICLE VIII
INVESTITURE / DIVESTITURE**

SECTION 1. INVESTITURE. Investiture is to be held annually generally within six (6) weeks after Coronation in which the Reigning Monarch(s) will provide for approval to the Council of Monarchs the date, time and place prior to Coronation. The Chancellor of the Council of Monarchs will present the recommendation to the Board of Directors for their final approval. The purpose of Investiture is for the newly elected Reigning Monarch(s) to grant all such honorary and camp titles as deemed appropriate, to invest a new line of succession, and to name the Reign's beneficiaries. At that time, the newly elected Board of Directors and their respective positions on the Board of Directors will be announced.

SECTION 2. DIVESTITURE. In conjunction with the Investiture ceremonies, with the exception of any monies held in trust by the Sierra Montana Memorial Scholarship Fund, the funds from the previous reign shall be divested as follows:

- (a) 90% will be presented to the designated beneficiary(ies) for that reign; and
- (b) the remaining 10% shall be presented to the designated beneficiary(ies) for that reign by mail no later than 90 days from Coronation.

**ARTICLE IX
AMENDMENTS TO BYLAWS**

SECTION 1. The power to alter, amend or repeal the By-laws or to adopt new By-laws shall be vested in the Board of Directors with the approval of the general membership. They may contain any provisions in regulations and management of the affairs of the Corporation not inconsistent with laws of the State of Illinois or the Articles of Incorporation of WCE. Any proposed amendments shall be submitted annually in writing to the President of the Board prior to the August General membership meeting. A response will be made by the Board within 30 days. The Board of Directors shall consider all amendments presented by any member in good standing.

**ARTICLE X
RESERVATION OF POWERS**

SECTION 1. All powers not delegated by the Articles of Incorporation, any amendments thereto, and these by-laws are reserved to the Board of Directors and may be exercised in accordance with the laws of the State of Illinois and the United States of America.