

Empire of Chivalry and Steel, Inc.
Agenda for the April 5, 2018
Board of Directors Meeting Agenda

- I. Roll Call
 - A. President - Michael Gilmore
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 - B. Vice President - Stacy Diegel
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 - C. Secretary - Matthew Montalto
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 - D. Treasurer - Jayde Gilmore
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 - E. Sergeant at Arms - Steve Owens
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- II. Reading of Previous Minutes:
 - A. Reading of Previous Meetings Agenda
- III. Announcements:
- IV. Old Business:
 - A. Discuss new bylaws that meet legal requirements for non profit organizations. Vote to accept these bylaws two weeks after the BoD meeting or two weeks after receipt of the bylaws, whichever is later. Submitted by Jayde Gilmore.
 - Tabled at 1/25 meeting by Jayde Gilmore.
 - a. PLEASE SEE ATTACHED: The previously provided revised corporate bylaws.
 - B. Discuss the possibility of the ECS demise and offer recommendations on how to best serve the interests of its members. Submitted by Steve Owens.
 - Tabled at 1/25 meeting by Steve Owens
- V. New Business:
 - A. Katrina Alera, known in game as Zara De La Strega, Marquessa of Puerto San Vladimir, mundanely qualified with a Masters in IT and comprehensive experience in website development, has volunteered to complete the term of Imperial Webmaster. This agenda item is to approve her as Imperial Webmaster for the remainder of the current two-year term, Jan 2018 – Dec 2019.
 - Submitted by Jayde Gilmore.
 - A. Submitted for discussion and approval: Website Redesign by Katrina Alera, known in game as Zara De La Strega, Marquessa of Puerto San Vladimir.
 - Submitted by Jayde Gilmore.
 - B. Submitted for discussion and approval: “Project Proposal: Implementing a Mailing List for ECS Imperial: An Examination of Benefits and Costs” by Katrina Alera, known in game as Zara De La Strega, Marquessa of Puerto San Vladimir.
 - Submitted by Jayde Gilmore.
 - C. Due to changes in the IRS tax code and reporting standards for non profit organizations, we need more rigorous standards surrounding the Exchequer role at all levels of the Empire. As a result, the BoD needs to make two decisions:
 - (a) Two options:

i. Close all bank accounts except Imperial. The Imperial Exchequer is responsible for ensuring that all funds deposited are clearly recorded as to which kingdom they belong to and must provide reports to the King/Queen and Kingdom Exchequer of each kingdom not less than quarterly or as requested by the King/Queen and Kingdom Exchequer. The King/Queen and Kingdom Exchequer of each kingdom may request funds as needed, with current approval procedures as lined out by the LI in place (the King/Queen may simply request up to \$200, or King/Queen and Kingdom Exchequer may request any amount up to the Kingdom balance by providing minutes of the Kingdom Estates meeting where such expense was approved). Also, the Imperial Exchequer would be responsible for ensuring payment of all regular expenditures of the Empire, including, but not limited to, Imperial, Kingdom, and Territorial website fees, postage fees, storage fees, and any other regular expenses. Expenses for Kingdom or lower level will be deducted from that Kingdom's funds.

ii. Leave the bank accounts as they are, however, the Imperial Exchequer must be a signer on every account. Any Kingdom or Territory that has a bank account must submit a profit and loss statement (see <https://beneficialholdings.info/general-/profit-loss-statement-form-45588.html> for an example) quarterly (March 31, June 30, September 30, and December 31). Any Kingdom or Territory that does not meet this quarterly reporting requirement will have 30 days to correct this error. At the end of 30 days the BoD will begin action to close the account and consolidate it under the Imperial account, with reporting standards and funds requests as outlined in 2.a.i

(b) And a decision:

i. The Board of Directors decides between 2.a.i and 2.a.ii and announces the decision to the Imperial Estates

ii. The Board of Directors submits the options to the Imperial Estates at an emergency meeting called as soon as possible.

▪ Submitted by Jayde Gilmore.

B. I discovered a small error in the bylaws. The last section, article VI section 1 references "Shareholders" it should say "Board of Directors" I submit that the above section of the bylaws be corrected to read as follow:

ARTICLE VI

Section 1.Dissolution. In the event that the Board of Directors move to dissolve the organization, either by majority vote or written consent documents as defined in Arizona's Business Corporation Act, all physical assets of the organization are to be sold at fair market value or through auction, with all proceeds to be deposited in the main corporate bank account. Any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in

any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the E.C.S.

- Submitted by Jayde Gilmore.

C. Change Suggestion:

(Non-Member Organization) **Remove until we can verify with a legal authority.**

- Submitted by Steven Owens

B. Change Suggestion:

ARTICLE I

Section 3. Corporate Purpose. The purpose of the corporation, as set out in the Articles of Incorporation, are exclusively charitable and educational within the meaning of section 501(c)3 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to promote the study of the ideals, history, and arts specifically covering the geographic boundaries of Europe **and geography boarding the Mediterranean Sea** from the Year 800 AD to the Year 1650 AD

- Submitted by Steven Owens.

B. Change Suggestion:

ARTICLE I

Section 6. Nonpartisan Organization and Neutrality. Because the mission and purpose of the corporation involves the study of the ideals, history, and arts specifically covering the geographic boundaries of Europe **and geography boarding the Mediterranean Sea** from the Year 800 AD to the Year 1650 AD, and to teach to the general public by providing an organized effort in the collection, interpretation and distribution of Historical data through publication and demonstration, it is critical that the corporation not permit itself to be associated with partisan causes, and that the corporation have a policy of strict neutrality with regard to all electoral issues. The Board of Directors is prohibited from taking any action or permitting any inaction which would jeopardize either the nonpartisan character or the neutrality of the corporation.

- Submitted by Steven Owens

B. Change Suggestion:

ARTICLE I

Section 4. Members. The corporation shall have no members. **Remove until we can verify with a legal authority.**

- Submitted by Steven Owens

B. Change Suggestion:

ARTICLE II

Section 2. Purpose of Board. The purpose of the Board of Directors is to formulate policy for the development and implementation of the program. The Board of Directors will be responsible for: ensuring that the federal and state obligations of the organization are met and other obligations and costs of doing business are upheld. **Any change to the Imperial by laws or BOD bylaws must be**

ratified by the next imperial estate to remain valid, simple majority 50%+1, rounding up.

- Submitted by Steven Owens

B. Change Suggestion:

ARTICLE II

Section 10. Removal of Directors. Any director of the Board may be removed, remove can only be done by the Imperial Estates..

- Submitted by Steven Owens

B. Change Suggestion:

ARTICLE III

OFFICERS

Section 1. Officers. The officers shall consist of a President, Vice President, Secretary, Treasurer, Seargent of Arms and such other officers as deemed necessary by the Imperial Estates.

- Submitted by Steven Owens

B. Change Suggestion:

ARTICLE III

OFFICERS

Section 2. Qualification to serve on the BOD. The candidate must be current Knight in the Empire in Chivalry and Steel in one of the three areas. Members of the BOD may not be married or related to another current BOD member.

- Submitted by Steven Owens

B. Change Suggestion:

ARTICLE III

OFFICERS

Section 3. President. The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board at which the President may be present. The President shall perform such other duties assigned to him/her by the Corporation and by the Board. In absence of specifications, the President shall have the powers and authority and shall perform and discharge the duties of other Presidents serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation. These decisions will be known an Executive decision and must be ratified by the next imperial estate to remain valid, simple majority 50%+1), rounding up.

- Submitted by Steven Owens

B. Change Suggestion:

ARTICLE III

OFFICERS

Section *. Seargent at Arms. During meetings, the sergeant at arms keeps order. If other board members or meeting attendees are disruptive, the sergeant may warn them and, in extreme cases, eject them from the meeting. The role may involve some administrative tasks such as collecting ballots, tallying votes and recording attendance. I do not like this description we found on the Internet, and may need to postpone until next meeting.

- Submitted by Steven Owens

- B. Change Suggestion:
All Sections of Article II are to be renumbered
- Submitted by Steven Owens

- B. Change Suggestion:
ARTICLE V
AMENDMENTS TO BYLAWS
These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members of the Board present and voting at a regular or special meeting. **Any change to the BOD bylaws must be ratified by the next imperial estate to remain valid, simple majority 50%+1.**
- Submitted by Steven Owens

- B. Change Suggestion:
ARTICLE VI
Section 1.Dissolution. In the event that the Shareholders move to dissolve the organization, either by majority vote or written consent documents as defined in Arizona's Business Corporation Act, all physical assets of the organization are to be sold at fair market value or through auction, with all proceeds to be deposited in the main corporate bank account. Any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the E.C.S. **The will be completed with approval of the Imperial Estates, simple majority 50%+1, rounding up.**
- Submitted by Steven Owens

II. Discussion